



CAREER POINT

BUILDING
on a strong foundation.

CREATING
a bright future.

DELIVERING
great value.



A n n u a l R e p o r t 2 0 1 1 - 1 2

CAREER POINT LIMITED

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. Mahesh Gupta
Director

Mr. Pawan Kumar Lalpuria
Director

Mr. Pritam Kumar Goswami
Director

Mr. Ram Swaroop Chaudhary
Director

Mr. Vishal Jain
Director

Tarun Kumar Jain
Company Secretary

M/s Sharp & Tannan
Chartered Accountants
Statutory Auditors

M/s P. Khandelwal & Co.
Chartered Accountants
Internal Auditor

Bankers

HDFC Bank Limited
Oriental Bank of Commerce
Punjab National Bank
State Bank of India
Union Bank of India

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: +91 22 2596 0320
Fax: +91 22 2596 0329
Website: www.linkintime.co.in

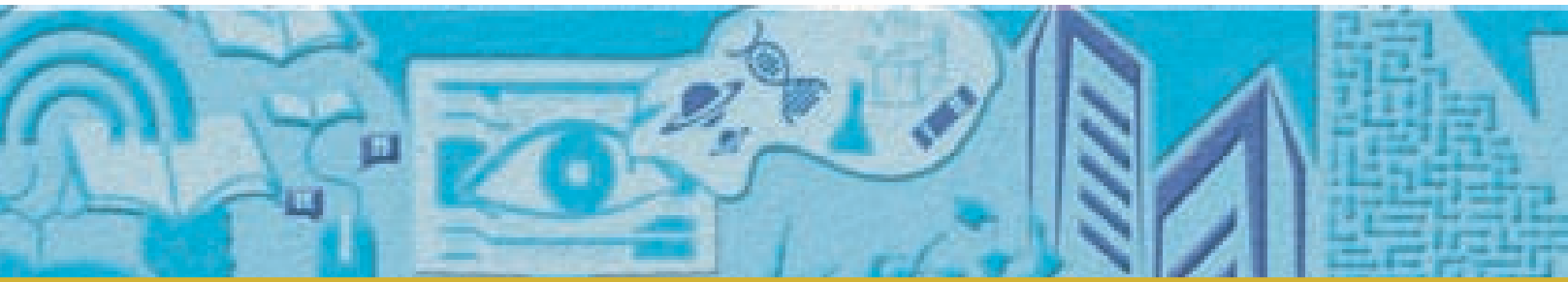
Websites

www.cpil.in
www.cpuniverse.in
www.careerpointgroup.com

A complete education Company and one of India's leading education player, Career Point Limited is a leading integrated solutions provider across the education value chain. Catering to the needs of a student through his entire life cycle, we operate in both the Informal and Formal Education streams. In the Informal Education system, we have established a strong niche through an extensive network of Company operated branches, franchisee centres, technology enabled live classrooms, online programs and distance learning solutions across India. The network offers test preparation courses and school curriculum tutoring to students through this continuously expanding network. In the Formal Education stream, we have a strong presence with our Education Consultancy and Management Services (ECAMS) providing a strong support system to schools, colleges and universities in multiple states.

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It all began in 1993,
when one man set out to
change the dynamics of
test preparation market
in India. The 1st stone
was laid out at **Kota**





It all began in 1993, when one man set out to change the dynamics of test preparation market in India. The 1st stone was laid out at Kota. For six years, there was one objective, become a benchmark in the engineering test preparation segment. In an unorganised market, we, at Career Point, created differentiation; it came through unique teaching aids, through personal attention, single-minded doggedness and fulfilling the responsibility that trusting parents, students and investors placed on us. The culmination of all of the above lay in the overwhelming response we received across India.

With a foundation built on the twin planks of excellence and trust, geographic expansion through Company and franchisee-owned centres followed suit. Well thought out extensions happened through Education Consultancy and Management Services (ECAMS) as the K-12 and the higher education segments were addressed. What began as a single centre in Kota in the early 90s is today a multi location, multi format enterprise, touching the lives of more than 2.5 lac students since inception.

Many things have changed during this period, one aspect however remains consistent, we continue to strive to live up to the expectations of trust and hope placed on us by the students and their parents, as well as our investors and other stakeholders. Our business is centred on this core philosophy, aimed at creating a bright future and delivering great value.

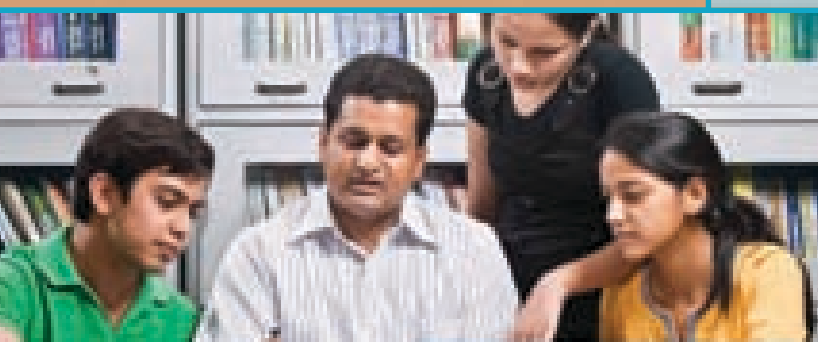
Highlights

30,000+
student enrolments in
FY12



2.5 lac+
students since inception

Presence in **K-12**,
higher education



200+
faculty members

10,000+ pages
of textbook repository



12,000+
minutes of video
content



VSAT-enabled live
TechEdge classes -
'CP Live'



Presence in
17
states



The Courses

Our universities and campuses offer a complete gamut of courses:

- ▲ Career Point University, Kota, Rajasthan
- ▲ Career Point University, Hamirpur, Himachal Pradesh
- ▲ Career Point Technical Campus, Rajsamand, Rajasthan
- ▲ Career Point Technical Campus, Mohali, Punjab

Offering the following courses:

- ▲ Engineering and Technical Studies
- ▲ Management and Commerce Studies
- ▲ Computer Application & Technology
- ▲ Basic & Applied Sciences
- ▲ Fashion & Interior Designing
- ▲ Vocational Training

Career Point Universe

CAREER POINT
Engineering and Medical entrance test preparation

Synchro School
School Association Programme

ECAMS
Education & Management Services
Education, Consulting and Management Services

CP Live e**CAREERPOINT**
a CAREER POINT edu-venture Online Test Series

Knowledge Lab **Feedback**
Technology enabled learning

GLOBAL PUBLIC SCHOOLS **GLOBAL KIDS** **CAREER POINT WORKS**
Playground and K-12 School Business School & Vocational training

Proseed
Business School
Business School & Vocational training

NATIONAL SCIENCE PROFICIENCY TEST
National Science Proficiency Test

CAREER POINT UNIVERSITY **CAREER POINT TECHNICAL CAMPUS**
Kota, Rajasthan Rajsamand, Rajasthan

CAREER POINT UNIVERSITY **CAREER POINT TECHNICAL CAMPUS**
Mohali, Punjab Rajsamand, Rajasthan

Our pyramid of strengths



LIKE THE PYRAMID, which stands tall as a timeless and priceless symbol on a strong and deep-rooted foundation, we have built on our inherent strengths to deliver enduring value to our students, partners, franchisees and investors.

As a diversified education chain with strong presence in both, the Formal and Informal streams of education, we are today a leading education Company focussed on creating a brighter future and delivering great value for each of our stakeholders.

Our journey so far:



1993-2000

Established Kota as the preferred coaching hub of India with our pioneering concept of personal care and individual attention in group coaching – a unique teaching system that is now recognised as the 'Kota Coaching System.'

2001-2004

Established own and franchisee test centres across India to become a pan India education Company with strong focus on quality education addressing individual needs through the education life cycle.

2005-2007

Expanded scale with first private equity investment from Volrado Venture Partners; forayed into Synchro School Program; signed ECAMS agreement with Singhania University.

2008-2010

- Equity investment by Franklin Templeton and N S Raghavan for and of behalf of Kalpa Partners.
- Mobilised ₹ 1,150 million equity investment through Initial Public Offering (IPO).

2010-2012

- Forayed into formal education (K-12 and higher education) with universities, colleges and schools.
- Introduced technology-based solutions – CPLive, eCareerPoint.com, Knowledge Lab.
- Started Coaching for Pre-Medical aspirants and launched a Pre-foundation Division for class 7th to 10th.
- Introduced preparation for NTSE, KVPY and Science Olympiad, Special Batches and Intensive Care Program for meritorious IIT-JEE aspirants and support for Board Exams with Science Practicals.

With uncompromising standards of education benchmarked to international learning methodologies, we have built our pyramid of strengths to emerge as leaders in our business domain



Our Vision

To become global leaders in providing exemplary education for betterment and empowerment of individuals.

Our Mission

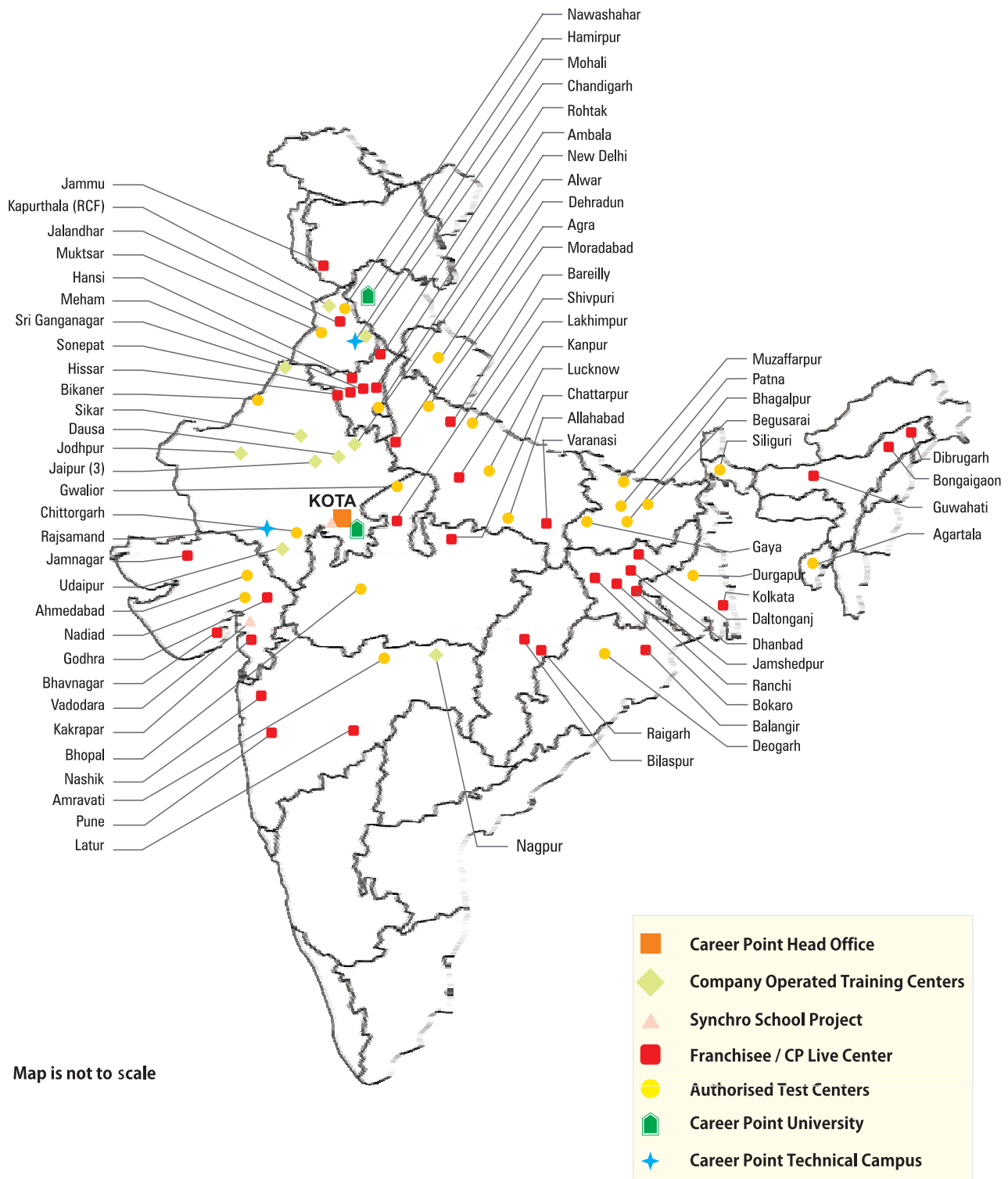
To develop individual student efficiencies through excellence in quality, methodologies and systems, thereby equipping them with the capability to face the challenges of the ever-evolving world.

Our Values

- Academic excellence and integrity
- Lifelong teaching and service
- Professional leadership
- Collaborative approach
- Continuous quality enhancement
- Trust, respect, honesty, integrity, ethical behaviour

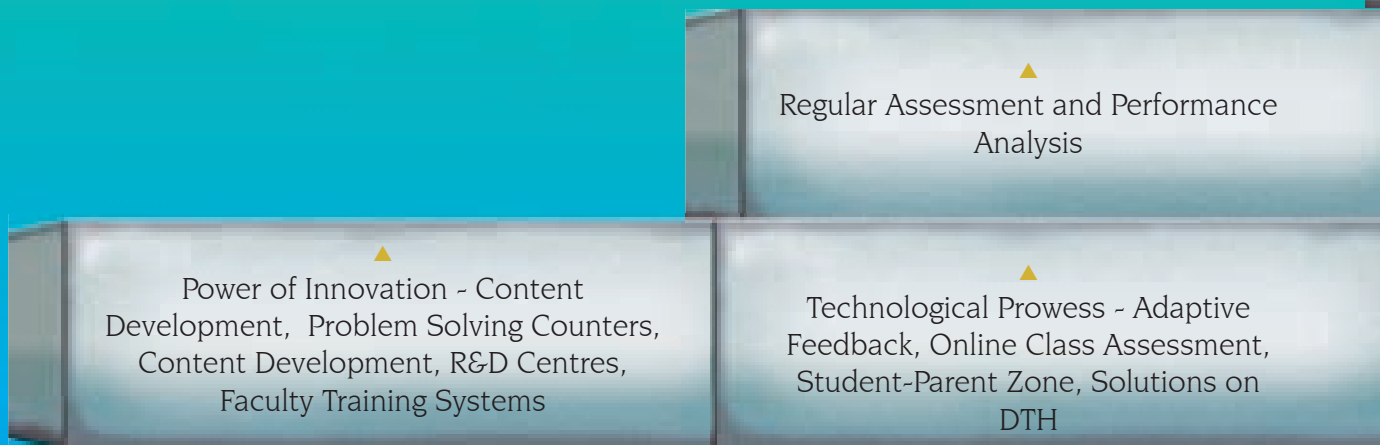
Career point network

Our presence across india



Building on our foundation of strengths

Propelled by multiple drivers, our foundation is built on a core of strengths that we have developed through focussed strategic efforts across our business value chain.





▲
Strong Brand Equity with 2 decades of
Excellent Track Record

▲
High-tech Communication &
Extended Academic Support

▲
Excellent Courses and Faculty, with Result
Oriented Teaching Methodology

▲
Ideal Location in Education Hub of
Kota & World-Class Infrastructure

▲
Diversified Business with Multiple
Offerings - Test Preparation, K-12,
Technical Campuses, Private Universities

▲
Ultimate Personal Care through
Student Welfare Cell

▲
Integrated Solution Provider Across the
Education Value Chain throughout the
Life Cycle of a Student

The strength of our numbers

20+

CP Live Centers

25+

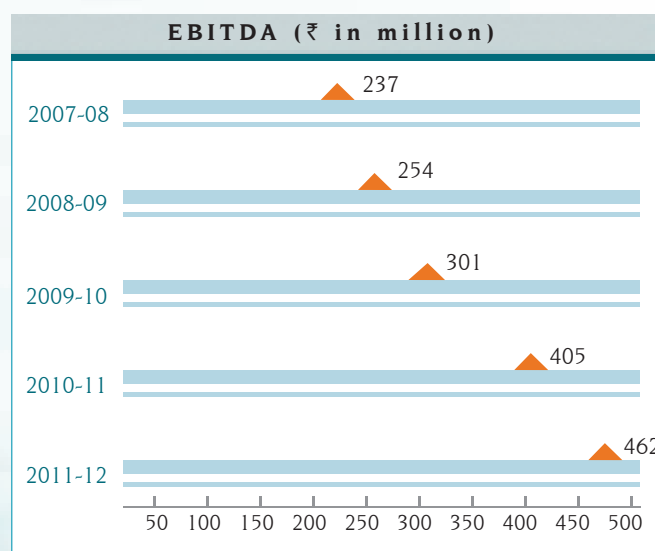
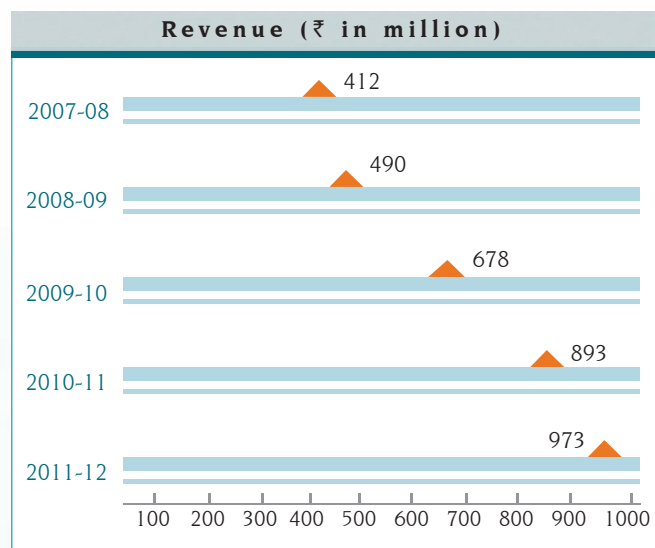
Branches &
Franchisee Centers

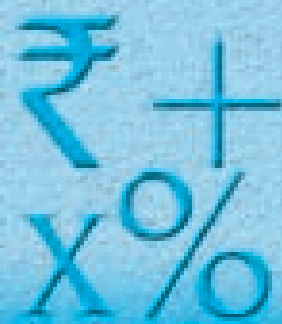
50+

Test Series Centers

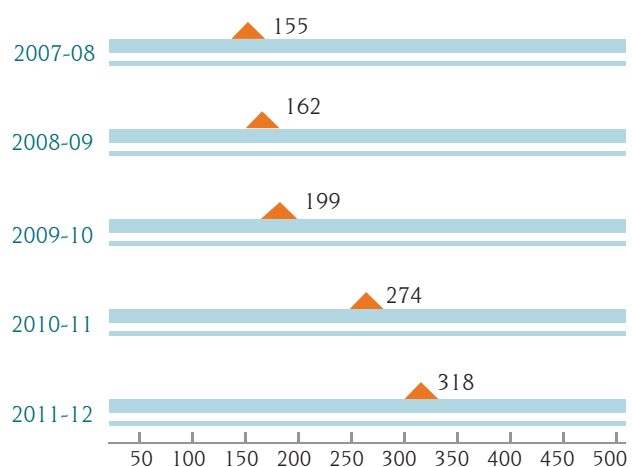
200+

Faculty Staff

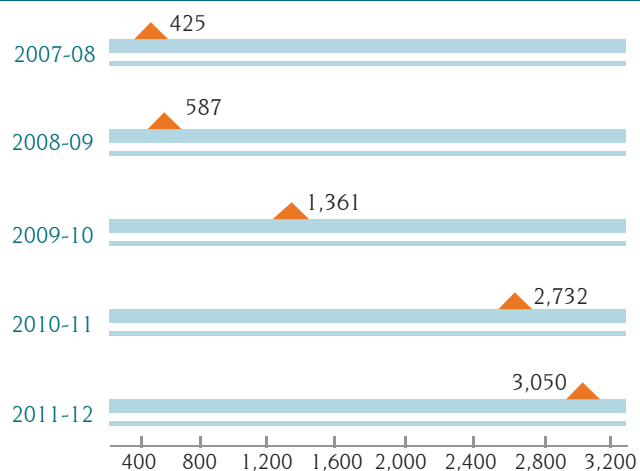




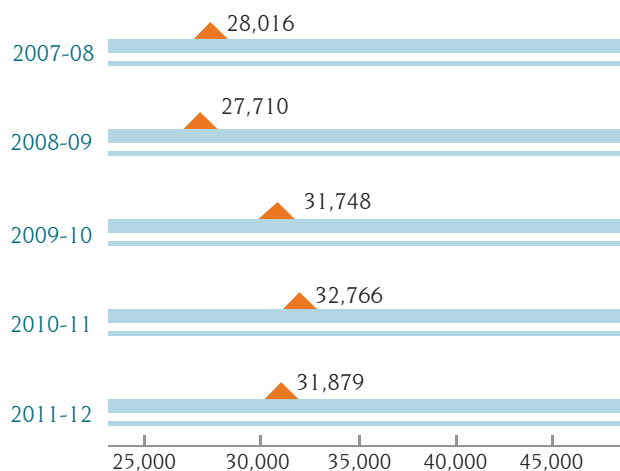
Profit after tax (₹ in million)



Net worth (₹ in million)



Students enrolled (No. of students)



Chairman's communique



While revenue jumped from ₹ 854 to ₹ 954 million, EBITDA rose from ₹ 363 to ₹ 442 million from FY11 to FY12. Our enrolments went up to 35,155 in FY12, as against 32,766 in FY11

Dear Stakeholders,

It gives me great pleasure to write to you at the end of another satisfactory year for the Company. Notwithstanding some key challenges facing the education industry, we succeeded in reporting excellent growth in financial numbers as well as the number of students who achieved their goals by being associated with Career Point.

While revenue jumped from ₹ 854 to ₹ 954 million (consolidated basis), EBITDA rose from ₹ 363 to ₹ 442 million (consolidated basis) from FY11 to FY12. Our enrolments went up to 35,155 in FY12, as against 32,766 in FY11.

New initiatives and programs continued to boost our Informal Education business, which remains the major contributor of our revenues. Our Formal Education business also continued to report significant growth, with expansion plans well on track and enrolments already in progress for our new universities and technical campuses.

BUILDING ON OUR STRONG FOUNDATIONS

It is my firm belief that scalability can be achieved only if the foundations are right. We spent the last 20 years building such a scale on the back of our strengths in Informal Education. Having built a strong foundation, we are now at an inflection point of progress, with the coming years likely to see strong growth in this segment.

The launch of new initiatives such as the VSAT-enabled CP Live classrooms, eCareerPoint.com and iExam trans-scaled our business in this education stream to new levels of growth. The increasing presence of online exams and acceptance of technological advancements in the targeted student community create a significant market potential for these ventures.

At the same time, Formal Education remains a key thrust area and we are currently engaged in building an equally strong foundation in this space. Since Formal Education is a capex heavy business, we realise that profitable growth will take some time. However, three years from now, we look at this segment as one of the major revenue contributors for the Company.

TOWARDS A BRIGHT FUTURE

The education sector is the largest services market in India, with an estimated 572 million population falling in age group of 0-24 years (twice the population of the United States). With an approximate 230 million students enrolled every year, as per IDFC-SSKI estimates, the future is indeed bright.

We have already extended our Pre-Foundation Division, which we launched in Kota in FY12, to all branches and franchisees for the next academic session.

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.

The potential for organised players to leverage the market is immense and we are confident of capitalising on this opportunity on the back of our foundation of strengths.

I am optimistic about the growth in the coming years. We have already extended our Pre-Foundation Division, which we launched in Kota in FY12, to all branches and franchisees for the next academic session. Our branches continue to do well, our online CP Live program is expanding fast across India and the launch of university operations as well as the opening of a broader market for engineering test prep business shall further strengthen the foundation for fast paced progress in the coming years.

Our project with the Government of Haryana to provide tutorial services to the state government school students has paved the way for the opening up of a new market and we are looking forward to more such projects.

Our backward integration initiative – setting up of a residential campus in Kota – will also significantly expand our Informal Education business and I am optimistic of higher growth in this space in the coming years.

Our increased diversification into K-12 and Higher Education is aimed at capturing a larger portion of the private education market. The private K-12 market is estimated to grow at a 14% CAGR between 2009 and 2012. This is a highly fragmented segment and has adequate room for entry of large organised players.

Our existing projects in formal education space, which have either been launched or in the process to be launched soon – four K-12 schools, two technical campuses and two universities – have an investment of ~₹ 2.5 billion and strong brand equity in the education industry, the Company is confident of scaling up its new business segments.

DELIVERING GREAT VALUE

Given the demand scenario in the education industry, I believe that every professional institution like Career Point has its own space and its own market, which no other player can really hope to capture.

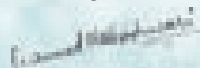
While competition continues to be strong, we are not under any pressure. The new government policy relating to a common engineering entrance examination shall open up a new window of opportunity for us. We stand to gain significantly because of increased market size of targeted customers and availability of complete package like 12th board exam preparation, preparation for JEE Main and preparation for JEE Advanced at single location. Our experience shall bring out synergy and the best of the management services to fulfil the objective of the institutes to provide quality services to the students.

I would also like to share with you that in the past, whenever such changes have happened, we have been able to adapt well and I am sure that we will do the same in the new environment.

Our core focus, going ahead, shall be continuous improvement in the quality of service to sustain and grow our business equity and the value we deliver to our students, partners, franchisees and shareholders.

I am confident that we shall continue to make significant progress, with the cooperation of all our employees, investors and other stakeholders.

Warm regards



Pramod Maheshwari

Chairman, Managing Director & CEO

Building on informal education and innovating continuously... to create a bright future

Our presence in this stream encompasses tutorial services to the aspirants of key competitive exams like All India Engineering Entrance Examination (AIEEE), Indian Institute of Technology – Joint Entrance Examination (IIT-JEE) and All India Pre-Medical Test (AIPMT) through various modes including Company owned classrooms, Franchisee centers, Technology enabled classrooms, Online programs, Synchro school and distance learning courses



Our Tutorial Service Business continued to do well with good student enrolments across centres, including Distance Learning. We also reported good results in terms of student performance across all our centres during the year. We exceeded our targets, with the pre-medical stream registering 46% growth and the IIT-JEE segment showing 32% growth.

The Informal Business segment continues to be our major revenue contributor, as of now, offering immense potential for future growth on the back of a rising demand scenario.

Our new initiatives have evoked encouraging response, with our newly launched Pre-Foundation Division attracting good numbers in the first year of its operations. Our

expertise in providing coaching and tutorial learning to students for NTSE and Science Olympiad examinations at the class 11 and 12 levels has enabled us to successfully leverage the growing demand for the same at a junior level.

Encouraged by the response to our iExam - Solutions on Airtel DTH – an online AIEEE, IIT-JEE test preparatory Tool – we have converted it into a year-long program, comprising content sharing followed by practice sessions on Television. Our VSAT based CP Live classrooms have also started operations to a good response.

STRONG FOUNDATION

Our presence in the Informal Education segment encompasses tutorial services to the aspirants of key competitive exams like All India Engineering Entrance Examination (AIEEE), Indian Institute of Technology – Joint Entrance Examination (IIT-JEE) and All India Pre-Medical Test (AIPMT).

Our delivery model is a highly evolved one, with a mix of various diverse yet synergistic teaching processes and methodologies. Our systems are flexible enough to be modified and amended in line with the changing education needs in the Informal Education segment.

We have developed multi-pronged system to address different needs and overcome distance hurdles. The existing system comprises : Branches and Franchisee Centres, Distance Learning Program, Synchro-School Program, Pre-Foundation Courses, Technology-based learning through CP Live Centres (Live interactive classes over internet), eCareerPoint.com: Online Test.



DELIVERING VALUE

Designed to deliver world-class services through technologically advanced teaching systems, our tutorial business saw significant expansion during FY12, led by a strengthening demand scenario. Addition of new branches and franchisees, increased student enrolment, launch of Pre-Foundation Division to provide school curriculum coaching courses (class 7 to 10), and our CP Live Technology-enabled classroom centers are some of the key developments that have set the foundation for long-term growth and value delivery for the Company.

Our month-long Haryana project, to provide tutorial services to state government school students, benefited over 2,400 students in 11 cities.



Our Kota center draws students from across the country, as well as from South East Asia and Middle East, further reinforcing our brand equity.

STRONG GROWTH YEARS AHEAD

Notwithstanding the increasing competition in this space by organised and unorganised players, we are feeling confident about the future.

The tuitions market, which constitutes the bulk of the coaching class opportunity, is difficult to scale up. Our inherent strengths provide us the necessary bandwidth to raise the industry bar through strategic interventions at key points in the Non Formal Education value chain.

Having attained a leadership position in the Informal Education segment, we shall now advance our focus on personal care to enhance individual student performance through a unique 'Mentor Concept'. The concept involves assigning every student to a specific faculty member for academic mentorship. The faculty member shall effectively be the student's local guardian.

Another key initiative that we propose to undertake is the launch of a service-oriented division to cater to the huge demand for Class 11 and 12 examination preparation. A large number of students do not opt for any entrance examination and want to focus on their performance in the Class 11 and 12 examinations and the proposed division will address this need.

These initiatives shall set new benchmarks in excellence and growth, going forward.

Investing in formal education and focussing strategically... to deliver great value



Career Point University, Kota (Rajasthan)

From Informal to Formal Education was a natural transition for us, given the strong brand equity that we had built in the former segment. Though we forayed into the K-12 space (Global Public School, Kota) more than a decade ago and into Higher Education (with Pro Seed Business School, Kota) about four years back, we have recently taken a big leap in our plans to emerge as a major player in Formal Education.

Our focussed endeavours yielded excellent results as we completed the preparations for the launch of our universities in Kota (Rajasthan) and Hamirpur (Himachal Pradesh). Both the universities have commenced operations for the coming academic session, with the faculty hiring and student admissions processes well on track to deliver a strong opening. The Career Point

Technical Campus at Mohali (Punjab), that started operations in the previous fiscal, is also entering its second year to a favourable response. We also successfully commenced operations at our Technical Campus in Rajsamand (Rajasthan).

STRONG FOUNDATION

We are focussed on building a strong brand image that shall extend the ethos and success of our Informal Education business to the Formal stream. Our 50+ tutorial centers across India shall serve as a counselling and recruitment network for our higher education institutions.

We plan to build universities as centers of excellence over the coming years under the professional and experienced leadership of highly qualified academicians, who we are hiring to head our Higher Education campuses.



Career Point University, Hamirpur (Himachal Pradesh)

Besides Engineering and Technology, which are the USPs of these universities that are owned by respective Trusts and Societies, we also plan to reach out to a huge latent local demand through other innovative courses, such as Financial Language & Communication, Soft Skills Training, Leadership and Managerial Skills, Professional Development, Interior & Fashion Designing, etc. It is our endeavour to leverage the Leadership DNA model (building individual and collective leadership by nurturing leadership traits) to deliver value-added educational services to our students.

Our offerings in Formal Education cater to K-12 and Higher Education segments through:

- ECAMS (Education Consultancy and Management Services) for administration of institutes

- ISS (Infrastructure Support Services) for setting up educational institutions through our wholly-owned subsidiary, Career Point Infra Ltd.

We are currently in agreement for providing various services to universities in Kota (Rajasthan) and Hamirpur (Himachal Pradesh). The universities are already in operation for academic session 2012-13.

We are also providing ECAM services to technical campuses at Rajsamand in Rajasthan and Mohali in Punjab. Our Memorandum of Understanding (MoU) with Government of Gujarat is likely to open up huge opportunity for growing this segment in the state.



Career Point Technical Campus, Rajsamand (Rajasthan)



Career Point Technical Campus, Mohali (Punjab)



Our ECAMS and ISS services cater to:

- **Career Point University at Kota, Rajasthan -** Student enrolments for session 2012-13 are underway following approval by Government of Rajasthan in April 2012
- **Career Point University at Hamirpur, Himachal Pradesh -** Student enrolments for session 2012-13 are underway following approval by Government of Himachal Pradesh in May 2012
- **Career Point Technical Campus at Rajsamand, Rajasthan -** Student enrolments for session 2012-13 are underway following approval by AICTE and Rajasthan Technical University
- **Career Point Technical Campus at Mohali, Punjab -** In second year of operations

All these four institutions are already operational and are generating strong response from the student community.

In addition, we are offering various services to:

- Global Public (K-12) School, Kota
- Global Public (K-12) School, Abu Road, Jodhpur
- Residential K-12 School, Kota
- Residential K-12 School, Abu Road

DELIVERING VALUE

Strong content delivery systems and quality course curriculum, coupled with a faculty selectively chosen for its excellence, ensure that our students get the best in the classroom, with training and development, an integral component of education. We have also set up a cell to facilitate placements across our universities and our placement teams are interacting closely with leading companies.

With many foremost academicians on our Academic and Advisory Councils, the quality focus of our institutions remains uncompromising.

Our efforts to deliver maximum value to our students extend to faculty exchange and course development programs that we are currently working out with various globally renowned institutions in US, Canada, UK.

The K-12 school at Kota, which is part of our Residential Coaching Campus, also offers coaching facility. Students joining the Coaching Institute will be offered admission to the school also, making it an integrated program.

The Proseed Business School, set up in 2008 to provide management education and vocational training courses, and now part of Career Point University, Kota, is well on track to deliver education skills that generate gainful employment.

STRONG GROWTH YEARS AHEAD

By 2015, when our first engineering batch and three business courses would have been placed, we see Career Point emerging as a force to reckon with in Formal Education.

We have a strong marketing strategy – a mix of conventional and indirect marketing activities – to reach out to the large student base across India. Jammu & Kashmir, the North-Eastern states and Central India are the regions where we see maximum growth coming in terms of an expanding student base.

With a proven track record in Kota and a first-mover advantage in Hamirpur (and surrounding areas of Bilaspur, Kangra and Mandi), the potential for growth is immense. We plan to strengthen our presence in this segment through introduction of more innovative and market/industry relevant courses, including some short-term ones, at minimum or no additional cost.

Vocational training and Polytechnic courses are other areas where we perceive strong growth coming in the future.

With the Indian government's increasing focus on private public partnership (PPP) models to meet the growing investment needs in higher education, the potential for growth is significant.

**Strategic roadmap...
to create a bright future**

Your Journey Starts Here





As a diversified organisation with multiple offerings, we are focused on creating a bright future and delivering great value for our students, partners, as well as franchisees and investors, through impactful initiatives at every step of our journey. Our multi pronged growth strategy is aimed at strengthening our existing capabilities while developing new offerings and entering new geographies to emerge as a complete education solutions provider.

Cognisant of the growth potential across the education value chain, we shall strive to maintain our

leadership position in the tutorial services business while strengthening our presence in the formal education space and other industry verticals.

GROWTH STRATEGY IN INFORMAL EDUCATION

In the test preparation segment, it shall be our endeavour to leverage our strong center network and content base to expand Company owned centers at strategic locations to create hubs like Kota. We plan to retain only the best franchisee centers and close down the rest to evolve a more cost-effective model of delivery.

Our thrust areas include introduction of new courses and use of technology to reach out to a larger student base by cutting down on costs without compromising quality. We shall also expand our Synchro School initiative to further tap the captive student base in schools.

GROWTH STRATEGY IN FORMAL EDUCATION

K-12 is another key area of our growth plans and we shall leverage our existing expertise, in terms of quality content, curriculum and school management skills, to expand our offerings to capitalise on the latent demand in this segment.

Apart from establishment of private university campuses in Kota and Hamirpur, our growth strategy in the University segment shall focus on expansion into distance learning segment and innovative new courses, as well as pan India study centers.

TAKING THE INORGANIC ROUTE

We have identified inorganic growth as a key driver and shall pursue selective strategic acquisitions and JV opportunities to augment our capabilities, broaden the service offerings and increase geographical presence with attractive growth opportunities.

Leveraging technology... to deliver great value

Technology is a major growth driver for us. We have consistently upgraded our technological prowess through innovative developments to value-add to our offerings and enhance the learning experience of our students. Intensive focus on Research & Development has enabled us to improve our teaching methodologies and create better delivery stems in the form of virtual classrooms and technology-based solutions.

NEW TECHNOLOGICAL BREAKTHROUGHS


During the year, we increased our presence through VSAT enabled classes and further advanced our services in online

platforms at eCareerPoint.com, a2zfeedback and Knowledge Lab. We also launched iExam - Solutions on Airtel DTH.

CP LIVE

Using innovative teaching tools, we have developed a unique virtual classroom system, known as TechEdge Class CP Live. The system replicates a real classroom through VSAT/VPN technology, with instructors delivering lectures simultaneously at multiple locations and students interacting with them online, through audio and video conference. This helps minimise time and cost by cutting down on resource deployment. Given its unique nature





involving minimum human interface at low cost, the TechEdge Class has the advantage of being available at remote locations.

KNOWLEDGE LABS

The Career Point Knowledge Labs are another key technological initiative that has helped us take the education experience to a new level of excellence through technology-based personalised learning solutions. These labs provide pre-recorded varied educational content developed in video and digital

formats by faculty members in TechEdge Class. Content is also created exclusively for Career Point Knowledge Labs.

eCAREERPOINT.COM

Our eLearning initiative, eCareerPoint.com, is an adaptive online testing platform for IIT-JEE, AIEEE and BIT-SAT aspirants. Aimed at improving student performance in both competitive and absolute terms, it focusses on the development of a student's weak areas through personalised, portal-based tests. The success of this initiative can be gauged by the increasing number of enrolments to the course.

Our proprietary 'a2z feedback' reports, provided to the aspirants after each test, give them a detailed analysis of their performance.

iEXAM - SOLUTIONS ON AIRTEL DTH

Launched in the last quarter of the fiscal, this initiative was aimed at providing the necessary practice to students preparing for online AIEEE and IIT-JEE examinations. The students were ranked and these rankings, along with their performance analysis, were sent to them through SMS. Encouraged by excellent response it evoked, we have extended it to a year-long program, whereby students are provided literature/content on Television through the Airtel DTH platform, followed by practice sessions.

As we move forward to address the growing education needs of the country, we shall continue to innovate and adapt technology to deliver streamlined and improved solutions to our expanding student base in both, urban and rural India.

Delivering great value... to the community

As a responsible corporate, we have built on our foundation of strengths to extend value to the communities around us.



As a responsible corporate, we have built on our foundation of strengths to extend value to the communities around us.

On a larger platform, our technical and vocational courses are geared to generate employment, while our technology-enabled teaching methodologies reach out to students in remote locations to empower them with education.

On a ground level, too, we have initiated several programs to cater to the immediate needs of the communities within which we operate. Our social initiatives include education, health, environment conservation as well as social, cultural and religious events aimed at creating a brighter future for every member of the society.

A look at some of these initiatives:

EDUCATION

- **Free schooling** for children of workers at our residential campus project
- **Knowledge Club** to enhance the intelligent quotient

of children through a mix of academic and fun activities

HEALTH

- **Swine flu vaccination camp** in Company premises for students for disadvantaged sections of the society
- **Eye care camp** held in collaboration with Lions Club, Kota and Sudha Hospital for the rural underprivileged
- **Blood donation camps** held on various occasions
- **Support to polio eradication program** through contribution of surgical treatment for polio patients in Udaipur

ENVIRONMENT

- **Save water rally** organised by the Company and its Proseed Business School in collaboration with Media Group (Dainik Bhaskar) in Kota, Jaipur, Jodhpur, Bhubaneswar
- **Green initiative** through signing of MoU with the Urban Improvement Trust (U.I.T.), Kota, for planting and maintaining planted trees



SOCIAL, CULTURAL & RELIGIOUS EVENTS

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

Initiative for poor and disadvantaged children 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 stationery items were distributed to the children

Financial assistance for religious and social activities organised Bhagwad Gyan Yagya Saptah and Divya Samagam- Bhajan Sandhya in Kota

Other activities Eid Milan, Holi Milan, Children's Day celebrations

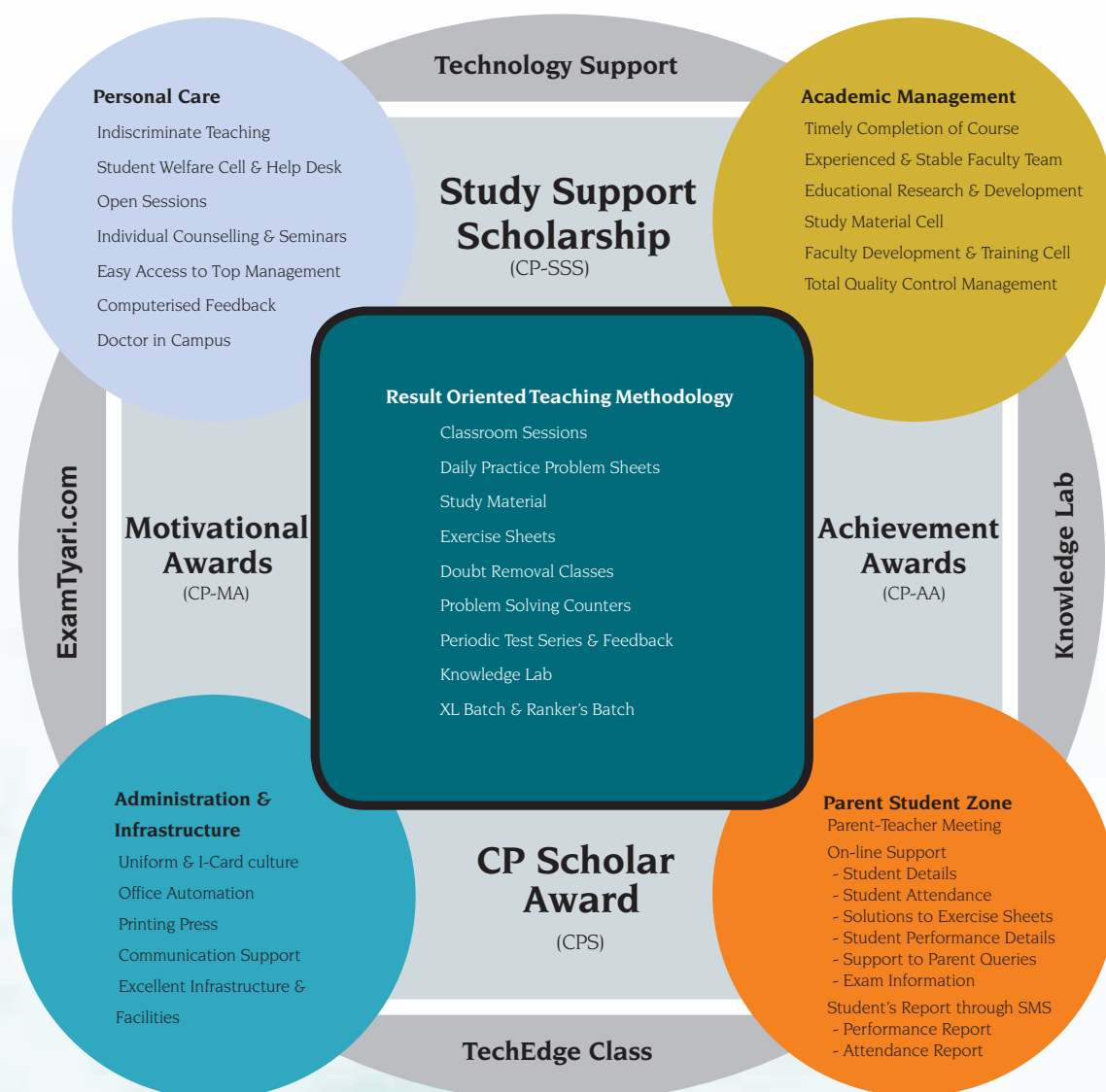
AWARD AND SCHOLARSHIPS

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

National Science Proficiency Test (NSPT) held in association with CARE Council for Assessment and Research in Education (promoted by Gopi Bai Foundation Trust, a registered charitable non-profit entity) at the national level for the students of Class 9 to 12

Pehchan scheme initiated in collaboration with 94.3 My FM to honour 1200 students of Class 8 to 12 who had scored more than 85% marks

Career oriented education system



Endorsing our strengths and value



Our strengths in delivering great value to our stakeholders find endorsement in the various awards and recognitions that we are endowed with year after year.

FY12 saw many more accolades and nominations come our way, the most notable being:

- **'STAR CEO'** award to Mr. Pramod Maheshwari in Medium Enterprise category by Business Today and Yes Bank
- Among the finalists of **'Emerging India Award-2011'** by CNBC-TV18, ICICI Bank and Crisil
- Nominated for **'Leaders of Tomorrow Awards-2011'** by ET-NOW, Indiamart and Ernst & Young

The most satisfying feature, however, was the outstanding performance of our students. The All India First Ranker in the General Category (IIT-JEE) during the year was a Career Point student from its Distance Running Program. The topper of minority as well as handicapped category in IIT-JEE also belonged to Career Point. For us, it all comes down to that circle of trust which enables and motivates us to deliver great value at every step of the way.

It has always been our endeavour to remain strategically focussed on profitable ventures only, as part of our efforts to deliver maximum value to our stakeholders. In line with this, we closed down some of our branch operations in NCR and Orissa region due to their profitability concerns. While it temporarily impacted enrolments, the results promise to be positive in the long run.

Another key development that will enable further growth for the Company in the times ahead is the agreement we signed with the Gujarat Government during Vibrant Gujarat 2011 summit. The agreement, marks our aggressive foray into Formal Educations space.

Board of Directors



MR. PRAMOD MAHESHWARI

Chairman, Managing Director and CEO

Founder Director of the Company, Mr. Pramod Maheshwari (41) is a visionary with 18 years of rich and holistic experience in developing and implementing training methodologies. A first generation entrepreneur, he plays a pivotal role in providing thought leadership and strategic guidance to the Company. A B.Tech. degree holder from IIT Delhi, he leads the Company's growth from the front by supervising the functional heads.



MR. OM PRAKASH MAHESHWARI

Executive Director and CFO

A founder member of the Company, Mr. Om Prakash Maheshwari (43) brings to the table nearly two decades of experience in finance and legal matters. He drives the Company's growth by being responsible for overall project implementation and overseeing all financial and legal matters. He holds a Bachelor's Degree in Mechanical Engineering from University of Rajasthan.



MR. NAWAL KISHORE MAHESHWARI

Executive Director

Mr. Nawal Kishore Maheshwari (37) is in charge of the day-to-day affairs of the Company, being responsible for several key functions, including administration and liaising with important stakeholders, including government bodies. Associated with the Company since inception, his expertise lies in the field of administration, wherein he possesses more than nine years of varied experience. He holds a Bachelor's Degree in Commerce from Maharshi Dayanand Saraswati University, Ajmer.



MR. MAHESH GUPTA

Independent and Non Executive Director

Mr. Gupta (34) is a practicing chartered accountant and partner in Bhutoria Ganesan & Co. He has over 12 years of experience in the field of taxation, project finance and consultancy.

Board of Directors



MR. PAWAN KUMAR

Independent and Non Executive Director

Mr. Pawan Kumar (45) is a practicing chartered accountant and also qualified as a Company Secretary. He is an expert in Income Tax, Corporate Finance and Company Law matters, with more than 20 years of experience in these fields.



MR. PRITAM KUMAR GOSWAMI

Independent and Non Executive Director

A practicing chartered accountant, Mr. Goswami (41) possesses over 17 years of experience in the field of finance and taxation. He is a certified corporate trainer in soft skills and has conducted numerous programs for companies, colleges, institutions and NGOs.



MR. RAM SWAROOP CHAUDHARY

Independent and Non Executive Director

With more than 28 years of experience of working with the Department of Atomic Energy, Government of India, where he started his career as a Scientific Engineer, Mr. Chaudhary (69) is a guiding force for the Company. During his tenure with the Department of Atomic Energy, he held senior positions, including Superintendent Engineer (Mechanical), Maintenance Superintendent and Additional Chief Engineer. A Bachelor's degree holder in Mechanical Engineering from Vikram University, Ujjain, he is certified by the Nuclear Power Corporation as a professionally qualified engineer for the erection and maintenance of nuclear power plants.



MR. VISHAL JAIN

Independent and Non Executive Director

Armed with more than 16 years of experience in important corporate portfolios, Mr. Jain (39) started his career in 1996 with a brief stint at Indorama Synthetics, Nagpur. He moved on to Apple Computers in Singapore in 2000, before joining Merrill Lynch, New York, in advisory capacity. The next step in his journey came in 2008, when he moved on to Nadathur Estates to head their Wealth Management Business. He holds a Bachelor's Degree in Electronics and Communication Engineering from Engineering College, Kota and Master Degree in Management from National University of Singapore.

Management Discussion & Analysis

INDUSTRY OVERVIEW

Education trends/scenario in India

With a population of approximately 572 million in the 0-24 age bracket, a growing middle class, shift from rural to urban centers, all supported by heightened activity in industrial, service and financial sectors by Indian and foreign firms – India has one of the largest requirements of skilled manpower. Requirements that are scarcely being met qualitatively and quantitatively and if the gap in demand-supply continues, the country's growth could be impacted. Quality education is mandatory if India has to continue to progress and this is relevant across all levels – from higher education to basic schooling.

Education in the country represents an opportunity and a challenge. India is in the first cycle of the education evolution; quantity rules over quality, lack of standardisation is the norm rather than an exception, learning by rote has been in acceptance for decades and technology usage is abysmal. If the country has to take its place amongst the leading progressive nations of the day, rapid reorganisation and radical changes will be required.

Successive governments have understood

the gravity of the situation and active efforts are now being made to address and organise the sector. Additionally, private players have undertaken giant strides to set up a strong alternative mechanism to the usual government-funded bodies. As increasing number of middle class Indians look towards better quality education, the involvement and participation of focussed, quality conscious private bodies is likely to grow multi-fold. Over the next decade, the education sector is expected to witness the emergence of new upstarts; old reputations will be tested and in some cases shredded, finally leading to consolidation and creation of world-class institutions. There are opportunities in all areas – from K-12 to Higher Education, with growth possibilities across geographies and sectors.

Education sector in India - Some facts

▲ India has the third largest education system globally, after China and the US, with over one million schools. There were only 20 universities and 500 colleges with 0.1 million students at the time India attained Independence. This has increased to 611 universities and university-level institutions and 31,324 colleges as on August 2011

Number, Nature and Category of Institutions (As on August, 2011)

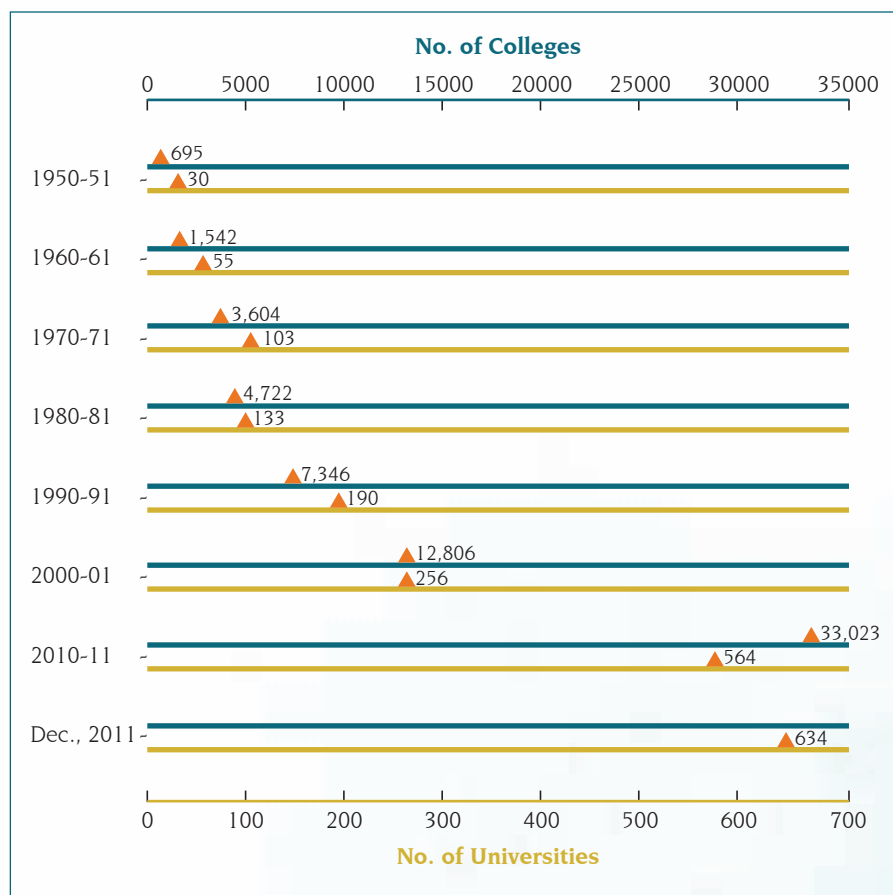
Type of institution	Number
Central Universities	43
State Universities	289
State Private Universities	94
Deemed to be Universities	130 ⁵
Institutes of National Importance plus	
*Other Institutes	50
Institutions established under State Legislature Acts	5
Total	611
Total Colleges	31,324
Grand Total	31,935

*Other Institutes include Indian Institutes of Science Education and Research (IISERs) (5), National Institute of Fashion Technology (NIFT), Rajiv Gandhi Institute of Petroleum Technology (RGPT) and Jawaharlal Nehru Institute of Post-Graduate Medical Education and Research (JIPMER).

⁵ Now 129, as Deemed to be University status of one university has been withdrawn.

Source: Inclusive and qualitative expansion of Higher Education 12th Five Year Plan, 2012-17

Growth of Higher Education Systems



Source: MHRD/UGC

▲ Literacy, an important indicator of economic development, has shown good improvement in the last 10 years but there is still a long way to go. It went up to 74% in 2011 as compared to 64.83% in 2001 census, thus showing an increase of 9% in the last 10 years.

Source: Report to the People on Education, March 2012, MHRD



Source: Report to the People on Education 2010-11, MHRD

As increasing number of middle class Indians look towards better quality education, the involvement and participation of focussed, quality conscious private bodies is likely to grow multi-fold

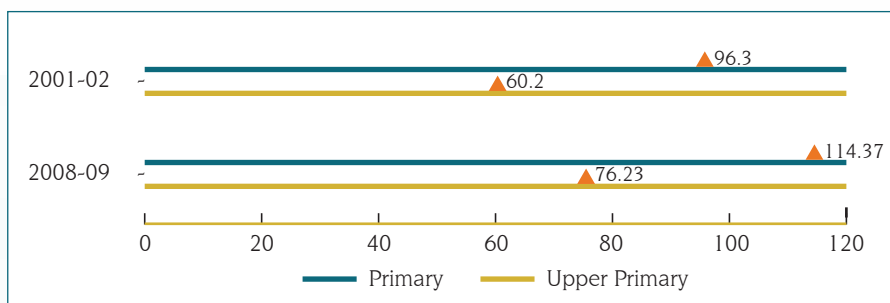


- ▲ Significant progress has been achieved in universalisation of elementary education, in terms of access to schooling, quality parameters and improvement in gross enrolment ratio, especially of girls and those belonging to marginalised groups. "Sarva Shiksha Abhiyan" (The Education for All Movement) is being implemented in partnership with State Governments to cover the entire country and address the needs of millions of children. Gender parity, especially at the elementary stage, has improved appreciably under this program.

Source: Report to the People on Education, March 2012, MHRD

The opportunities in the Indian Education sector are greatly evident from the steady rise in the number of students enrolling in the institutions of higher learning

Growth of Gross Enrolment Ratio: Primary and Upper Primary



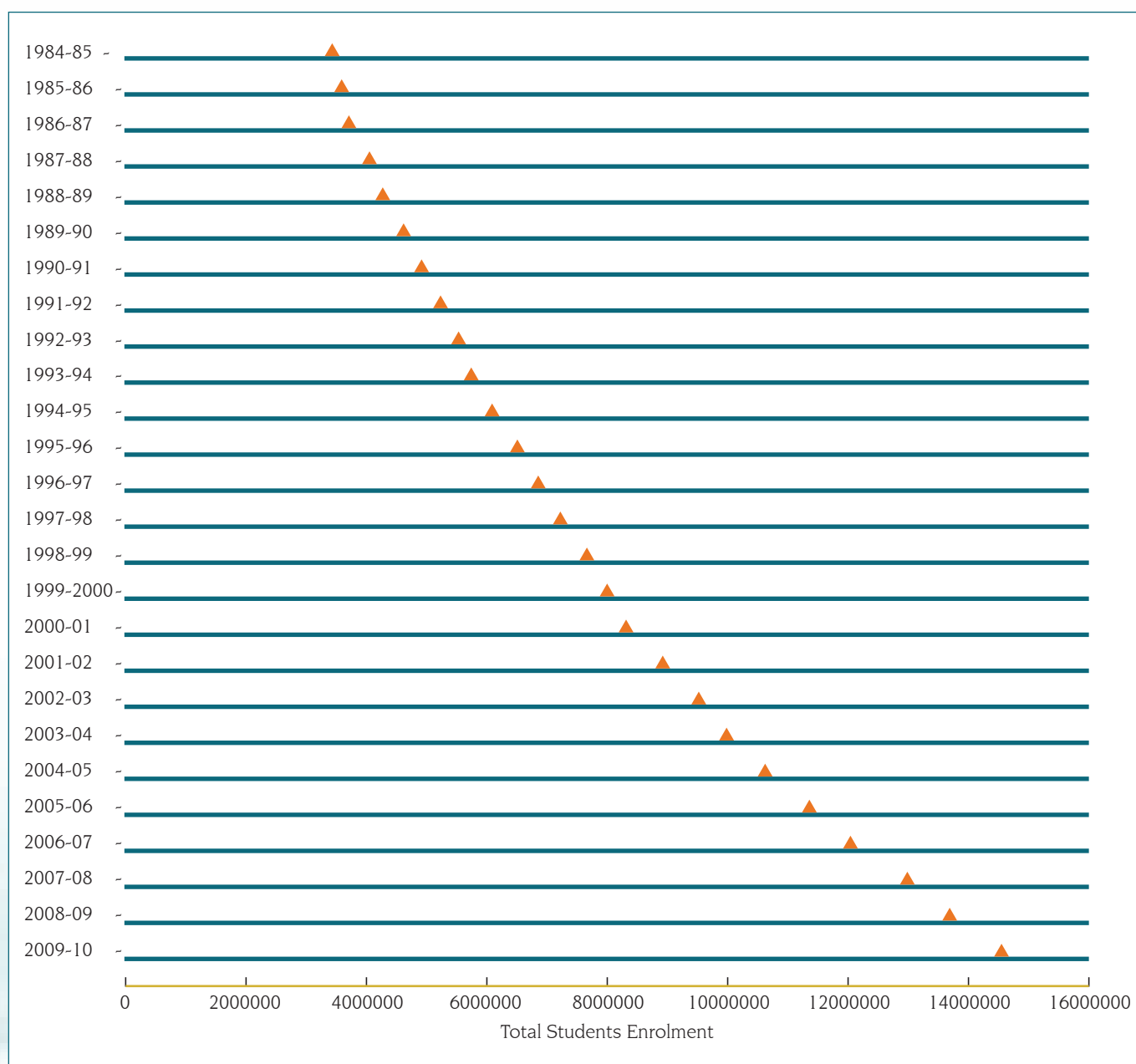
Source: Report to the People on Education 2010-11, MHRD



▲ The opportunities in the Indian Education sector are greatly evident from the steady rise in the number of students enrolling in the institutions of higher learning. The number of students enrolled in the universities and colleges (formal system) has increased since Independence to 13,642 million in the beginning of the academic year 2009-10, with 1,669 million (12.24%) in the university departments and 11,973 million (87.76%) in the affiliated colleges

Source: MHRD, Annual Report, 2009-10

Year-wise Growth of Students Enrolment: Universities and College : 1984-85 to 2009-10



Source: Inclusive and qualitative expansion of Higher Education 12th Five Year Plan, 2012-17



Fund of ₹ 15,850 Crore allocated for ICDS (Integrated Child Development Services) scheme, reporting an increase of 58%, and ₹ 11,937 Crore for National Program of Mid-day Meals in schools for the session 2012-13

Low GER: Even though there is a significant growth in student enrolment in higher education system, especially in the last two decades, the GER in higher education in India at about 10% is still about half the world's average GER (24%), and about two thirds that of the developing countries (18%) and much lower than that of developed nations (58%): The targeted GER in higher education was fixed at 15% by the end of the 11th FYP, to be obtained by laying a greater thrust on the establishments of new institutions through government funding and also under the PPP mode.

Source: Report to the People on Education, March 2012
MHRD

Budget allocation

The Indian Finance Minister allocated more funds for the education sector for setting up new IIMs and IITs, and

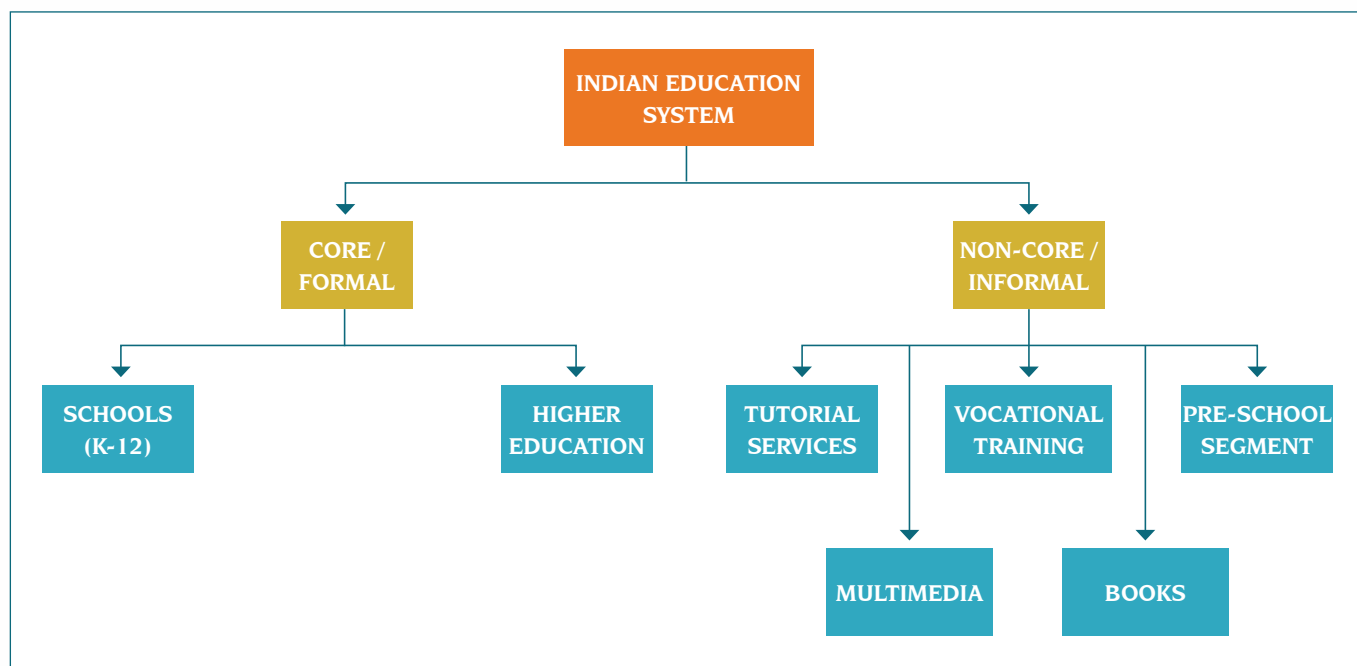
exempted the school level education from service tax, but at the same time service tax was increased to 12.36% from 10%, which led many B-schools to hike their fee structures.

Some of the major highlights of Budget 2012-13 for education sector are as follows:

- ▲ Hike in budget allocation for education sector by 17%, i.e. ₹ 150 Crore, for establishing new IITs and IIMs in India.
- ▲ Allocation of ₹ 6,36,215 Crore to UGC (University Grants Commission), which involves the finances for deemed and central universities across India.
- ▲ Proposal for setting up 6,000 schools at block level as model schools in the 12th Five Year Plan.
- ▲ Credit Guarantee Fund announced for maintaining better flow of credit to the students.
- ▲ RTE (Right to Education) - SSA (Sarva Shiksha Abhiyan) allocated a fund of ₹ 25,555 Crore, reporting a hike of 21.7%, whereas a 29% hike was announced for Rashtriya Madhyamik Shiksha Abhiyan, raising it to ₹ 3,124 Crore.
- ▲ Fund of ₹ 15,850 Crore allocated for ICDS (Integrated Child Development Services) scheme, reporting an increase of 58%, and ₹ 11,937 Crore for National Program of Mid-day Meals in schools for the session 2012-13. Additionally, ₹ 750 Crore proposed for Rajiv Gandhi Scheme for Empowerment of Adolescent Girls, SABLA.
- ▲ Fund of ₹ 1,000 Crore for National Skill Development Fund initiative.



The Indian Education Structure



Source: Company

The education sector in India is split into two distinct segments, Formal & Informal. The Formal Education space refers to Schools (K-12) and Higher Education, while the Informal segment comprises Pre-schools, Vocational Training, Coaching, Multimedia and Books. The market is dominated by the formal segment (80% of the overall education market). Over regulation by the Government has been an impediment in the growth of this sector. Currently, the Government regulates many areas, leading to regulatory bottlenecks and entry barriers. Universities can be set up only through acts of legislation, approval procedures for starting new courses are cumbersome, syllabi revision is slow, and accreditation systems are extremely weak and arbitrary. At the same time, these entry barriers provide an edge to players who have already entered in to the segment.

With its low GER, India has a huge demand supply gap in education, especially with respect to quality of education/institution. Low enrolments on the one hand and higher number of quality aspirants despite few seats, are indicative of the quality

gap in the Indian education system. As per media reports, India will need 1,000 universities and 45,000 more colleges to cater to the estimated 40 million students by 2020.

Newer Models of Private Sector Participation in Higher Education

Working New Models of PPP: In order to achieve the goal of increased access to higher education by all sections of the society and in view of the limited financial resources with central/state governments, newer models, as described below, of private sector participation are being encouraged:

- ▲ **Basic Infrastructure Model:** The private sector invests in infrastructure and the government runs the operations and management of the institutions, in turn making annualised payments to the private investor.
- ▲ **Outsourcing Model:** Private sector invests in infrastructure and runs operations and management and the responsibility of the government is to pay the private investor for the specified services.



Dynamic growth in private investment in education is expected simply because there is strong and rising demand for such services and the public education system is not equipped to supply the same in terms of either quality or quantity

▲ **Equity/Hybrid Model:** Investment in infrastructure is shared between government and private sector while operation and management is vested with the private sector.

▲ **Reverse Outsourcing Model:** Government invests in infrastructure and the private sector takes the responsibility of operation and management.

In order to facilitate models for industry-institute interface and to ensure local and regional development of the areas, emphasis is on creating large education hubs in different parts of the country, anchored by large public/private sector enterprises funded through their all locations for corporate social responsibility with free provision of land and other essentials by the state governments concerned.

Source: Inclusive and Qualitative Expansion of Higher Education, 12th Five Year Plan, 2012-17

Education reforms

Despite the rising demand for skilled manpower as a result of India's rapid economic growth, employers find a majority of new graduates to be unemployable on account of inadequacies

in the education system. Consequently, legislative efforts are underway to reform the system. Key education bills are at different stages of deliberation in the Indian Parliament. The objective is to improve quality, accessibility, transparency and competition in the sector. The Central Government's pro-active stance and supportive statements have created the impression that private investment in education is reaching inflexion point for explosive growth.

Private education: Bright years ahead

Dynamic growth in private investment in education is expected simply because there is strong and rising demand for such services and the public education system is not equipped to supply the same in terms of either quality or quantity. In fact, the huge preference for private sector schools in India can be well understood from the fact that 40% of students in India are enrolled in private schools which account for only 7% of the network!

Source: Indian Education Sector Report IDFC

Thus, there is a greater need to encourage private participation through monetary benefits and greater autonomy to run institutions.

Private IES alone USD 85 billion opportunity by 2012E...

(\$ m)	Revenues (2009)	Revenues (2012E)	CAGR (%)
Formal IES	45,200	65,250	13
K-12	22,800	33,779	14
Higher Education*	22,400	31,470	12
Non-formal IES	11,930	19,608	18
Pre-school	408	1,026	36
Multimedia -private sch.	112	459	60
ICT in govt. schools	153	752	70
Coaching classes	7,360	11,194	15
Vocational training	1,875	3,662	25
Books	1,925	2,516	10
Total IES	57,125	84,858	14

Source: Indian Education Sector Report IDFC.

Segment description

Coaching Class Industry:

A fast-growing segment in education, the coaching industry size currently stands at about USD 4.5 billion with a CAGR of 20%. Largely an urban phenomenon, with urban areas accounting for nearly 75% of the overall coaching market, this is by far the most unorganised and unregulated segment in the entire education chain. It is catered to by private players for students/parents looking for extra help outside school/college in order to improve their performance.

Increasing IT usage in India has virtually revolutionised this segment in recent years, with virtual class and portal-based teaching attracting more students than ever before.

The tutorial business in India is mainly conducted through integrated classroom coaching. This approach requires the expertise and services of competent instructors. A high attrition level among the teaching staff seriously hampers the business potential of the coaching institutes as frequent changes in teachers are not appreciated by students and may lead to grievances against the Company. Sometimes, proficient instructors, having

a major role in attracting greater number of students, may leave the organisation to start their own practices, leaving the institution in jeopardy.

Newer methods of conducting tuitions, like virtual class and portal-based technology, are more cost efficient and scalable than the integrated classroom coaching model. Their ability to reach students in remote areas and also bring greater number of students in their fold at minimum capital investment is impeding the profitability of the classroom coaching model.

Factors such as change in examination format also impinge the growth of this sector.

Notwithstanding these challenges, the tutorial business in India continues to be in growth mode, driven by a host of factors. Engineering courses are pushing growth in the market, while growing number of enrolments in secondary education has led to increased number of students aspiring for professional courses. There has been exponential growth in number of students appearing for IIT and AIEEE, while opening up of new IITs / NITs, increment in number of seats, improvement in salary levels offered on campus have been the trigger points for such rapid growth.

Increasing IT usage in India has virtually revolutionised this segment in recent years, with virtual class and portal-based teaching attracting more students than ever before





The Company expects the new system to throw open a huge opportunity matrix, which it is well positioned to capitalise, given its excellent track record of adapting to new patterns of education

Entrance Tests Preparatory segment:

At USD 1 billion, the graduation entrance test preparation segment accounts for 17% of the coaching class segment in India. The segment spans engineering and medical entrance examinations.

All India Engineering Entrance Examination (AIEEE)

This is a common entrance examination conducted on an All-India basis for admission to professional and technical programs. It helps maintain professional standards while taking care of varying admission standards. There is a Three-Exam Scheme in place for admission to engineering and architecture/planning programs. The scheme encompasses JEE and AIEEE at the national level and SLEEE for state level institutions, with an option to join AIEEE.

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

The IITs offer undergraduate programs in various branches of engineering and technology, postgraduate programs with specialisation and Ph.D programs in various engineering and science disciplines, interdisciplinary areas and even humanities; and conduct basic, applied and sponsored research. There are currently 15 IITs in the country, with the Government planning to launch more in the coming years.

All India Pre Medical Test (AIPMT)

This single entrance examination for admission to medical colleges is aimed at addressing a market size of ₹ 35 billion, which the Indian medical education market is expected to reach, growing at a CAGR of 18% by 2012-13.

Single engineering entrance test being contemplated

The Government's proposed single entrance test for all the under graduate engineering programs across the country is set to open doors to greater demand in the coaching segment. The proposal entails one common entrance test, the Joint Entrance Examination (JEE), to

replace the existing IIT-JEE and AIEEE. With percentile weightage to class XII results, it will comprise two objective type tests – JEE-Main and JEE-Advanced.

The Company expects the new system to throw open a huge opportunity matrix, which it is well positioned to capitalise, given its excellent track record of adapting to new patterns of education. The proposed system will increase the market size for the engineering tutorial business, which the Company can leverage on the back of its pedigree of trust and excellence in service.

ECAMS & ISS

The Government's increasing focus on education has led to unprecedented growth of mushrooming of schools, colleges and universities in the country in recent years. Many of these new institutions require infrastructure and management support from established players. ECAMS include laying strategic plans, human resource management services, administrative services, advisory services and information technology related services.

Growth Drivers for the education industry in India

Both the unregulated and regulated segments in India are in a healthy growth phase, driven by various factors.

Demand-Supply gap: With 572 million people in the age-group of 0-24 years, which is double the size of the US population, there is great opportunity matrix for the education industry in India. Also 230 million students are enrolled every year- 219 million for KG-12 and 11 million for higher education, stressing the need to augment the number and quality of educational institutions.

(Source: IES Presentation by IDFC)

Government reforms and higher spending: The government has been taking steps to enhance education infrastructure and literacy in India. Among these is the Right to Education Act, which provides for free

and compulsory education for students in the 6-14 age group, up to 25% reservation for economically weaker section students in private aided and unaided schools and no capitation fees. Also with increased budgetary allocation on education with every successive Five Year Plan, there will be an improvement in the GER.

Public Private Partnership: The Government is actively seeking private collaboration to increase the penetration of education via various PPP models as described earlier.

Change in mindset: The Indian middle class demand for higher education for children has increased with rise in middle class incomes, causing the savings ratio for securing higher education for their children to touch 55%. Educational and related expenses are deemed an investment. This change in attitude will act as a catalyst, promoting higher investments in the said sector.

Quality perception: With the quality of public sector education perceived to be lower than that of the private sector, the demand for private sector institutions continues to grow.

COMPANY OVERVIEW

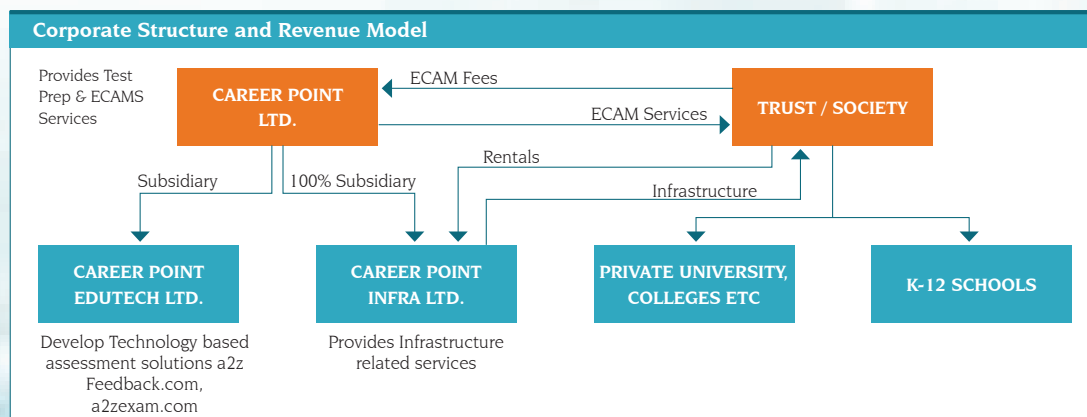
Since it was founded in the engineering tutoring market hub – Kota, in 1993, Career Point Ltd. has progressively emerged as a leading education Company providing integrated solutions across the education value chain, with offerings encompassing 'start to finish' education

(from Kindergarten to PhD), across the life cycle of a student.

The Company primarily focusses on providing tutorial services to high school and post high school students for various competitive entrance examinations like All India Engineering Entrance Examination (AIEEE), Indian Institute of Technology-Joint Entrance Examination (IIT-JEE), All India Pre-Medical (AIPMT) and Pre-Dental Test (PDT). The Company provides these services through Company-operated training centers, franchisee centers, distance learning programs and Technology-enabled live classes, besides online programs.

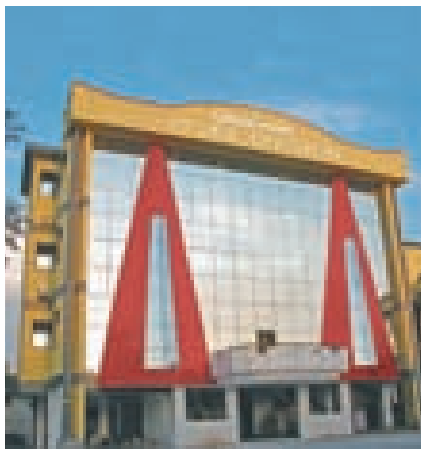
With the aim of capturing a larger portion of the private education market, the Company has diversified into K-12 and Higher Education, which it is well equipped to manage on the strength of its expertise in education and the business acumen of its Management team. The Company's projects in this segment, which are either already launched or are under pipeline, include two universities, two technical campuses, two day-scholar K-12 schools and two residential K-12 schools - with an investment of about ₹ 250 Crore.

With a deep understanding of the education market, commitment to quality and strong platform in place in terms of content and people, the Company is confident of scaling up its new business segments.





The ever increasing number of students appearing for entrance tests and intensive competition among students is attributable to the limited availability for seats in the respective segments



SEGMENT-WISE PERFORMANCE

During FY07-FY12, the Company registered 26.5% revenue CAGR, largely stemming from its tutorials segment. The Company's margins – around 40-45% are again mainly contributed by the Tutorial/Informal division.

Though the Formal Education business also generates similar level of margins on maturity, effectively, the margins could go up significantly with increased focus on this segment as the Company is only providing management and infrastructure services to the respective Trusts and Societies. The Company is also looking at enhancing growth through technology-based products, such as CP Live and eCareerPoint, which, in turn, may lead to further margin expansion, going forward.

Informal Education: (Through Tutorial Services)

With its strong brand and geographical advantage (presence in Kota), the Company's tutoring services business is well established. The facility expansion plan is a good indicator of growth expectation from the tutoring business.

The Company has consistently performed well in this business owing to the fact that there are very few prominent education brands operating in this sector. The ever increasing number of students appearing for entrance tests and intensive competition among students is attributable to the limited availability for seats in the respective segments.

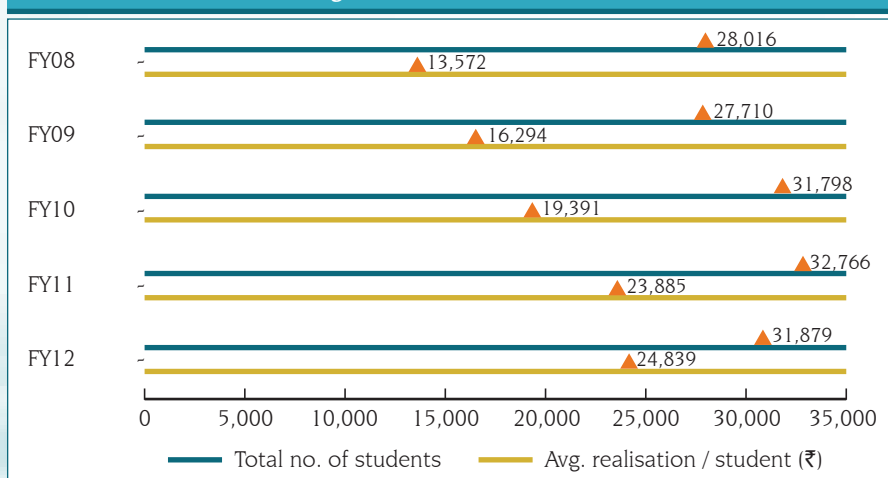
The Company leads the business on all key parameters – Enrolments, Success Rate, Brand Equity, Innovation, etc.

Tutorial business

Career Point provides tutorial services to high school students and after, for various competitive entrance examinations, including AIEEE, IIT-JEE, AIPMT and PDT.

The tutorial services are provided in classroom programs conducted through a network of Company-operated centers and franchisees, CP Live Centers and Test Series Centers. In FY12, the Company

Trend in enrolments and avg. realisation



Source: Company

reported student enrolment of 35,155, with average fees of more than ₹ 22,000 per annum per student.

In the Tutorials business, the Company faced some challenges with respect to enrolments, faculty costs and regulatory changes in the form of examination pattern change, but managed to control these to a significant extent. Decline in enrolment was reversed by higher average fee realisation but the overall flattish enrolments in classroom operations impacted income from operations, which grew just about 1% in FY12. EBITDA margin improved by more than 2 ppt on standalone basis (3.7 ppt on consolidated basis) with improved efficiency in various heads of expenses, other than faculty costs.

The Company was also prepared and fully equipped in advance to align its products and services for any change in the examination pattern to minimise the business impact, if any.

The Company retained its leadership position in AIEEE segment with increased momentum in the Pre-Medical division. It also managed to retain most of its staff to emerge as among the minimum employee attrition players in the industry.

Scaling up existing business

Development of integrated campus facility

Kota is one of the prime tutorial markets, especially for engineering entrance exams. The Company operated training center

at Kota attracts the highest number of students in terms of enrolments, when compared to other training centers. To improve and aid the process of teaching and to strengthen its position in the tutorial market, the Company planned an integrated facility at Kota which is in final stages of construction.

Development of an integrated facility would ensure better student flows and address other associated needs of students apart from tutoring services, which in turn will help the Company tap a wide range of the revenue flows from the expenses incurred by students during their stay at Kota. The expansion will also be supported by larger faculty to ensure adequate faculty-student ratio. The integrated campus will have a library, a guest house for visiting parents, a primary health center, auditorium, canteen, cafeteria, places for indoor and outdoor recreation, staff quarters, provision for a departmental store and banks. Expected capex on the complete facility is likely to be around ₹ 650 million.

Strategy adopted to de-risk tutorial business

The tutorial services business largely depends on 'star' teachers, hence high attrition in this area can cause operational hazards. To reduce this risk, the Company has divided subjects into topics and each topic is undertaken by many teachers to reduce the dependence on a single teacher. Currently, the Company has more than 200 teaching





The All India First Ranker in the General Category for IIT-JEE 2012 was a Career Point student from its Distance Running Program. The Toppers of Minority as well as Handicapped Category in IIT-JEE were also from Career Point

faculty members. This strategy mitigates the risk of losing students on the exit of a star faculty member to a great extent.

The Company is strong in AIEEE market as indicated by the robust growth in enrolment over the years. Despite increased competition in the tutorial business, the Company has managed to grow its enrolment base year over year.

Notwithstanding competition in the tutoring business and lower enrolment in AIPMT and franchisee centers, the Company has managed to grow its realisation every year at a steady 27.1% CAGR. This is mainly due to its strategy of focussing on its strengths in the engineering tutorial segment, fee hike across various segments due to the Company's pricing power and its discretion in shutting down loss-making franchisees which are low on performance and erode brand value.

The Company has also added a strong team of faculty members to strengthen its AIPMT segment, having established its engineering tutorial business.

The All India First Ranker in the General Category (IIT-JEE 2012) was a Career Point student from its Distance Running Program. The Toppers of Minority as well as Handicapped Category in IIT-JEE were also from Career Point. These outstanding results in IIT-JEE have further established the Company's credibility amongst parents and students and this will surely attract more enrolment in the coming and subsequent academic sessions.

Having established a market share in the AIEEE segment, the Company now aims to revive its waning AIPMT segment. It recently appointed a strong faculty team for AIPMT - a move that led to a sudden spurt in success rate for AIPMT selections.

Enrolments	FY11	Dec-11	FY12
Company Centers	25,847	23,154	24,436
Branches LT	21,491	19,964	21,246
Branches ST	4,356	3,190	3,190
Franchisees	3,225	2,461	2,512
Franchisee LT	2,080	1,748	1,799
Franchisee ST	1,145	713	713
Distance Learning	3,694	3,556	4,931
Total Enrolments	32,766	29,171	31,879

Source: Company



Further, the Company is also opening new centers in Tier-II and Tier-III cities.

Tier-II cities provide an attractive business opportunity based on:

- ▲ Lower competition from organised players
- ▲ Lower rental costs leading to early breakeven for each unit
- ▲ Easier to attract target audience, there are fewer distractions and greater aspirations to learn & grow. Students from nearby villages/towns can also be tapped
- ▲ Lower manpower costs

The Company also continues to drive its margins on the back of its unique initiative to obtain access to broader student base through technology-enabled programs. This leads to savings on infra costs, minimal marketing costs and relatively less investment for the Company.

Formal Education

Expands addressable market by foraying into Formal Education

Led by an experienced team of promoters and directors and steered by a very competent Management team, the Company is expanding its offerings to Formal Education i.e. K-12, Engineering colleges and University (Private), which is the largest pie in Indian education market.

The Company forayed into formal education through its Educational Consulting and Management Services (ECAMS) business unit, providing ECAMS to private and /or government-run schools, colleges and universities. It also intends to enter into partnerships with governments, at the central and state level, under the PPP model to manage schools, colleges and universities in rural and/or urban areas, charging ECAMS fees for the same.

The Company also leverages upon its rich experience in understanding the dynamics of infrastructure requirements in the education sector and provides Infrastructure Support Services (ISS) by setting up physical infrastructure including land, building, furniture and computers for the asset light institutions by outsourcing their capital intensive infrastructure requirements and allied services.

The Company's expansion into Formal Education would increase the addressable

market considerably. Strengthening existing tutoring business, together with its foray into formal education, would widen the growth prospects for the Company.

With an approximately 40% operating margin, the faculty cost on Formal Education is not expected to put any pressure and the Company plans to leverage the opportunity in this space, which stems from lower enrolment ratio at schools and at higher education level.

Business model for Formal Education

The Company provides Education Consultancy and Management Services (ECAMS) and Infrastructure Support Services (ISS) through its 100% subsidiary, Career Point Infra Ltd. Through ECAMS, the Company provides necessary management services for administration of institutes, while ISS involves infrastructure and allied services for setting up of physical infrastructure for education institutions.

The ECAMS arm of the Company has established itself as a major growth driver, going forward. Education today has become highly specialised and requires expert handling to ensure that standards keep improving and competitive edge is retained; the Company provides the necessary expertise to Trusts and Societies in setting up and running educational institutions.

The Company plans to expand its services in ECAMS in line with its strategy of leveraging its expertise in imparting education and capitalising on the opportunity space in K-12 and Higher Education.

The Company's expansion into Formal Education would increase the addressable market considerably. Strengthening existing tutoring business, together with its foray into formal education, would widen the growth prospects for the Company



Education today has become highly specialised and requires expert handling to ensure that standards keep improving and competitive edge is retained; the Company provides the necessary expertise to Trusts and Societies in setting up and running educational institutions

Under the ECAMS contract, the Company assists in identifying appropriate locations and preparing strategies for new schools, colleges and universities; managing human resources for teaching as well as non-teaching staff; administrative services; providing IT-related services, including training to the staff; marketing, branding and education development activities; management and maintenance of complete financial system; advising and conducting cultural, social and sports activities; providing advisory services, which include facilitation and assistance in securing licenses, clearance and 'no-objection certificates' required for carrying on the activities.

Providing Infrastructure Support Services (ISS)

The Company is looking at asset light models to outsource its capital intensive infrastructure requirements to focused third party infrastructure developers. The Company plans to provide such services through its wholly owned subsidiary, Career Point Infra Limited ("CP Infra"). Understanding the needs of this sector, CP Infra has already procured land at various places like, which may be developed effectively to address the needs of educational institutions.

Setting up own institutions

The Company is expanding its Formal Education offerings by setting up its own K-12 and Higher Education institutions.

The Company received approval for two universities (Career Point University, Kota and Career Point University, Hamirpur) and two campuses (Technical Campus Rajsamand, Technical Campus, Mohali) during FY12. All four campuses are getting good response in terms of new enrolments. In addition to these two universities and two technical campuses, the Company is also running two K-12 schools and launching two new residential K-12 schools.

In the K-12 segment, the Company plans to build on its existing expertise in

school management to scale up school management activities with 12-15 schools by 2015. The Company plans to open schools across the country, providing curriculum, content and other related services to the school with which it ties up. In the Higher Education stream, it plans to expand into Distance Learning and establish study centers pan India, besides introducing new innovative educational programs and courses.

With its current focus on scaling existing businesses, the Company has adopted a clear recruitment policy, bringing professionally qualified and experienced personnel to the table. It has recently appointed Dr. Akhilesh Kumar to Career Point University, Kota, as Vice Chancellor. Dr. Kumar holds MBA and PhD in Management from MIT (Sloan School of Management), US and brings with him over 35 years of corporate and academic experience from globally renowned academic institutions and corporate groups.

The Company's foray into formal education is expected to give a big boost to its quality of earnings as these institutions will bring in annuity earnings.

KEY DIFFERENTIATORS

Leaders in Industry Innovations:

Operational-Problem Solving Counters, Content Development and R & D Centers, Faculty Training System. Technological-Adaptive feedback, Online Classes and Assessment, Student-Parent zone, Solutions on DTH.

Personal Care: As a 'Responsible Player of the Responsible Industry' Career Point offers personalised attention to each individual student on all kinds of academic as well as non-academic issues, using Student Welfare Cell to adhere to the philosophy of 'All-round-education'.

Integrated Provider: Offering integrated solutions across the education value chain, Career Point today is an integrated provider of learning solutions across the life cycle of the student.

Hands-on Management experience:

This has been a key success factor in driving profits in the tutorial business.

RISKS AND CONCERNS**Scrapping of entrance examinations by the government:**

The government may scrap/reduce the weightage for entrance examination to engineering colleges, which would significantly affect the Company, which has most of its revenues coming from tutorials in the test preparation segment.

We believe that the Company has addressed this risk by increased focus on coaching services for Class XII Board exams.

Geographical concentration: The Company derives the larger share of its revenue from Kota, Rajasthan. Hence, any disruption in operations, or competition at this location could impact overall operations significantly.

The Company is making a concerted effort to expand its operations pan-India and is also boosting its Distance Learning segment.

Attrition: Attrition in the senior management/faculty team may impact the business.

The Company's strategy for retaining talent involves offering competitive compensation packages, faculty training system in place for new entrants and existing faculty, along with a healthy working environment.

Regulatory risk:

Any changes in regulatory norms on the Formal as well as Informal Education front may significantly impact the investment made education by the Company.

The Company is continuously making an effort to upgrade its services, leveraging technological advancements, expanding the product portfolio to minimise the regulatory risk, if any.

Pressure on margins: There could be a margin pressure due to staff costs, cost of study material, high advertising and business promotions, etc, going forward.

We believe the Company has sufficient tools to counter these factors, if the same arises.

Decrease in student enrolment: Faced with increasing competition, the Company faces the risk of decline in student enrolment.

However, the Company's focussed marketing strategy (which includes direct and indirect marketing) continues to attract students across its courses.

FINANCIAL ANALYSIS

In the year FY12, the Company continued its growth momentum and reported total income at ₹ 95.4 Crore, with about 12% year on year growth on consolidated basis. The income from operations grew just about 1% to ₹ 80 Crore due to overall flattish enrolment in Classroom programs over the previous year. One of the reasons for flattish enrolment was the Company's

With its current focus on scaling existing businesses, the Company has adopted a clear recruitment policy, bringing professionally qualified and experienced personnel to the table





The Company encourages team spirit among its employees and is constantly striving to keep motivational and job satisfaction levels high

prudent and conscious strategy to close down some of its branch operations in NCR and Orissa region due to profitability concerns.

The overall EBITDA went up by 21.6%, to ₹ 44.2 Crore in FY12, despite a challenging environment with respect to employee costs. The Company registered EBITDA margin of 46.3%, with a remarkable improvement of 3.7 percentage points over last year. The key factor behind the improved operating margin was lower cost of study material, reduced marketing expenses and improved efficiency in other general and administrative costs.

The net income for the Company, at about ₹ 30 Crore, witnessed above industry growth at more than 28% for FY12. As on 31st March, 2012, the net worth of the Company was approximately ₹ 3 billion and the Company had close to ₹ 75 Crore of cash and cash equivalents with zero debt.

HUMAN RESOURCES

The Company is committed to nurturing its Human Resource pool, which it believes to be its strongest asset. It is among the least employee attrition players in the country and is continuously striving to implant a more dynamic profile in its employees to keep them fully engaged and motivated. It has built a strong relationship with its existing employees, some of whom have been with the Company since inception.

The Company has developed a highly disciplined, employee-centric work culture, with its people the core of its growth strategy. It is the Company's focussed endeavour to keep its workforce motivated at all times through various initiatives and programs. Regular training is imparted to the employees to ensure that they remain aligned to the Company's objectives and goals.

The Company encourages team spirit among its employees and is constantly striving to keep motivational and job satisfaction levels high. A strong Key

Responsibility Area (KRA) focussed system is in place to regularly review, recognise and review talent and efforts. During FY12, the Company's strong HR focus ensured a high scale of retention across its businesses.

Going ahead, the Company proposes to come out soon with an Employee Stock Option Plan as an additional tool to retain the best talent. The total number of employees as on March 31, 2012 was 481.

INTERNAL CONTROLS & SYSTEMS

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. Internal audits are regularly conducted, 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

Given the demand-supply gap in Formal Education and the scope for growth still evident in Informal Education, the

outlook for the Company is bright. The developments of the last one year have opened many windows of opportunities for the Company to grow its business, not only in terms of top-line, but also for improvement in bottom-line.

The pace of enrolment for the academic session, both in the Tutorials space and in the Formal Education campuses, is indicative of the potential for growth, going forward.

The Company is also looking to improve its margins by minimising time and cutting down costs through use of innovative technology. Its virtual classrooms and technology-based learning solutions have opened to a good response and are expected to contribute significantly to its revenue growth in the coming years.

Continuous investment in technology is expected to provide scale to the Company, which plans to use this investment for content digitisation and to deliver tutorial services through the VSAT platform and more Knowledge Labs. This will help it scale up the business and increase its reach to remote areas where quality teachers/tutorial services are not available. The Company is capitalising on the quality content it has developed over the years by converting it into a digital format to extract more revenues.

The focus, in the near run, shall be on the

existing projects, for which the Company is fully equipped with human capital and capex requirements.

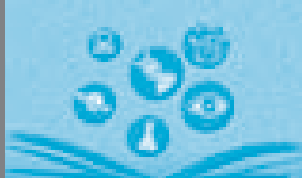
With the Company's current focus on scaling existing businesses and projects, it plans to add new innovative programs and expand into distance learning in the Higher Education segment.

CAUTIONARY STATEMENT

This report contains forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures and financial results, are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events.

The Company is also looking to improve its margins by minimising time and cutting down costs through use of innovative technology





DIRECTORS' REPORT

Dear Career Point Shareowners,

Your Directors have pleasure in presenting their Twelfth Annual Report together with the Audited Accounts of your Company for the year ended March 31, 2012.

Financial Highlights

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

	(₹ in Lacs)	
Particulars	2011-12	2010-11
Sales & Services Income	7,958.95	7,862.38
Other income	1,770.54	1,070.26
Total Income	9,729.49	8,932.64
Profit before tax	4,451.92	3,916.99
Provision for Taxation	1,272.32	1,179.57
Profit after tax	3,179.60	2,737.42
Balance of Profit brought forward	8,262.44	5,525.02
Balance carried to Balance Sheet	11,442.04	8,262.44

Performance

Performance of the Company has been comprehensively covered in the Management Discussions and Analysis Report which forms part of Directors' Report.

Subsidiary Companies

Your Company has 3 subsidiaries i.e. Career Point Infra Limited (CP Infra), Career Point Edutech Limited (CP Edutech) and Gyan Eduventure Private Limited (Gyan Eduventure).

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, 2012 and a statement pursuant to section 212 of the Company Act, 1956 relating to Subsidiary Company 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

The Board has re-appointed Mr. Pramod Maheshwari, as Managing Director of the Company for a period of five years with effect from July 1, 2012 subject to the approval of the Shareholders. The detailed terms and conditions of the re-appointment are given in the Notice of Annual General Meeting.

Mr. Mahesh Gupta was appointed as an Additional Director at the Board Meeting held on February 7, 2012. 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. Mahesh Gupta appointment as Director of the Company. Necessary resolution relating to the same is being placed before the shareholders for approval.

Mr. Ram Swaroop Chaudhary and Mr. Vishal Jain, Directors, retire at the forthcoming Annual General Meeting and are eligible for re-appointment. Necessary resolutions are being placed before the shareholders for approval.

Utilisation of IPO proceeds

The Company came up with an Initial Public Offering ('IPO' or 'Issue') 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 (₹ 285/- per share for eligible employees) aggregating to ₹ 1,150 Million. During the year under review, your Company obtained the approval from the members at Extra Ordinary General Meeting held on March 19, 2012 and delegated the powers to the Board of Directors of the Company to vary/amend/alter/revise the utilisation of any part of IPO proceeds and/or utilise any part of the issue proceeds for a purpose or purposes

other than those described in the Prospectus of the Company.

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, 2012 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

Consider 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.

Public 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.

Consolidated financial statements and cash flow statement

As stipulated by Clause 32 of the Listing Agreement, the consolidated financial statements and Cash flow statement for the financial year ended March 31, 2012 were prepared by the Company in accordance with applicable Accounting Standards issued by the Institute of Chartered Accountants of India and the same together with the Auditor's Report thereof form part of the Annual Report.

Particulars of employees

The Company did not have any employee drawing remuneration specified under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Amendment Rules, 2011, and therefore no particulars are required to be furnished.

Dividend

Your Directors have not recommended any dividend for the financial year ended as on March 31, 2012

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 2012-13. 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 the 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 30, 2012

Pramod Maheshwari
Chairman, Managing Director & CEO



REPORT ON CORPORATE GOVERNANCE

1) COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company is committed to run its business in a legal, ethical and transparent manner with dedication throughout the organisation. Besides adhering to the prescribed corporate practices as per clause 49 of the Listing Agreement, it voluntarily governs itself as per highest ethical and responsible standard of business.

The Company believes in and practices good Corporate Governance. The Company'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.

The Company emphasises the need for full transparency and accountability in all its transactions, in order to protect the interests of its stakeholders. Its endeavour is to maximise the long term value of the Shareholders of the Company.

2) BOARD OF DIRECTORS

i) 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 2011-12

Name of Director	Category	Designation
Mr. Pramod Maheshwari	Promoter	Chairman, Managing Director & 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. Vishal Jain	Non-Executive Independent	Director
Mr. Mahesh Gupta**	Non-Executive Independent	Director

*Mr. Arun Luharuka, nominee director of Franklin Templeton Asset Management India (Pvt.) Ltd. on November 9, 2011 has resigned from the Board .

**Mr. Mahesh Gupta was appointed as a Additional Director w.e.f. February 7, 2012

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, 2012)	No. of Memberships/ Chairmanships of other Board Committees	
					Membership	Chairmanship
Mr. Pramod Maheshwari	6	6	Yes	11	Nil	Nil
Mr. Om Prakash Maheshwari	6	6	Yes	18	Nil	Nil
Mr. Nawal Kishore Maheshwari	6	4	Yes	14	Nil	Nil
Mr. Pritam Kumar Goswami	6	6	Yes	3	Nil	Nil
Mr. Pawan Kumar Lalpuria	6	6	Yes	Nil	Nil	Nil
Mr. Ram Swaroop Chaudhary	6	6	Yes	1	Nil	Nil
Mr. Arun Luharuka*	6	1	No	NA	NA	NA
Mr. Mahesh Gupta**	6	1	NA	2	Nil	Nil
Mr. Vishal Jain	6	2	No	1	Nil	Nil

*Mr. Arun Luharuka, nominee director of Franklin Templeton Asset Management India (Pvt.) Ltd. on November 9, 2011 has resigned from the Board .

**Mr. Mahesh Gupta was appointed as a Additional Director w.e.f. February 7, 2012

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.

iii). 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 May 13, 2011, August 6, 2011, November 13, 2011, December 19, 2011, February 7, 2012, February 14, 2012.

vi). Code of Conduct for Board Members and Senior Management Personnel

The Board of Directors of the Company has adopted a Code of Conduct for all Board members and senior management group of the Company. The code of conduct is available on the website of the Company www.cpil.in. All board members and senior management group have affirmed compliance with the code of conduct. A declaration signed by the Managing Director & CEO to this effect is enclosed as a part of this report.

3) 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.

i) Description and Terms of Reference

The terms of reference of the Audit Committee including its role & 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.



ii) Composition, names of members & Chairman

Sr. No.	Name of Directors	Designation	Category
1	Mr. Pawan Kumar Lalpuria	Chairman	Non-Executive Independent Director
2	Mr. Pritam Kumar Goswami	Member	Non-Executive Independent Director
3	Mr. Arun Luharuka*	Member	Non-Executive Independent Director
4	Mr. Mahesh Gupta**	Member	Non-Executive Independent Director
5	Mr. Om Prakash Maheshwari	Member	Executive Non Independent Director

*Mr. Arun Luharuka has resigned w.e.f November 9, 2011.

**Mr. Mahesh Gupta was appointed as an Additional Director w.e.f February 7, 2012.

iii) Meetings and Attendance during the year

Name of Director	Attendance at Audit Committee Meetings held on				
	May 13, 2011	August 6, 2011	November 13, 2011	February 3, 2012	February 14, 2012
Mr. Pawan Kumar Lalpuria	✓	✓	✓	✓	✓
Mr. Pritam Kumar Goswami	✓	✓	✓	✓	✓
Mr. Om Prakash Maheshwari	✓	✓	✓	✓	✓
Mr. Arun Luharuka*	X	✓	NA	NA	NA
Mr. Mahesh Gupta**	NA	NA	NA	NA	✓

*Mr. Arun Luharuka has resigned w.e.f November 9, 2011.

**Mr. Mahesh Gupta was appointed as an Additional Director w.e.f February 7, 2012.

The Company Secretary acts as the Secretary of the Committee

4) REMUNERATION COMMITTEE

i) 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 & development programmes

ii) The Composition of Remuneration Committee is given below:

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

*Mr. Arun Luharuka has resigned w.e.f November 9, 2011.

iii) Meeting and Attendance during the year

Name of Directors	Attendance at Remuneration Committee Meeting held on August 6, 2011
Mr. Ram Swaroop Chaudhary	✓
Mr. Pawan Kumar Lalpuria	✓
Mr. Pritam Kumar Goswami	✓
Mr. Arun Luharuka*	✓

*Mr. Arun Luharuka has resigned w.e.f November 9, 2011.

The Company Secretary acts as the Secretary of the Committee.

iv) DETAILS OF REMUNERATION PAID TO DIRECTORS DURING THE YEAR

The remuneration paid to the Executive Directors during the financial year ended March 31, 2012 are as follows:

Executive Directors	Salary (₹)	Other Allowances and perquisites(₹)	Total(₹)
Mr. Pramod Maheshwari	1,200,000	543,000	1,743,000
Mr. Om Prakash Maheshwari	1,200,000	543,000	1,743,000
Mr. Nawal Kishore Maheshwari	1,200,000	543,000	1,743,000
TOTAL	36,00,000	1,629,000	5,229,000

5) 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.

i) Description and Terms of Reference:

The Committee has been constituted to specifically look into the Investors' complaints and to redress the same expediently. There were no complaints pending as on 31st March, 2012. The majority of complaints were regarding non-receipt of the refund of the money invested in the IPO. However, the Company has resolved all the complaints relating to its IPO and after getting No Objection Certificate (NOC) from SEBI has got the 1% security deposit of the Company released from the Bombay Stock Exchange Limited, the Designated Stock Exchange of the Company towards IPO of the Company.

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, which are approved by the Committee. The Company has connectivity with NSDL & 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.

ii) Constitution and Composition

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

*Mr. Arun Luharuka has resigned w.e.f November 9, 2011.

iii) Meeting and Attendance during the year

Name of Director	Attendance at Committee Shareholder/Investor Grievance Meetings held on			
	May 13, 2011	August 6, 2011	November 13, 2011	February 7, 2012
Mr. Pawan Kumar Lalpuria	√	√	√	√
Mr. Pritam Kumar Goswami	√	√	√	√
Mr. Ram Swaroop Chaudhary	√	√	√	√
Mr. Arun Luharuka*	X	√	NA	NA

iv) Details of complaints received / resolved during the financial year 2011-12

Nature of Complaints	Received	Resolved	Pending
Investor Grievances	90	90	Nil



v) Compliance Officer

Mr. Tarun Kumar Jain,
 Company Secretary and Compliance Officer
 Career Point Limited
 CP Tower, Road No. 1, Indraprastha Industrial Area, Kota – 324 005
 Tel: +91 744 3040000;
 Fax: +91 744 3040050
 Email: tarun.jain@careerpointgroup.com

6) 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
2010-11	11th AGM	September 24, 2011	4.00 P.M.	CP Tower, Road No.1, Indraprastha Industrial Area, Kota-324005	3
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

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

7) DISCLOSURES

i) 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 2011-12 with Related Parties were on arm's 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.

ii) 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.

iii) Whistle Blower Policy: The Board of Directors may consider adopting this requirement in future.

iv) 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.

v) Details of Compliance with Non-Mandatory requirements of this clause

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

vi) 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.

vii) 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.

viii) **Management:** Management Discussion and Analysis Report is appended to this Annual Report.

ix) **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.

8) 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.

9) General Information for Shareholders

i) Annual General Meeting

Date	September 28, 2012
Venue	CP Tower 2, IPIA, Road No. 1, Kota, 324005, Rajasthan, India
Time	4.00 p.m
Financial Year	2011-12
Book Closure Dates	September 22, 2012 to September 28, 2012 (both days inclusive)

ii) Tentative Financial Calendar (For FY 2012-13)

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).

iii) **Dividend Payment Date:** Not applicable since the Company has not declared any dividend.

iv) 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	CAREERP

The listing fee for the financial year 2012-13 to BSE & NSE has been duly paid.

v) Market Price Data

a) Share Price movement for the Financial Year 2011-12:

Month	BSE Prices (In ₹)			NSE Prices (In ₹)		
	High	Low	SENSEX (Close of the Month)	High	Low	NIFTY (Close of the Month)
Apr-11	371.35	330.25	19,135.96	369.95	327.55	5,749.50
May-11	346.95	307.80	18,503.28	343.95	310.00	5,560.15
Jun-11	360.00	321.05	18,845.87	361.10	325.25	5,647.40
Jul-11	342.00	315.00	18,197.20	342.00	312.15	5,482.00
Aug-11	325.85	255.20	16,676.75	327.05	255.00	5,001.00
Sep-11	333.10	255.50	16,453.76	332.50	258.00	4,943.25
Oct-11	300.90	240.00	17,705.01	302.00	245.00	5,326.60



Month	BSE Prices (In ₹)			NSE Prices (In ₹)		
	High	Low	SENSEX (Close of the Month)	High	Low	NIFTY (Close of the Month)
Nov-11	307.00	239.00	16,123.46	308.00	238.00	4,832.05
Dec-11	285.00	194.60	15,454.92	272.00	197.75	4,624.30
Jan-12	278.95	200.20	17,193.55	277.80	201.05	5,199.25
Feb-12	272.50	212.00	17,752.68	272.15	216.15	5,385.20
Mar-12	231.70	178.50	17,404.20	238.40	179.60	5,295.55

b) Shareholding Distribution as on March 31, 2012

Shareholding of shares	Number of shareholders	Percentage of Total	Shares	Percentage of Total
1-500	13,948	93.59	537,309	2.96
501-1,000	129	0.87	100,187	0.55
1,001-2,000	675	4.53	997,132	5.50
2,001-3,000	31	0.21	76,642	0.42
3,001-4,000	54	0.36	190,494	1.05
4,001-5,000	4	0.03	18,684	0.10
5,001-10,000	22	0.15	166,533	0.92
10,001 and above	40	0.26	16,045,958	88.50
	14,903	100.00	1,81,32,939	100.00

c) Shareholding Pattern as on March 31, 2012

Category	No. of shares held	% Shareholding
Company Promoter / Promoter Group	10,872,998	59.9627
Mutual Funds / UTI	2786,398	15.3665
Financial Institutions/ Banks	20,000	0.1103
Foreign Institutional Investors	144,471	0.7967
NRIs (Repatriate)	15,048	0.0830
NRIs (Non-Repatriate)	1,546	0.0086
Trusts	720,409	3.9729
Bodies Corporate	1,028,792	5.6736
General Public	2,479,652	13.6748
Clearing Members	63,625	0.3509
TOTAL	1,81,32,939	100.0000

vi) Registrar and Transfer Agents

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

vii) 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.

viii) 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, 2012, 98.11 percent of the shares of the Company were held in a dematerialised form. Custodial fee for the year 2012-13 has been paid to National Securities Depository Ltd and to Central Depository Services (India) Ltd.

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

ix) Reconciliation of Share Capital Audit

As stipulated by the Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out Reconciliation of Share Capital Audit. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors.

x) GDRs/ADRs: There are no outstanding GDRs / ADRs / Warrants or any convertible instruments.

xi) Plant Location: Not Applicable

xii) 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 LIMITED
Corporate Office: CP Tower, Road No. 1,
IPIA, Kota – 324 005, Rajasthan, India
Tel: +91 744 3040000;
Fax: +91 744 3040050

For any other queries: email:investors@cpil.in

10) 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.

11) 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 Limited
Kota

We have reviewed the Stand-alone and Consolidated financial results and the cash flow statement of Career Point Limited (the Company) for the financial year ended 31 March 2012, 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 30, 2012

Pramod Maheshwari
Chairman, Managing Director & CEO

Om Prakash Maheshwari
Executive Director & 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 2011 to March 2012.

Place : Kota
Date : May 30, 2012

For Career Point Limited
Pramod Maheshwari
Chairman, Managing Director & CEO

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members,
Career Point Limited,

Dear Sirs,

We have examined the compliance of the conditions of Corporate Governance by Career Point Limited, for the year ended March 31, 2012, as stipulated in Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to review of the procedures and implementation 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 the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sharp & Tannan

Chartered Accountants

ICAI Registration No: - 000452N

By the hand of

Pavan K. Aggarwal

Partner

Membership No. 91466

Place : New Delhi
Date : May 30, 2012



AUDITORS' REPORT TO THE MEMBERS OF CAREER POINT LIMITED (FORMERLY KNOWN AS CAREER POINT INFOSYSTEMS LIMITED)

We have audited the attached Balance Sheet of **Career Point Limited** (formerly known as Career Point Infossystems Limited) as at 31st March 2012, the Statement of Profit & Loss 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.

In accordance with the provisions of section 227 of the Companies Act, 1956, 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 Statement of Profit & Loss 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 Statement of Profit & Loss 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 31st March, 2012 & taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31st March 2012 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 notes thereon, 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 31st March 2012;
2. In the case of the Statement of Profit and Loss, 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 : New Delhi
Date : May 30, 2012

ANNEXURE TO THE AUDITOR'S REPORT

(REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE)

1. (a) The Company is maintaining proper records to show full particulars, including quantitative details and situation of all fixed assets.
(b) As explained to us, these fixed assets have been physically verified by the management, in accordance with a phased programme of verification, which in our opinion, is reasonable, considering the size of the Company and nature of its assets. The frequency of physical verification is reasonable and no material discrepancies were noticed on such verification.
(c) As per information give to us, the Company has not disposed off any substantial part of its fixed assets during the year, 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 proper records 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 Rs.38,21,310/-(including interest), wholly owned subsidiary Career Point Infra Limited amounting to Rs.131,406,034/-(including interest) for meeting the capital expenditures which are covered in the register maintained under section 301 of the Companies Act.
(b) The Company has granted unsecured loan at the rate of 9% per annum. The rate of interest and other terms and conditions of unsecured loans given by company are prima-facie appears not prejudicial to the interests of the company.
(c) The terms of repayment stipulate that unsecured loans are repayable by quarterly installments in three years and the first installment of repayment will start after a moratorium of four years from Career Point Infra Limited and Career Point Edutech Limited.
(d) According to the information and explanation given to us, the company has not taken any loans, secured and 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 is adequate internal control system commensurate with the size of the Company and nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of audit, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
5. (a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements that need to be entered in the register maintained under Section 301 of the Companies Act, 1956, have been so entered.
(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts 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 year, 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 deposit from the public and hence reporting compliance under the provisions of section 58A and section 58AA of the Companies Act, 1956 and rules framed there under and the directives of the Reserve Bank of India does not arise.
7. In our opinion, the Company has an internal audit system commensurate with its 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 Section 209 (1) (d) 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 including provident fund, investor education and protection fund, employees state insurance, income-tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other statutory dues, as applicable, with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts were in arrears as at 31st March, 2012, for a period of more than six months from the date they become 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 has not been deposited on account of a dispute pending, is as under:

Name of the Statute	Nature of the disputed dues	Amount Rs.	Period to which the amount relates	Forum where disputes are pending
Service Tax under the Finance Act, 1994	Franchisee Income	1,054,036	2003-04	High Court, Jaipur Bench
Income Tax Act, 1961	Loss of Bikaner Branch disallowed by the Assessing Officer	950,525	2005-06	CIT (Appeals), Kota
Central Sales Tax Act, 1956	VAT Liability on Royalty Income	2,860,159	2006-07	Deputy Commissioner (Appeals), Commercial Taxes , Ajmer.
Central Sales Tax Act, 1956	VAT Liability on Royalty Income	2,700,134	2007-08	Deputy Commissioner (Appeals), Commercial Taxes , Ajmer
Central Sales Tax Act, 1956	VAT Liability on Royalty Income	2,197,507	2008-09	Deputy Commissioner (Appeals), Commercial Taxes, Ajmer
Income Tax Search Case*				

*An undisclosed income amounting to Rs.60,058,330/- has been detected by the Income Tax Department during search and 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.

10. The Company has no accumulated losses as at 31st March, 2012 and it has not incurred any cash losses in the financial year ended on that date and in 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. In our opinion and according to the information and explanations given to us, 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 bank or financial institutions during the year.
16. In our opinion and according to the information and explanations given to us, no term loans have been raised during the year.

17. According to the information and explanations given to us and on overall examination of the balance sheet of the Company, funds raised on short-term basis have, prima facie, not been used during the period for long-term investments and vice versa except the company has invested/ reinvested the money of Share Capital and share premium in Liquid Debt Funds.
18. The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under Section 301 of the Companies Act, 1956, during the year.
19. The Company has not issued any debentures during the year. Hence, reporting on paragraph 4 (xix) of the Companies (Auditor's Report) Order, 2003 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 Note no.1 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 year, nor have we been informed of such case by the management.

SHARP & TANNAN

Chartered Accountants

ICAI Registration No. 000452N

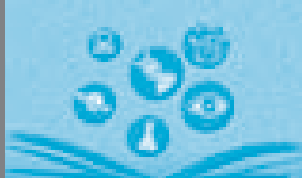
By the hand of

Pavan K. Aggarwal

Partner

Membership No. 91466

Place : New Delhi
Date : May 30, 2012



BALANCE SHEET AS AT MARCH 31, 2012

(Amount in ₹)

Particulars	Note No.	As At March 31, 2012	As At March 31, 2011
EQUITY AND LIABILITIES			
Shareholder's funds			
(a) Share Capital	1	181,329,390	181,329,390
(b) Reserves and Surplus	2	2,868,361,435	2,550,455,681
Non-current Liabilities			
(a) Deferred Tax Liabilities (Net)	3	2,894,865	2,733,830
(b) Long-Term Provisions	4	3,954,959	3,412,676
Current Liabilities			
(a) Short-term borrowings	5	–	–
(b) Trade payables	6	4,673,501	6,199,850
(c) Other current liabilities	7	86,965,612	90,400,365
(d) Short-Term Provisions	8	15,171,628	11,921,022
TOTAL EQUITY AND LIABILITIES		31,633,51,390	2,846,452,814
ASSETS			
Non-current Assets			
(a) Fixed Assets	9		
(i) Tangible assets		534,713,664	398,155,680
(ii) Intangible assets		18,500	18,500
(iii) Capital work-in-progress		246,719,450	75,513,735
(b) Non-current investments	10	1,358,399,940	39,899,940
(c) Long-term loans and advances	11	218,490,452	501,053,335
Current Assets			
(a) Current investments	12	608,288,193	1,321,691,755
(b) Inventories	13	19,779,770	16,745,424
(c) Trade receivables	14	9,016,562	9,878,627
(d) Cash and cash equivalents	15	124,703,318	219,862,759
(e) Short-term loans and advances	16	43,221,541	263,474,569
(f) Other current assets	17	–	158,490
TOTAL ASSETS		3,163,351,390	2,846,452,814
CONTINGENT LIABILITIES	25		
OTHER NOTES FORMING PART OF ACCOUNTS	26-37		
SIGNIFICANT ACCOUNTING POLICIES	38		

As per our report attached

For **Sharp & Tannan**

Chartered Accountants

ICAI Registration No. 000452N

by the hand of

Pavan K. Aggarwal

Partner

Membership No. 091466

Place : Kota

Date : May 30, 2012

For and on behalf of the Board of Directors

Pramod Maheshwari

Managing Director & CEO

Tarun Kumar Jain

GM (Corporate & Legal Affairs) &

Company Secretary

Place : Kota

Date : May 30, 2012

Om Prakash Maheshwari

Executive Director & CFO

Pawan Kumar Lalpuria

Independent Director

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON MARCH 31, 2012

(Amount in ₹)

Particulars	Note No.	For the year ended March 31, 2012	For the year ended March 31, 2011
REVENUE			
Revenue from operations	18	795,894,847	786,238,576
Other Income	19	177,054,473	107,025,827
TOTAL REVENUE		972,949,320	893,264,403
EXPENSES			
Cost of materials consumed	20	23,472,931	25,736,736
Changes in inventories of finished goods	21	(1,399,492)	2,450,609
Employee benefits expense	22	335,367,389	311,297,236
Finance costs	23	430,128	525,141
Depreciation and amortisation expenses	9	16,602,262	13,041,119
Other expenses	24	153,283,617	148,515,140
TOTAL EXPENSES		527,756,835	501,565,980
Profit before tax		445,192,485	391,698,423
Tax expense:			
(1) Current tax		111,438,862	118,150,000
(2) Deferred tax		161,035	862,689
(3) Earlier Years		15,633,288	(1,055,963)
TOTAL TAX		127,233,185	117,956,726
Profit/ (Loss) after tax for the period		317,959,300	273,741,697
Profit available for distribution		317,959,300	273,741,697
Earnings per equity share:			
(1) Basic		17.53	16.82
(2) Diluted		17.53	16.82
OTHER NOTES FORMING PART OF ACCOUNTS	26-37		
SIGNIFICANT ACCOUNTING POLICIES	38		

As per our report attached

For **Sharp & Tannan**
Chartered Accountants
ICAI Registration No. 000452N
by the hand of

Pavan K. Aggarwal
Partner
Membership No. 091466

Place : Kota
Date : May 30, 2012

For and on behalf of the Board of Directors

Pramod Maheshwari
Managing Director & CEO

Tarun Kumar Jain
GM (Corporate & Legal Affairs) &
Company Secretary

Place : Kota
Date : May 30, 2012

Om Prakash Maheshwari
Executive Director & CFO

Pawan Kumar Lalpuria
Independent Director



CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2012

(Amount in ₹)

Particulars	2011-12	2010-11
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Net Profit Before Taxation and before prior period items	445,192,485	391,698,423
Adjustments for:		
Depreciation	16,602,262	1,341,119
Dividend Income	(37,951,941)	(39,863,068)
Short/Long Term Capital Gain on shares/assets	(63,748,182)	26,655
Interest Income	(73,648,594)	(63,637,012)
Interest expense	430,128	525,141
Miscellaneous expenditure written off	–	331,775
Bad debts written off	396,703	–
Provision for Doubtful Advances	2,870,416	624,064
Provision for Doubtful Debts	–	897,878
Provision for Gratuity	598,620	355,322
fixed assets write off	–	3,143,992
Security Forfeited	–	260,738
Operating Profit before Working Capital Changes	290,741,897	307,405,027
(Increase)/Decrease in Trade and Other Receivables	3,732,481	(5,215,036)
(Increase)/Decrease in Inventories	(3,034,346)	684,067
(Increase)/Decrease in Loans and Advances	517,208,814	(287,924,974)
Increase/(Decrease) in Current Liabilities	(2,148,080)	7,254,651
(Increase)/Decrease in Miscellaneous expenditure	–	14,347,161
Cash generated from operations	806,500,766	36,550,896
Direct taxes paid	(123,598,835)	(118,848,942)
NET CASH FROM OPERATING ACTIVITIES	682,901,931	(82,298,046)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Fixed Assets	5,900,000	230,000
Interest & Dividend Received	111,600,534	103,500,080
Purchase of Fixed Assets (including CWIP)	(349,301,394)	(1,63,448,873)
Sale/(Purchase) of Other Investments	(545,776,838)	(944,972,330)
NET CASH (USED IN)/ FROM INVESTING ACTIVITIES	(777,577,698)	(1,004,691,123)

C.	CASH FLOWS FROM FINANCING ACTIVITIES		
	Proceeds from Issue of Share Capital	–	37,126,420
	Proceeds from Short Term Borrowings	–	(1,132,791)
	Share Premium received	–	111,273,400
	Public Issue expenses	(53,546)	(67,645,001)
	Interest paid	(430,128)	(525,141)
	NET CASH FROM FINANCING ACTIVITIES	(483,674)	1,080,696,887
	Net increase/(decrease) in cash and cash equivalents (A + B + C)	(95,159,441)	(6,292,282)
	Cash and Cash Equivalents at beginning of the period	219,862,759	226,155,041
	Cash and Cash Equivalents at end of the period	124,703,318	219,862,759

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

For **Sharp & Tannan**
Chartered Accountants
ICAI Registration No. 000452N
by the hand of

Pavan K. Aggarwal
Partner
Membership No. 091466

Place : Kota
Date : May 30, 2012

Pramod Maheshwari
Managing Director & CEO

Tarun Kumar Jain
GM (Corporate & Legal Affairs) &
Company Secretary

Place : Kota
Date : May 30, 2012

Om Prakash Maheshwari
Executive Director & CFO

Pawan Kumar Lalpuria
Independent Director

NOTE FORMING PARTS OF THE FINANCIAL STATEMENTS

NOTE 1. SHARE CAPITAL

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Authorised:		
25,000,000 Equity Shares of ₹ 10/- each	25,00,00,000	25,00,00,000
(Previous Year 25,000,000 Equity Shares of ₹ 10/- each)		
Issued, Subscribed and Paid up:		
18,132,939 Equity Shares of ₹ 10/- each	18,13,29,390	181,3,29,390
(Previous Year 18,132,939 Equity Shares of ₹ 10/- each)		
TOTAL	18,13,29,390	18,13,29,390

Sub notes:

- (a) (i) 112,92,120 equity shares has been issued as fully paid up bonus shares by way of capitalisation of securities premium account and general reserve.
- (ii) The Company has only one class of share referred to as equity shares having a par value of ₹ 10/-. Each holder of equity share is entitled to one vote per share.
- (b) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:

Particulars	As at March 31, 2012		As at March 31, 2011	
	Number of shares	Amount ₹	Number of shares	Amount ₹
Equity Shares with voting rights				
Opening balance	18,132,939	181,329,390	14,420,297	144,202,970
Changes during the year	—	—	3,712,642	37,126,420
Closing balance	18,132,939	181,329,390	18,132,939	181,329,390

- (c) Details of shares held by each shareholder holding more than 5% shares of the aggregate shares in the Company:

Particulars	As at March 31, 2012		As at March 31, 2011	
	Number of shares	% held	Number of shares	% held
Mr. Pramod Kumar Maheshwari	1,403,398	7.74	1,397,198	7.71
Mr. Om Prakash Maheshwari	1,386,300	7.65	1,386,300	7.65
Mr. Nawal Kishore Maheshwari	1,385,800	7.64	1,385,800	7.64
Mr. Gulab Chand Maheshwari	1,339,500	7.39	1,339,500	7.39
Mrs. Kailash Bai	1,339,500	7.39	1,339,500	7.39
Mrs. Shilpa Maheshwari	1,339,500	7.39	1,339,500	7.39
Mrs. Rekha Maheshwari	1,339,500	7.39	1,339,500	7.39
Mrs. Neelima Maheshwari	1,339,500	7.39	1,339,500	7.39
M/s Reliance Capital Trustee Co. Ltd.	943,571	5.20	—	—

NOTE FORMING PARTS OF THE FINANCIAL STATEMENTS

(d) Reconciliation of IPO Proceeds utilisation

Amount in ₹

Particulars	April-11 to March-12	April-11 to March-11
Funds raised through IPO	1,149,999,820	1,149,999,820
Fund Utilisation		
Public Issue Expenses	67,698,547	67,645,001
Land Development under Construction and development an integrated campus facility	266,234,883	16,245,700
Construction of CP Tower 2 under Expansion of classroom infrastructure and office facility	134,001,072	68,956,421
General Corporate Purpose	144,100,871	—
TOTAL	612,035,373	152,847,122
Balance amount invested in units of FMP's and Liquid Funds	537,964,447	997,152,698

- (e) Pursuant to Special Resolution passed at Extra Ordinary General Meeting held on March 19, 2012 the Company obtained the approval from the members for deviation in the utilisation of IPO Proceeds and delegated the powers to the Board of Directors of the Company to utilise any part of the net proceeds for a purpose or purposes other than those described in the Prospectus of the Company.

NOTE 2. RESERVES AND SURPLUS

Amount in ₹

Particular	As at March 31, 2012		As at March 31, 2011	
(i) Securities premium account:				
Opening Balance	1,715,554,736		670,326,337	
Add: Received During the Period	—		1,112,873,400	
	1,715,554,736		1,783,199,737	
Less: Commission and expenditure related to equity share issue	53,546	1,715,501,190	67,645,001	1,715,554,736
(ii) General Reserve		8,657,591		8,657,591
(iii) Surplus				
Opening Balance	826,243,354		552,501,657	
Add / (Less): Transferred from:				
Statement of profit and loss	317,959,300	1,144,202,654	273,741,697	826,243,354
TOTAL		2,868,361,435		2,550,455,681

NOTE 3. DEFERRED TAX ASSETS / LIABILITY

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Deferred Tax Liability	2,894,865	2,733,830
TOTAL	2,894,865	2,733,830



NOTE FORMING PARTS OF THE FINANCIAL STATEMENTS

Sub note:

(a) The major components of deferred tax assets and deferred tax liabilities are as under:-

Amount in ₹

Particular	As at March 31, 2012		As at March 31, 2011	
	Deferred Tax Assets	Deferred Tax Liability	Deferred Tax Assets	Deferred Tax Liability
Difference between book and tax depreciation	—	—	—	6,285,788
Difference between book and tax WDV	—	9,805,311	—	—
Expenses allowable for tax purposes on payment basis	4,789,420	—	—	—
Unabsorbed carried forward tax losses / depreciation	2,121,026	—	3,551,958	—
	6,910,446	9,805,311	3,551,958	6,285,788
Net Deferred Tax Liability / Assets	—	2,894,865	—	2,733,830
Net liability charged to the profit and loss account	—	161,035	—	862,689
Net Incremental Liability	—	161,035	—	862,689

NOTE 4. LONG-TERM PROVISIONS

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Employees Benefits (Refer Note No. 29)	3,954,959	3,412,676
TOTAL	3,954,959	3,412,676

NOTE 5. SHORT-TERM BORROWINGS

Particular	As at March 31, 2012	As at March 31, 2011
Short term borrowings	—	—
TOTAL	—	—

Sub note:

(a) Overdraft from Bank

- The Company has secured loan-overdraft facility of ₹ 449.10/- Lacs from HDFC Bank against the security of Fixed Deposit Receipts of ₹ 499.10/- Lacs issued by HDFC Bank in the name of the Company.
- The Company has secured loan- Dropline Overdraft facility of ₹ 500/- Lacs from HDFC Bank , against the security of below mentioned properties. Present loan overdraft limit is ₹ 182.50/- lacs @ 10.80% p.a. The amount availed against both above the facilities, at the year end is ₹ NIL (Previous Year ₹ NIL).
 - E-8(2), Road No.1, IPIA, Kota
 - 112A, Shakti Nagar, Kota
 - 112B, Shakti Nagar, Kota

NOTE 6. TRADE PAYABLES

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Sundry creditors	—	—
Due to others	4,673,501	6,199,850
Due to subsidiaries	—	—
Due to Micro, Medium and Small enterprises	—	—
TOTAL	4,673,501	6,199,850

NOTE FORMING PARTS OF THE FINANCIAL STATEMENTS

Sub note:

(a) Amount Due to Related Parties

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
(a) Enterprises under same Management:		
(i) Diamond Business School Private Ltd.	90,000	100,300
(ii) Wellwin Technosoft Private Ltd.	18,000	18,000
(iii) Om Prakash Maheshwari (HUF)	80,240	80,240
(iv) Gopi Bai Foundation (Rent)	167,200	—
(b) Subsidiaries:		
(i) Career Point Infra Limited	100,300	—
(c) Key Managerial Personnel:		
(i) Mr. Om Prakash Maheshwari	217,280	65,250
(ii) Mr. Pramod Maheshwari	170,161	78,750
(iii) Mr. Nawal Kishore Maheshwari	145,250	20,250
(d) Relative of Key Management Personnel:		
(i) Smt. Shilpa Maheshwari	90,270	—
(ii) Smt. Neelima Maheshwari	10,000	—
TOTAL	1,088,701	362,790

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

- 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.
- 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.

NOTE 7. OTHER-CURRENT LIABILITIES

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Accrued Salaries and benefits		
- Salaries and benefits	24,383,633	24,702,481
Other liabilities		
- Security deposits	15,375,408	1,690,289
- Withholding and other taxes	5,903,394	6,724,029
- Others	813,454	957,150
Income received in advance	40,489,723	56,326,416
TOTAL	86,965,612	90,400,365

NOTE 8. SHORT-TERM PROVISIONS

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Provision for employees benefits	425,624	337,511
Provision for tax	1,400,000	1,150,000
Provision for expenses	13,346,004	10,433,511
TOTAL	15,171,628	11,921,022

NOTE FORMING PARTS OF THE FINANCIAL STATEMENTS

Amount in ₹

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	AS AT 01.04.2011	ADDITIONS	DELETION	AS AT 31.03.2012	UP TO 31.03.11 THE YEAR	DELETION	UP TO 31.03.2012	AS AT 31.03.2012	AS AT 31.03.2011
(A) Tangible Assets									
Freehold Land	6,544,000	42,910,105	—	49,454,105	—	—	—	49,454,105	6,544,000
Land leasehold	224,771,085	—	1,586,294	223,184,791	5,145,053	2,664,104	7,699,281	215,485,510	219,626,032
Vehicle	6,894,647	—	—	6,894,647	1,762,342	654,992	2,417,334	4,477,313	5,132,305
Building	111,566,531	91,292,707	—	202,859,238	2,613,397	2,405,292	5,018,689	197,840,549	108,953,134
Computer	9,805,964	515,361	22,000	10,299,325	5,257,496	1,586,418	6,838,546	3,460,779	4,548,468
Furniture & Fixtures	53,376,560	19,935,123	—	73,311,683	10,255,217	7,184,329	17,439,546	55,872,137	43,121,343
Plant & Machinery	12,456,040	—	—	12,456,040	2,225,642	2,107,127	4,332,769	8,123,271	10,230,398
Sub-total (A)	425,414,827	154,653,296	1,608,294	578,459,829	27,259,147	16,602,262	43,746,165	534,713,664	398,155,680
(B) Intangible Assets									
Trademark	18,500	—	—	18,500	—	—	—	18,500	18,500
Sub-total (B)	18,500	—	—	18,500	—	—	—	18,500	18,500
TOTAL (A) + (B)	425,433,327	154,653,296	1,608,294	578,478,329	27,259,147	16,602,262	43,746,165	534,732,164	398,174,180
Capital Work in progress	—	—	—	—	—	—	—	246,719,450	75,513,735
TOTAL	425,433,327	154,653,296	1,608,294	578,478,329	27,259,147	16,602,262	43,746,165	781,451,614	473,687,915
Previous Year	295,879,478	133,754,157	4,200,308	425,433,327	14,872,395	13,041,119	27,259,147	473,687,915	347,883,114

(a) 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.

NOTE FORMING PARTS OF THE FINANCIAL STATEMENTS

NOTE 10. NON CURRENT INVESTMENT

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
A. Trade Investments		
I. Investment in Equity Instruments		
a) Subsidiaries		
550,000 (Previous year 550,000) shares of ₹ 10 each fully paid up in Career Point Edutech Limited"	5,500,000	5,500,000
3,978,994 (Previous year 3,099,994) shares of ₹ 10 each fully paid up in Career Point Infra Limited [Refer sub note (a)]	1,349,499,940	30,999,940
b) Associates		
Equity Shares of Imperial Infin Private Ltd. (Unquoted)	3,400,000	3,400,000
34,000 (Previous year 34,000) shares of ₹ 100/- each		
TOTAL	1,358,399,940	39,899,940

Sub note:

(a) During the year the Company has acquired 8,79,000 equity shares of ₹ 10 each at a premium of ₹ 1,490 each of its subsidiary Company "Career Point Infra Limited" amounting to ₹ 1,31,85,00,000 by way of conversion of loan into equity share capital.

(b) Book value of unquoted investments:

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Aggregate Book value of unquoted Investments	1,358,399,940	39,899,940

NOTE 11 LONG-TERM LOANS AND ADVANCES

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
(a) Capital Advances		
- Unsecured and considered good	66,966,428	21,762,024
(b) Security Deposits		
- Unsecured and considered good	5,978,068	5,874,168
(c) Balances with Authorities		
- Unsecured and considered good	4,958,454	682,819
(d) Loans and advances to Related Parties		
- Unsecured and considered good		
Subsidiaries	135,227,344	466,514,215
(e) Loan and advances to employees		
- Unsecured and considered good	1,020,000	1,020,000
- Considered doubtful	2,365,064	2,376,064
	3,385,064	3,396,064
Less: Provision for doubtful advances	2,365,064	2,376,064
	1,020,000	1,020,000
(f) Other		
- Unsecured and considered good	4,340,158	5,200,109
TOTAL	218,490,452	501,053,335



NOTE FORMING PARTS OF THE FINANCIAL STATEMENTS

Sub notes:

- (a) During the year, the Company has given loan to the following related parties defined as per AS-18 "Related Party Disclosures":-

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Subsidiaries:		
(i) Career Point Edutech Limited	1,230,679	2,031,541
(ii) Career Point Infra Limited	1,156,995,008	442,475,225
TOTAL	1,158,225,687	444,506,766

- (b) During the year, the Company has recovered the loans from the following related parties defined as per AS-18 "Related Party Disclosures":-

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Subsidiaries:		
(i) Career Point Edutech Limited	28,737	2,144,132
(ii) Career Point Infra Limited (Including issue of shares) [refer sub note (a) of Note 10]	1,467,448,321	—
TOTAL	1,467,477,058	2,144,132

- (c) Amount Due from Related Parties:

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Subsidiaries:		
(i) Career Point Infra Limited	131,406,034	463,894,847
(ii) Career Point Edutech Limited	3,821,310	2,619,368
TOTAL	135,227,344	466,514,215

- (d) The Company has given loan to its wholly owned subsidiaries, Career Point Infra Limited and Career Point Edutech Limited at the rate 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 31st March, 2013 as per schedule mentioned below within three years:-

- Repayment of 20% of the outstanding amount in quarterly instalments in F.Y. 2013-14.
- Repayment of 40% of the outstanding amount in quarterly instalments in F.Y. 2014-15.
- Repayment of 40% of the outstanding amount in quarterly instalments in F.Y. 2015-16.

During the year The loan (including interest) of ₹ 13,185.00 Lacs has been converted into equity of Career Point Infra Limited, wholly owned subsidiary, at a premium of ₹ 1490/-, face value of ₹ 10 each.

- The Company has given an unsecured loan of ₹ 124.00 Lacs (Previous Year ₹ 2,000.16 Lacs) at the rate of interest 9% p.a. to Gopi Bai Foundation Trust, a Public Charitable Trust, repaid alongwith interest during the year.
- Loans to others includes ₹ 130.65 Lacs (Previous Year ₹ 321.58 Lacs) given to various parties at the interest rates varying from 9% to 20%.

NOTE FORMING PARTS OF THE FINANCIAL STATEMENTS

NOTE 12. CURRENT INVESTMENT

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
A. Investments in bonds		
a) Others		
JM FINANCIAL PRODUCTS LTD.- 12 Days 15% COMMERCIAL PAPER (Previous Year-400) units of ₹ 498,773.25 each	—	199,509,300
B. Investment in mutual funds		
SBI DEBT FUND SERIES 90 DAYS 40 DIV - L216 D (Previous Year-5000000) units of ₹ 10 each	—	50,000,000
DSP BLACKROCK FMP-3M-SERIES 29 D.P MAT.DT. (Previous Year-15000000) units of ₹ 10 each	—	150,000,000
IDFC FMP 100 DAYS SERIES 1 (Previous Year-15000000) units of ₹ 10 each	—	151,432,500
RELIGARE FMP SERIES V (Previous Year-5000000) units of ₹ 10 each	—	50,000,000
UTI FIXED INCOME INTERVAL FUND SERIES 574246441487 (Previous Year-5072439) units of ₹ 10 each	—	50,749,955
SBI DEBT FUND SERIES-370 DAYS-10-GROWTH (Previous Year-5000000) units of ₹ 10 each	—	50,000,000
SBI DEBT FUND SERIES-370 DAYS-5-GROWTH (Previous Year-2000000) units of ₹ 10 each	—	20,000,000
SBI DEBT FUND SERIES-370 DAYS-6-GROWTH (Previous Year-2000000) units of ₹ 10 each	—	20,000,000
SBI DEBT FUND SERIES-370 DAYS-8-GROWTH (Previous Year-2000000) units of ₹ 10 each	—	20,000,000
DSP BLACKROCK FMP-12M- SERIES 14 GROWTH MATURITY (Previous Year-5000000) units of ₹ 10 each	—	50,000,000
HDFC FMP 370 D GROWTH- SERIES XVII (Previous Year-20000000) units of ₹ 10 each	—	200,000,000
ICICI PRUDENTIAL FMP SERIES 51-13 MONTHS PLAN C CUMULATIVE (Previous Year-2000000) units of ₹ 10 each	—	20,000,000
ICICI PRUDENTIAL FMP SERIES 55-1 YEAR PLAN A CUMULATIVE (Previous Year-5000000) units of ₹ 10 each	—	50,000,000
RELIANCE FIXED HORIZON FUND XVI SERIES 2 GROWTH PLAN (Previous Year-5000000) units of ₹ 10 each	—	50,000,000
RELIANCE FIXED HORIZON FUND XVI SERIES 4 GROWTH PLAN (Previous Year-5000000) units of ₹ 10 each	—	50,000,000
RELIGARE FIXED MATURITY PLAN- SERIES V- PLAN F (91 DAYS)- DIV. PLAN (Previous Year-5000000) units of ₹ 10 each	—	50,000,000
UTI FIXED TERM INCOME FUND SERIES VIII-V(366 DAYS)-GROWTH PLAN (Previous Year-2000000) units of ₹ 10 each	—	20,000,000
UTI FIXED MATURITY PLAN- YEARLY FMP SERIES : YFMP (10/10)-INST. GROWTH PLAN (Previous Year-5000000) units of ₹ 10 each	—	50,000,000
UTI FIXED MATURITY PLAN- YEARLY FMP SERIES : YFMP (08/10)-INST. GR. PLAN (Previous Year-2000000) units of ₹ 10 each	—	20,000,000
SBI DEBT FUND 370 DAYS 5000886 (Previous Year-Nil) units of ₹ 10 each	50,008,860	—
SBI SDFS 367 DAYS 11 GROWTH 2000000 (Previous Year-Nil) units of ₹ 10 each	20,000,000	—
UTI DYNAMIC BOND FUND 370 DAYS 4703005 (Previous Year-Nil) units of ₹ 10 each	50,000,000	—



NOTE FORMING PARTS OF THE FINANCIAL STATEMENTS

Particular	As at March 31, 2012	As at March 31, 2011
DSP BLACKROCK LIQUIDITY FUND 55002 (Previous Year-Nil) units of ₹ 10 each	35,399,533	—
HDFC LIQUID FUND PREMIUM PLAN 8156740 (Previous Year-Nil) units of ₹ 10 each	11,533,079	—
ICICI PRU - FLEXBLE INCOME PLAN I 169740 (Previous Year-Nil) units of ₹ 10 each	75,351,653	—
ICICI PRU - FLEXBLE INCOME PLAN FOLIO NO. 5512011 519379 (Previous Year-Nil) units of ₹ 10 each	55,473,613	—
ICICI PRUDENTIAL Q. INT. II INST. DIV. 2000000 (Previous Year-Nil) units of ₹ 10 each	20,000,000	—
RELIANCE FIXED HORIZON FUND XXI- SERIES 3 3000000 (Previous Year-Nil) units of ₹ 10 each	30,000,000	—
UTI LIQUID CASH PLAN IP 164409 (Previous Year-Nil) units of ₹ 10 each	158,435,557	—
UTI FIXED INCOME FUND SERIES X-V (369 DAYS)5000000 (Previous Year-Nil) units of ₹ 10 each	50,000,000	—
UTI FIXED INCOME FUND SERIES X-III (370 DAYS)5000000 (Previous Year-Nil) units of ₹ 10 each	50,000,000	—
UTI FIXED TREASURY ADVANTAGE FUND- 574257985316 3681 (Previous Year-Nil) units of ₹ 10 each	2,085,898	—
	608,288,193	1,321,691,755

Sub note:

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Aggregate Market value of quoted Investments	623,827,373	1,339,902,145
Aggregate Book value of quoted Investments	608,288,193	1,321,691,755

NOTE 13. INVENTORIES

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
i) Raw Material	3,401,396	1,766,542
ii) Finished Goods	16,378,374	14,978,882
TOTAL	19,779,770	16,745,424

Sub note:

- (a) Classification of Inventories as required by AS-2 "Valuation of Inventories" :-

Raw Material and Finished Goods contains Publication Material (Paper), and Other Items and Printed Material (Books) respectively. Inventory consists of various types of books and other items, therefore item wise break-up of the same is not given.

NOTE FORMING PARTS OF THE FINANCIAL STATEMENTS

NOTE 14. TRADE RECEIVABLES

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
(a) Debts outstanding for a period exceeding six months		
- Unsecured		
i) Considered good	4,839,418	1,802,765
ii) Doubtful	8,016,007	5,134,591
	12,855,425	6,937,356
Less: Provision for doubtful debts	8,016,007	5,134,591
	4,839,418	1,802,765
(b) Other trade receivables		
- Unsecured		
i) Considered good	4,177,144	8,075,862
ii) Doubtful	—	—
	4,177,144	8,075,862
Less: Provision for doubtful trade receivables	—	—
	4,177,144	8,075,862
iii) Inter-Company debtors	—	—
TOTAL	9,016,562	9,878,627

Sub note:

(a) Amount Due from Related Parties:

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Other trade receivables		
(i) Gopi Bai Foundation	721,800	—

NOTE 15. CASH AND CASH EQUIVALENTS

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
a) Cash on Hand	2,890,357	1,528,494
b) Balances with Banks		
(i) In Current Accounts	34,819,333	13,979,587
(ii) In Deposit Accounts	86,993,628	204,354,678
c) Cheques and drafts on hands	—	—
TOTAL	124,703,318	219,862,759

Sub note:

a) Deposit Accounts including Fixed Deposits amounting to ₹ 60,00,000/- which is under lien against Bank Guarantee given to Bombay Stock Exchange valid upto 05.06.2012.

(b) Deposit Accounts including accrued interest of ₹ 46,13,083/- (Previous Year ₹ 1,09,46,679/-).

Bank Deposit	As at March 31, 2012	As at March 31, 2011
Maturity more than 12 months	—	—

NOTE FORMING PARTS OF THE FINANCIAL STATEMENTS

NOTE 16. SHORT-TERM LOANS AND ADVANCES

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
a) Loans and advances to Employees		
Unsecured and considered good	834,150	1,637,824
Unsecured and considered doubtful	—	—
	834,150	1,637,824
Less: Provision for doubtful debts	—	—
	834,150	1,637,824
b) Loans and advances to Related Parties		
Unsecured and considered good	—	199,168,699
	—	199,168,699
c) Advance payment of Income Tax/Wealth Tax (Including TDS) (Net of Provision)		
Unsecured and considered good	24,792,782	21,163,153
	24,792,782	21,163,153
d) Deposit with Sales Tax/Service Tax Authorities		
Unsecured and considered good	2,531,988	8,824,611
	2,531,988	8,824,611
e) Other Parties		
Unsecured and considered good	14,409,687	32,457,433
	14,409,687	32,457,433
f) Prepaid Expenses		
Unsecured and considered good	652,934	222,849
	652,934	222,849
TOTAL	43,221,541	263,474,569

NOTE 17. OTHER CURRENT ASSETS

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Preliminary Expenses	—	158,490
TOTAL	—	158,490

NOTE 18. REVENUE FROM OPERATION

Amount in ₹

Particular	For the year ended March 31, 2012	For the year ended March 31, 2011
a) Sale of Study Material		
(i) Domestic	2,424,979	2,373,870
(ii) Export	—	—
b) Sale of Services		
(i) Domestic		
- Coaching fees	773,635,311	760,483,320
- Franchisees Income	15,786,692	16,718,526
- Formal Education Services	4,047,865	6,662,860
(ii) Export	—	—
Total Gross Revenue	795,894,847	786,238,576
Less-		
-Rebates/Discounts	—	—
TOTAL	795,894,847	786,238,576

NOTE FORMING PARTS OF THE FINANCIAL STATEMENTS

NOTE 19. OTHER INCOME

Amount in ₹

Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
a) Dividend Income :		
(i) from Current Investments	37,951,941	39,863,068
(ii) from Non-Current Investments	–	–
b) Interest Income :		
(i) From Group Companies	62,084,862	40,007,318
(ii) From Bank Deposits	–	–
(iii) From Loans and Advances	–	–
(iv) Others	11,563,732	23,629,694
c) Net gain on sale of :		
(i) Current Investments	59,319,600	–
(ii) Non-Current Investments	–	–
d) Other Income :		
(i) Profit on sale of fixed assets	4,428,582	4,053
(ii) Bad debts recovered	181,324	–
(iii) Miscellaneous Income	1,524,432	3,521,694
TOTAL	177,054,473	107,025,827

Sub note:

- (a) During the year, the Company has earned interest income from the following related parties defined as per AS-18 "Related Party Disclosures" :-

Amount in ₹

Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
Enterprises under same Management:		
(i) Gopi Bai Foundation	11,147,290	295,082
Subsidiaries:		
(i) Career Point Edutech Limited	287,363	147,342
(ii) Career Point Infra Limited	50,650,209	39,564,894
TOTAL	62,084,862	40,007,318

NOTE 20. COST OF MATERIAL CONSUMED

Amount in ₹

Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
Cost of materials consumed		
Opening stock	1,766,542	–
Add: Purchases during the period		
Paper Purchased	15,461,281	17,792,892
Ink & Chemicals used	432,245	460,190
Printing Labour	9,214,259	9,250,196
	26,874,327	27,503,278
Less: Closing stock	3,401,396	1,766,542
TOTAL	23,472,931	25,736,736

NOTE FORMING PARTS OF THE FINANCIAL STATEMENTS

NOTE 21. CHANGE IN INVENTORY OF FINISHED GOODS

Amount in ₹

Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
Opening stock	14,978,882	17,429,491
Closing stock	16,378,374	14,978,882
(Increase)/Decrease in Finished Goods	(1,399,492)	2,450,609

NOTE 22. EMPLOYEE BENEFITS EXPENSES

Amount in ₹

Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
Salaries, Wages and Bonus to		
-Teaching staff	281,772,592	245,193,359
-Non Teaching Staff	49,725,453	62,872,280
Contribution to provident and other funds	964,549	759,177
Gratuity	598,620	355,322
Staff Welfare	2,306,175	2,117,098
TOTAL	335,367,389	311,297,236

Sub note:

- (a) Provision for Bonus has been made for ₹ 425,624 /-.(Previous year 337,511/-) for eligible employees for the period ended 31st March, 2012.

NOTE 23. FINANCE COST

Amount in ₹

Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
Interest Expenses		
-Borrowing	—	—
-Other (Interest on Bank Overdraft)	430,128	525,141
TOTAL	430,128	525,141

NOTE FORMING PARTS OF THE FINANCIAL STATEMENTS

NOTE 24. OTHER EXPENSES

Amount in ₹

Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
Advertisement Expenses	64,483,081	57,513,145
Legal and professional charges	6,013,796	3,262,970
Repairs - Buildings	674,788	570,158
Repairs - Plant and equipment	1,874,120	1,515,327
Rent	20,308,323	21,834,548
Repairs - others	320,592	708,689
Insurance	149,870	192,270
Travelling & Conveyance	3,382,968	3,806,101
Payments to Auditors	682,860	364,113
Transportation & Packing Material Expenses	613,042	744,117
Bad debts and advances written off	396,703	—
Provision for doubtful debts and advances	2,870,416	1,521,942
Loss on sale of investment (net)	—	26,655
Directors' fees	85,000	—
Bank charges	145,350	139,823
Telephone, postage & telegram	3,875,076	5,284,174
Printing and stationery expenses	3,647,355	3,684,750
Security charges	3,395,464	3,338,714
Gifts, Awards & Prizes	1,318,793	1,025,101
Fixed Assets Written-off	—	3,143,993
Electricity & Water Expenses	9,106,984	7,348,420
Conference, Seminars & Business promotion expenses	3,837,696	3,389,654
Institute Expenses	11,880,009	7,605,434
Miscellaneous expenses	11,005	145,000
Membership fees	100,054	44,740
Interest, Penalty & Fine Charges	184,786	23,696
Scholarship, student kit and examination expenses	13,853,050	21,195,037
Books periodicals and subscriptions	72,436	86,569
TOTAL	153,283,617	148,515,140

Sub note:

(a) Payments to Auditors

Amount in ₹

Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
(i) Audit Fee	300,000	300,000
(ii) Expenses Reimbursed	382,860	64,113
TOTAL	682,860	364,113

NOTE FORMING PARTS OF THE FINANCIAL STATEMENTS

NOTE 25. CONTINGENT LIABILITIES

Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
Service tax liability	1,054,036	1,054,036
Income tax liability against matters in appeal	950,525	950,525
Claims against the Company not acknowledged as debts	5,300,436	1,672,730
Value added tax liability	7,757,800	7,757,800
Income tax search case*		
TOTAL	15,062,797	11,435,091

*An undisclosed income amounting to ₹ 60,058,330/- has been detected by the Income Tax Department during search and 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.

OTHER NOTES FORMING PART OF ACCOUNTS

26. Estimated amount of contracts remaining to be executed on capital account (net of advances): ₹ 87,836,908/- (Previous Year ₹ 35,055,230/-).

27. Expenditure in foreign exchange:-

Amount in ₹

Particulars	2011-12	2010-11
Public Issue Expenses	–	461,600

28. Provision for wealth tax for the Period is ₹ 14,00,000/- (Previous year ₹ 1,150,000/-) included in current tax.

29. 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 period the Company has recognised ₹ 278,309 /- (Previous year- ₹ 221,094/-) as employer's contribution to Provident Fund and ₹ 572,138 /- (Previous Year- ₹ 448,295/-) as employer's contribution to Employees Pension Scheme, 1995 in the Profit and Loss Account.

The Company is depositing PF 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 31st March, 2012 in respect of Defined Benefit Plans – Gratuity and Leave Encashment (the Company does not provide encashment of earned leave) on the following assumptions:

NOTE FORMING PARTS OF THE FINANCIAL STATEMENTS

Sr. No.	Particulars	31.03.2012	31.03.2011
i)	Discounting Rate	8.75%	8.25%
ii)	Future salary Increase	5%	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:

Amount in ₹

Sr. No.	Particulars	31.03.2012	31.03.2011	31.03.2012	31.03.2011
		Gratuity		Leave Encashment	
a)	Present value of obligation as at the beginning of the period	3,412,676	3,057,354	—	—
b)	Acquisition adjustment	—	—	—	—
c)	Interest cost	298,609	251,541	—	—
d)	Past service cost	—	—	—	—
e)	Current service cost	1,230,127	1,248,857	—	—
f)	Curtailment cost/(Credit)	—	—	—	—
g)	Settlement cost/(Credit)	—	—	—	—
h)	Benefits paid	(56,337)	—	—	—
i)	Actuarial (gain)/loss on obligation	(930,116)	(1,145,076)	—	—
j)	Present value of obligation as at the end of period	3,954,959	3,412,676	—	—

Changes in the fair value of plan assets:

Amount in ₹

Sr. No.	Particulars	As at 31.03.2012		As at 31.03.2011	
		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	—	—	—	—
e)	Benefits paid	—	—	—	—
f)	Actuarial gain/(loss) on plan assets	—	—	—	—
g)	Fair value of plan assets at the end of the period	—	—	—	—

NOTE FORMING PARTS OF THE FINANCIAL STATEMENTS

Amount recognised in the Balance Sheet:

Amount in ₹

Sr. No.	Particulars	As at 31.03.2012		As at 31.03.2011	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
a)	Present value of Defined Benefit Obligation				
	- Funded	—	—	—	—
	- Unfunded	3,954,959	—	3,412,676	—
		3,954,959	—	3,412,676	—
b)	Less. Fair value of Plan Assets	—	—	—	—
c)	Amount to be recognised as (liability) or asset	(3,954,959)	—	(3,412,676)	—

Expense recognised in the statement of profit and loss:

Amount in ₹

Sr. No.	Particulars	As at 31.03.2012		As at 31.03.2011	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
a)	Current service cost	1,230,127	—	1,248,857	—
b)	Past service cost	—	—	—	—
c)	Interest cost	298,609	—	251,541	—
d)	Expected return on plan assets	—	—	—	—
e)	Curtailment cost / (Credit)	—	—	—	—
f)	Settlement cost / (credit)	—	—	—	—
g)	Net actuarial (gain)/ loss recognised in the period	(930,116)	—	(1,145,076)	—
h)	Expenses recognised in the statement of profit & losses	598,620	—	355,322	—

Amount for the current period is as follows:-

Gratuity

Amount in ₹

Particulars	As at 31.03.2012	As at 31.03.2011
Defined Benefit Obligation	598,620	355,322
Plan Assets	—	—
Surplus/ (Deficit)	(598,620)	(355,322)
Experience adjustments on plan liabilities	—	—
Experience adjustments on plan assets	—	—

Leave Encashment

Amount in ₹

Particulars	As at 31.03.2012	As at 31.03.2011
Defined Benefit Obligation	—	—
Plan Assets	—	—
Surplus/ (Deficit)	—	—
Experience adjustments on plan liabilities	—	—
Experience adjustments on plan assets	—	—

NOTE FORMING PARTS OF THE FINANCIAL STATEMENTS

Experience Adjustment:

Amount in ₹

Particulars	As at 31.03.2012	As at 31.03.2011
Experience Adjustment (Gain)/ Loss for Plan Liabilities	(479,381)	—
Experience Adjustment Gain/ (loss) for Plan assets	—	—

30. Segment Reporting

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

31. Disclosure of related parties/ related party transactions:

(a) List of related parties over which control exists

Name of the Related Party	Relationship
Career Point Edutech Limited	Subsidiary
Career Point Infra Limited	Subsidiary
Gyan Eduventure Private Limited	Subsidiary

(b) 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)

- 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

(c) Disclosure of Related Party transactions:

Amount in ₹

Sr. No.	Nature of Transaction/ Relationship/ parties	2011-12	2010-11
i)	Remuneration to Key management Personnel:		
	Mr. Pramod Maheshwari	1,743,000	1,743,000
	Mr. Om Prakash Maheshwari	1,743,000	1,743,000
	Mr. Nawal Kishore Maheshwari	1,743,000	1,743,000
ii)	Rent paid to		
	Subsidiary:		
	Career Point Infra Limited	1,200,000	1,100,000
	Key management Personnel:		
	Mr. Pramod Maheshwari	780,000	780,000



NOTE FORMING PARTS OF THE FINANCIAL STATEMENTS

Sr. No.	Nature of Transaction/ Relationship/ parties	2011-12	2010-11
	Mr. Nawal Kishore Maheshwari	–	125,000
	Relative of Key management Personnel:		
	Smt. Shilpa Maheshwari	1,080,000	1,080,000
	Smt. Neelima Maheshwari	120,000	120,000
	Smt. Rekha Maheshwari	–	125,000
	Enterprises under same Management:		
	Diamond Business Solutions Private Ltd.	1,200,000	1,200,000
	Om Prakash Maheshwari (HUF)	960,000	960,000
	Wellwin Technosoft Private Ltd.	240,000	240,000
	Gopi Bai Foundation	2,000,400	1,833,700
iii)	Loan given:		
	Enterprises under same Management:		
	Gopi Bai Foundation	12,400,000	200,016,380
	Wellwin Technosoft Limited	–	–
	Proseed Foundation	–	8,985
	Subsidiary:		
	Career Point Edutech Limited	1,230,679	2,031,541
	Career Point Infra Limited	1,156,995,008	442,475,225
iv)	Repayment of Loan Received.		
	Subsidiary:		
	Career Point Infra Limited	1,489,483,821	–
	Career Point Edutech Limited	28,737	2,144,132
	Enterprises under same Management:		
	Gopi Bai Foundation	222,715,989	16,380
	Proseed Foundation	–	8,985
v)	Interest Income on Loan to		
	Subsidiary:		
	Career Point Edutech Limited	287,363	147,342
	Career Point Infra Limited	50,650,209	39,564,894
	Enterprises under same Management:		
	Gopi Bai Foundation	11,147,290	295,082
vi)	Brokerage Received		
	Key management Personnel:		
	Mr. Om Prakash Maheshwari	921, 666	1,389,404
vii)	Fee Income - Education Service Charges		
	Enterprises under same Management:		
	Gopi Bai Foundation	4,047,865	3,662,860
viii)	Shares Purchased		
	Subsidiary:		
	Career Point Infra Limited	1,318,500,000	–

NOTE FORMING PARTS OF THE FINANCIAL STATEMENTS

(d) **Amount due to/from related parties:**

Amount in ₹

Sr. No.	Nature of Transaction/ Relationship/ parties	As at 2011-12	As at 2010-11
i)	Amounts due from Associates/Subsidiaries		
	Key management Personnel:		
	Mr. Om Prakash Maheshwari	—	—
	Subsidiary:		
	Career Point Edutech Limited	3,821,310	2,619,368
	Career Point Infra Limited	131,406,034	462,904,847
	Enterprises under same Management:		
	Gopi Bai Foundation	721,800	201,523,274
ii)	Amounts payable		
	Key Managerial Personnel:		
	Mr. Om Prakash Maheshwari	217,280	65,250
	Mr. Pramod Maheshwari	170,161	78,750
	Mr. Nawal Kishore Maheshwari	145,250	20,250
	Subsidiary:		
	Career Point Infra Limited	100,300	—
	Enterprises under same Management:		
	Diamond Business Solutions Private Ltd.	90,000	100,300
	Wellwin Technosoft Private Ltd.	18,000	18,000
	Om Prakash Maheshwari (HUF)	80,240	80,240
	Gopi Bai Foundation (Rent)	167,200	—
	Relative of Key management Personnel:		
	Smt. Shilpa Maheshwari	90,270	—
	Smt. Neelima Maheshwari	10,000	—
	Smt. Rekha Maheshwari	—	—

32. 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.

33. Basic and Diluted Earnings per share ["EPS"] computed in accordance with Accounting Standard (AS) 20 "Earnings per Share"

Particulars	2011-12	2010-11
Basic EPS:-		
Net profit after prior period items and Income tax (₹)	317,959,300	273,741,697
Weighted average number of equity shares outstanding at the end of the year	18,132,939	18,132,939
Basic EPS (in ₹)	17.53	16.82
Diluted EPS:-		
Adjusted profit for diluted earning per share (₹)	317,959,300	273,741,697
Weighted average number of shares outstanding for diluted earning per share	18,132,939	18,132,939
Diluted EPS (in ₹)	17.53	16.82

34. 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.

NOTE FORMING PARTS OF THE FINANCIAL STATEMENTS

35. Un-hedged foreign currency exposures as at 31st March, 2012 are as under:

Particulars	Amount in ₹	
	2011-12	2010-11
Receivables	Nil	Nil
Payables	Nil	Nil

36. There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at 31st March, 2012.
37. Figures for the previous period have been regrouped / reclassified in line with revised Schedule VI as directed by MCA through Notification No. S.O. 447(E).

GENERAL INFORMATION:

Career Point Limited is a leading education Company in India, operating in both the Informal and Formal Education streams by providing Tutorial Services and Education Consultancy & Management services across the value chain.

38. SIGNIFICANT ACCOUNTING POLICIES:

38.1 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.

38.2 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.

38.3 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.

38.4 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.

38.5 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.

38.6 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:

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

38.7 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.

38.8 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.

38.9 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.

38.10 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.

38.11 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.



38.12 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.

38.13 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;
 - (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.

As per our report attached

For **Sharp & Tannan**
Chartered Accountants
ICAI Registration No. 000452N
by the hand of

Pavan K. Aggarwal
Partner
Membership No. 091466

Place : Kota
Date : May 30, 2012

For and on behalf of the Board of Directors

Pramod Maheshwari
Managing Director & CEO

Tarun Kumar Jain
GM (Corporate & Legal Affairs) &
Company Secretary

Place : Kota
Date : May 30, 2012

Om Prakash Maheshwari
Executive Director & CFO

Pawan Kumar Lalpuria
Independent Director

AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF CAREER POINT LIMITED ON CONSOLIDATED FINANCIAL STATEMENTS (FORMERLY KNOWN AS CAREER POINT INFOSYSTEMS LIMITED)

We have examined the attached Consolidated Balance Sheet of Career Point Limited (formerly known as Career Point Infosystems Limited) and its subsidiaries and associates (the Career Point Group), as at 31st March 2012, 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:

(Amount in ₹)

Audited by other Auditors	Total Assets	Total Revenues
Indian Subsidiaries	15,010.13	17.91
	Net carrying cost of Investments	Current year share of Profit / (Loss)
Associates	41.48	2.09

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 Notes thereon, give a true and fair view in conformity with the accounting principles generally accepted in India:

- In case of the Consolidated Balance Sheet, of the state of affairs of the Career Point Group as at 31st March, 2012;
- In case of the Consolidated statement of Profit and Loss Account of the consolidated results of operations of the Career Point Group for the year ended on that date; and
- 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 : New Delhi
Date : May 30, 2012



CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2012

(Amount in ₹)

Particulars	Note No.	As At March 31, 2012	As At March 31, 2011
EQUITY AND LIABILITIES			
Shareholder's funds			
(a) Share Capital	1	181,329,390	181,329,390
(b) Reserves and Surplus	2	2,772,347,857	2,474,445,573
(c) Minority interest		194,924	149,270
Non-current Liabilities			
(a) Deferred Tax Liabilities (Net)	3	2,894,865	2,733,830
(b) Long-Term Provisions	4	3,954,959	3,412,676
Current Liabilities			
(a) Short-term borrowings	5	–	579,992
(b) Trade payables	6	4,967,548	10,547,712
(c) Other current liabilities	7	99,410,441	95,194,058
(d) Short-Term Provisions	8	15,081,328	11,931,022
TOTAL EQUITY AND LIABILITIES		3,080,181,312	2,780,323,523
ASSETS			
Non-current Assets			
(a) Fixed Assets	9		
(i) Tangible assets		768,923,086	540,931,192
(ii) Intangible assets		21,000	21,000
(iii) Capital work-in-progress		800,215,124	231,038,116
(b) Non-current investments	10	4,147,613	3,938,710
(c) Long-term loans and advances	11	687,420,439	49,600,733
(d) Other non-current assets	12	–	132,407
Current Assets			
(a) Current investments	13	608,288,193	1,321,691,755
(b) Inventories	14	19,779,770	16,745,424
(c) Trade receivables	15	9,016,562	9,878,627
(d) Cash and cash equivalents	16	131,803,483	226,159,154
(e) Short-term loans and advances	17	50,566,042	379,671,483
(f) Other current assets	18	–	514,922
TOTAL ASSETS		3,080,181,312	2,780,323,523
CONTINGENT LIABILITIES	26		
OTHER NOTES FORMING PART OF ACCOUNTS	27-39		
SIGNIFICANT ACCOUNTING POLICIES	40		

As per our report attached

For **Sharp & Tannan**

Chartered Accountants

ICAI Registration No. 000452N

by the hand of

Pavan K. Aggarwal

Partner

Membership No. 091466

Place : Kota

Date : May 30, 2012

For and on behalf of the Board of Directors

Pramod Maheshwari

Managing Director & CEO

Tarun Kumar Jain

GM (Corporate & Legal Affairs) &

Company Secretary

Place : Kota

Date : May 30, 2012

Om Prakash Maheshwari

Executive Director & CFO

Pawan Kumar Lalpuria

Independent Director

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON MARCH 31, 2012

(Amount in ₹)

Particulars	Note No.	For the year ended 31 March, 2012	For the year ended 31 March, 2011
REVENUE			
Revenue from operations	19	795,894,847	786,266,668
Other Income	20	158,009,810	67,479,675
TOTAL REVENUE		953,904,657	853,746,343
EXPENSES			
Cost of materials consumed	21	23,472,931	25,736,736
Change in Inventories	22	(1,399,492)	2,450,609
Employee benefits expense	23	335,917,623	312,627,874
Finance costs	24	461,371	538,970
Depreciation and amortisation expense	9	16,627,868	13,081,037
Other expenses	25	153,766,849	149,071,453
TOTAL EXPENSES		528,847,150	503,506,679
Profit before tax		425,057,507	350,239,664
Tax expense:			
(1) Current tax		111,610,862	118,150,000
(2) Deferred tax		161,035	862,689
(3) Earlier Years		15,633,288	(1,055,963)
TOTAL TAX		127,405,185	117,956,726
Profit/ (Loss) after tax for the period		297,652,322	232,282,938
Minority Interest in income		94,606	31,092
Share of Profit / Loss in associate companies		208,902	596,211
Profit available for distribution		297,955,830	232,910,241
Earnings per equity share:			
(1) Basic		16.43	14.31
(2) Diluted		16.43	14.31
OTHER NOTES FORMING PART OF ACCOUNTS	27-39		
SIGNIFICANT ACCOUNTING POLICIES	40		

As per our report attached

For **Sharp & Tannan**
Chartered Accountants
ICAI Registration No. 000452N
by the hand of

Pavan K. Aggarwal
Partner
Membership No. 091466

Place : Kota
Date : May 30, 2012

For and on behalf of the Board of Directors

Pramod Maheshwari
Managing Director & CEO

Tarun Kumar Jain
GM (Corporate & Legal Affairs) &
Company Secretary

Place : Kota
Date : May 30, 2012

Om Prakash Maheshwari
Executive Director & CFO

Pawan Kumar Lalpuria
Independent Director



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2012

(Amount in ₹)

Particulars	2011-12	2010-11
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Net Profit Before Taxation and before prior period items	425,057,507	350,239,664
Adjustments for:		
Depreciation	16,627,868	13,081,037
Dividend Income	(38,462,703)	(39,869,648)
Short/Long Term Capital Gain on shares/assets	(63,748,182)	26,655
Interest Income	(54,013,169)	(24,084,280)
Interest expense	461,371	538,970
Miscellaneous expenditure written off	356,422	694,875
Provision for Doubtful Debts and Advances	2,870,416	624,064
Provision for Doubtful Debts	—	897,878
Provision for Gratuity	598,620	355,322
Fixed assets written off	—	3,143,992
Security Forfeited	—	260,738
Operating Profit before Working Capital Changes	289,748,150	305,909,267
(Increase)/Decrease in Trade and Other Receivables	3,732,481	(6,736,976)
(Increase)/Decrease in Inventories	(3,034,346)	684,067
(Increase)/Decrease in Other Current Assets	(311,130,321)	(74,008,565)
(Increase)/Decrease in Provisions	—	—
Increase/(Decrease) in Current Liabilities	1,348,940	14,666,181
(Increase)/Decrease in Miscellaneous expenditure	514,922	14,347,161
Cash generated from operations	(18,820,174)	254,861,135
Direct taxes paid	(126,731,604)	(118,848,942)
Net Cash from Operating Activities	(145,551,778)	136,012,193
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Fixed Assets	5,900,000	230,000
Interest & Dividend Received	92,475,872	63,953,928
Purchase of Fixed Assets (including CWIP)	(818,693,721)	(339,240,674)
Sale/(Purchase) of Other Investments	772,514,259	(943,515,153)
Net Cash (used in)/ from Investing Activities	52,196,410	(1,218,571,899)

C.	CASH FLOWS FROM FINANCING ACTIVITIES		
	Proceeds from Issue of Share Capital	–	37,126,420
	(Repayment)/Proceeds from Short Term Borrowings	(579,992)	(552,799)
	Share Premium received	–	1,112,873,400
	Brokerage	(53,546)	(67,645,001)
	Payment (to)/from of Minority Interest	94,606	31,092
	Interest paid	(461,371)	(538,969)
	Net Cash Flow from Financing Activities	(1,000,303)	1,081,294,143
	Net increase/(decrease) in cash and cash equivalents (A + B + C)	(94,355,671)	(1,265,563)
	Cash and Cash Equivalents at beginning of the period	226,159,154	227,424,717
	Cash and Cash Equivalents at end of the period	131,803,483	226,159,154

Sub 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

For **Sharp & Tannan**
Chartered Accountants
ICAI Registration No. 000452N
by the hand of

Pavan K. Aggarwal
Partner
Membership No. 091466

Place : Kota

Date : May 30, 2012

For and on behalf of the Board of Directors

Pramod Maheshwari
Managing Director & CEO

Tarun Kumar Jain
GM (Corporate & Legal Affairs) &
Company Secretary

Place : Kota

Date : May 30, 2012

Om Prakash Maheshwari
Executive Director & CFO

Pawan Kumar Lalpuria
Independent Director

CONSOLIDATED NOTES FORMING PARTS OF THE FINANCIAL STATEMENTS

NOTE 1. SHARE CAPITAL

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Authorised:		
25,000,000 Equity Shares of ₹ 10/- each	250,000,000	250,000,000
(Previous Year 25,000,000 Equity Shares of ₹ 10/- each)		
Issued, Subscribed and Paid up:		
18,132,939 Equity Shares of ₹ 10/- each	181,329,390	181,329,390
(Previous Year 18,132,939 Equity Shares of ₹ 10/- each)		
TOTAL	181,329,390	181,329,390

Sub notes:

- (a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period;

Particulars	As at March 31, 2012		As at March 31, 2011	
	Number of shares	Amount ₹	Number of shares	Amount ₹
Equity Shares with voting rights				
Opening balance	18,132,939	181,329,390	14,420,297	144,202,970
Fresh issue during the year	—	—	3,712,642	37,126,420
Closing balance	18,132,939	181,329,390	18,132,939	181,329,390

- (b) Details of shares held by each shareholder holding more than 5% shares of the aggregate shares in the Company:

Name of shareholder	As at March 31, 2012		As at March 31, 2011	
	Number of shares	% held	Number of shares	% held
Mr. Pramod Kumar Maheshwari	1,403,398	7.74	1,397,198	7.71
Mr. Om Prakash Maheshwari	1,386,300	7.65	1,386,300	7.65
Mr. Nawal Kishore Maheshwari	1,385,800	7.64	1,385,800	7.64
Mr. Gulab Chand Maheshwari	1,339,500	7.39	1,339,500	7.39
Mrs. Kailash Bai	1,339,500	7.39	1,339,500	7.39
Mrs. Shilpa Maheshwari	1,339,500	7.39	1,339,500	7.39
Mrs. Rekha Maheshwari	1,339,500	7.39	1,339,500	7.39
Mrs. Neelima Maheshwari	1,339,500	7.39	1,339,500	7.39
M/s Reliance Capital Trustee Co. Ltd.	943,571	5.20	—	—

- (c) Reconciliation of IPO Proceeds utilisation

Amount in ₹

Particulars	April-11 to March-12	April-11 to March-11
Funds raised through IPO	1,149,999,820	1,149,999,820
Fund Utilisation:-		
Public Issue Expenses	67,698,547	67,645,001
Land Development under Construction and development an integrated campus facility	266,234,883	16,245,700
Construction of CP Tower 2 under Expansion of classroom infrastructure and office facility	134,001,072	68,956,421
General Corporate Purpose	144,100,871	—
TOTAL	612,035,373	152,847,122
Balance amount invested in units of FMP's and Liquid Funds	537,964,447	997,152,698

CONSOLIDATED NOTES FORMING PARTS OF THE FINANCIAL STATEMENTS

- (d) Pursuant to Special Resolution passed at Extra Ordinary General Meeting held on March 19, 2012 the Company obtained the approval from the members for deviation in the utilisation of IPO Proceeds and delegated the powers to the Board of Directors of the Company to utilise any part of the net proceeds for a purpose or purposes other than those described in the Prospectus of the Company.
- (e) The list of the subsidiaries and associates included in the consolidated financials as at 31st March, 2012 are as under:-

Name	Country of incorporation	Proportion of Ownership Interest(%)	Proportion of Voting Power held (%)
Subsidiaries:			
Career Point Edutech Limited	India	95	95
Career Point Infra Limited	India	99.99	99.99
Associate:			
Imperial Infin Private Limited	India	42.74	42.74

NOTE 2. RESERVES AND SURPLUS

Amount in ₹

Particular	As at March 31, 2012		As at March 31, 2011	
(i) Securities premium account:				
Opening Balance	1,715,554,736		670,326,337	
Add: Received During the Period	–		1,112,873,400	
	1,715,554,736		1,783,199,737	
Less: Commission and expenditure related to equity share issue	53,546	1,715,501,190	67,645,001	1,715,554,736
(ii) Retained Earnings				
Opening Balance	758,890,837		525,980,596	
Add / (Less): Transferred from:				
Statement of profit & loss	297,955,830	1,056,846,667	232,910,241	758,890,837
TOTAL		2,772,347,857		2,474,445,573

NOTE 3. DEFERRED TAX LIABILITY / ASSET

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Deferred Tax Liabilities	2,894,865	2,733,830
TOTAL	2,894,865	2,733,830

Sub note:

The major components of deferred tax assets and deferred tax liabilities are as under:-

Amount in ₹

Particulars	As at March 31, 2012		As at March 31, 2011	
	Deferred Tax Assets	Deferred Tax Liabilities	Deferred Tax Assets	Deferred Tax Liabilities
Difference between book and tax depreciation	–	–	–	6,285,788
Difference between book and tax WDV	–	9,805,311	–	–
Expenses allowable for tax purposes on payment basis	4,789,420	–	–	–
Unabsorbed carried forward tax losses / depreciation	2,121,026	–	3,551,958	–
	6,910,446	9,805,311	3,551,958	6,285,788
Net deferred tax (liability) / asset		2,894,865		2,733,830
Net liability charged to the profit and loss account		161,035		862,689
Net incremental liability	–	161,035	–	862,689



CONSOLIDATED NOTES FORMING PARTS OF THE FINANCIAL STATEMENTS

NOTE 4. LONG TERM PROVISIONS

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Employees Benefits (Refer Note 31)	3,954,959	3,412,676
TOTAL	3,954,959	3,412,676

NOTE 5. SHORT TERM BORROWINGS

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Overdraft from Bank		
- Secured	—	579,992
TOTAL	—	579,992

Sub Notes:

(a) Overdraft from bank

- The Company has secured loan-overdraft facility of ₹ 449.10/- Lacs from HDFC Bank against the security of Fixed Deposit Receipts of ₹ 499.10/- Lacs issued by HDFC Bank in the name of the Company.
- The Company has secured loan- Dropline Overdraft facility of ₹ 500/- Lacs from HDFC Bank , against the security of below mentioned properties. Present loan overdraft limit is ₹ 182.50/- lacs @ 10.80% p.a. The amount availed against both above the facilities, at the year end is ₹ NIL (Previous Year ₹ NIL).

- E-8(2), Road No.1, IPIA, Kota
- 112A, Shakti Nagar, Kota
- 112B, Shakti Nagar, Kota

NOTE 6. TRADE PAYABLES

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Sundry creditors		
Due to others	4,967,548	10,547,712
Due to Micro, Medium and Small enterprises	—	—
TOTAL	4,967,548	10,547,712

CONSOLIDATED NOTES FORMING PARTS OF THE FINANCIAL STATEMENTS

Sub notes:

(a) Amount Due to Related Parties

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
(a) Enterprises under same Management:		
(i) Diamond Business School Private Ltd.	90,000	100,300
(ii) Wellwin Technosoft Private Ltd.	18,000	18,000
(iii) Om Prakash Maheshwari (HUF)	80,240	80,240
(iv) Gopi Bai Foundation (Rent)	167,200	—
(b) Key Managerial Personnel:		
(i) Mr. Om Prakash Maheshwari	217,280	65,250
(ii) Mr. Pramod Maheshwari	170,161	78,750
(iii) Mr. Nawal Kishore Maheshwari	145,250	20,250
(c) Relative of Key Management Personnel:		
(i) Smt. Shilpa Maheshwari	90,270	—
(ii) Smt. Neelima Maheshwari	10,000	—
TOTAL	988,401	362,790

(b) Amount payable to Micro, Small & Medium Enterprises (MSMED Act):

- 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.
- 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.

NOTE 7. OTHER CURRENT LIABILITIES

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Accrued Salaries and benefits		
-Salaries and benefits	24,383,633	24,842,520
Other liabilities		
- Security deposits	26,768,452	4,510,493
- Withholding and other taxes	6,830,863	8,557,479
- Others	923,770	957,150
Income received in advance	40,503,723	56,326,416
TOTAL	99,410,441	95,194,058

NOTE 8. SHORT TERM PROVISIONS

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Provision for employees benefits	425,624	337,511
Provision for tax (Net of Advance tax ₹Nil)	1,400,000	1,150,000
Provision for Expenses	13,255,704	10,443,511
TOTAL	15,081,328	11,931,022

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CONSOLIDATED NOTES FORMING PARTS OF THE FINANCIAL STATEMENTS

NOTE 10. NON CURRENT INVESTMENT

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
A. Trade Investments		
I. Investment in Equity Instruments		
a) Associate		
Equity Shares of Imperial Infin Private Ltd. (Unquoted)	3,400,000	3,400,000
34,000 (Previous year 34,000) shares of ₹ 100/- each		
Add/(Less) : Accumulated share in profit/(loss) of associate Company at the beginning of the year	538,711	(57,501)
"Add/(Less) : Share in profit/(loss)(net) of associate Company - current year"	208,902	596,211
TOTAL	4,147,613	3,938,710

Sub note:

Amount in ₹

(a) Book value of unquoted investments:

Particular	As at March 31, 2012	As at March 31, 2011
Aggregate Book value of unquoted Investments	4,147,613	3,938,710

NOTE 11. LONG TERM LOANS AND ADVANCES

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
(a) Capital Advances		
- Unsecured and considered good	196,909,450	35,511,923
(b) Security Deposits		
- Unsecured and considered good	9,278,068	5,874,168
(c) Balances with Authorities		
- Unsecured and considered good	4,958,454	682,819
(d) Loans and advances to Related Parties (Refer Note 33)		
- Unsecured and considered good		
Associates	470,914,309	—
(e) Loan and advances to employees		
- Unsecured and considered good	1,020,000	1,020,000
- Considered doubtful	2,365,064	2,376,064
	3,385,064	3,396,064
Less: Provision for doubtful advances	2,365,064	2,376,064
	1,020,000	1,020,000
(f) Other		
- Unsecured and considered good	4,340,158	6,511,823
TOTAL	687,420,439	49,600,733

Sub notes:

- (a) The Company has given an unsecured loan of ₹ 124.00 Lacs (Previous Year ₹ 2000.16 Lacs) at the rate of interest @ 9% p.a. to Gopi Bai Foundation Trust, a Public Charitable Trust, repaid alongwith interest during the year.
- (b) Loans to others includes ₹ 130.65 Lacs (Previous Year ₹ 321.58 Lacs) given to various parties at the interest rates varying from 9% to 20%.



CONSOLIDATED NOTES FORMING PARTS OF THE FINANCIAL STATEMENTS

NOTE 12. OTHER NON CURRENT ASSETS

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Interest on loan (Deferred Exp.)	–	132,407
TOTAL	–	132,407

NOTE 13. CURRENT INVESTMENT

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
A. Investments in bonds		
a) Others		
JM FINANCIAL PRODUCTS LTD.- 12 Days 15% COMMERCIAL PAPER (Previous Year-400) units of ₹ 498773.25 each	–	199,509,300
B. Investment in mutual funds		
SBI DEBT FUND SERIES 90 DAYS 40 DIV - L216 D (Previous Year-5000000) units of ₹ 10 each	–	50,000,000
DSP BLACKROCK FMP-3M-SERIES 29 D.P MAT.DT. (Previous Year-15000000) units of ₹ 10 each	–	150,000,000
IDFC FMP 100 DAYS SERIES I (Previous Year-15000000) units of ₹ 10 each	–	151,432,500
RELIGARE FMP SERIES V (Previous Year-5000000) units of ₹ 10 each	–	50,000,000
UTI FIXED INCOME INTERVAL FUND SERIES 574246441487 (Previous Year-5072439) units of ₹ 10 each	–	50,749,955
SBI DEBT FUND SERIES-370 DAYS-10-GROWTH (Previous Year-5000000) units of ₹ 10 each	–	50,000,000
SBI DEBT FUND SERIES-370 DAYS-5-GROWTH (Previous Year-2000000) units of ₹ 10 each	–	20,000,000
SBI DEBT FUND SERIES-370 DAYS-6-GROWTH (Previous Year-2000000) units of ₹ 10 each	–	20,000,000
SBI DEBT FUND SERIES-370 DAYS-8-GROWTH (Previous Year-2000000) units of ₹ 10 each	–	20,000,000
DSP BLACKROCK FMP-12M- SERIES 14 GROWTH MATURITY (Previous Year-5000000) units of ₹ 10 each	–	50,000,000
HDFC FMP 370 D GROWTH- SERIES XVII (Previous Year-20000000) units of ₹ 10 each	–	200,000,000
ICICI PRUDENTIAL FMP SERIES 51-13 MONTHS PLAN C CUMULATIVE (Previous Year-2000000) units of ₹ 10 each	–	20,000,000
ICICI PRUDENTIAL FMP SERIES 55-1 YEAR PLAN A CUMULATIVE (Previous Year-5000000) units of ₹ 10 each	–	50,000,000
RELIANCE FIXED HORIZON FUND XVI SERIES 2 GROWTH PLAN (Previous Year-5000000) units of ₹ 10 each	–	50,000,000
RELIANCE FIXED HORIZON FUND XVI SERIES 4 GROWTH PLAN (Previous Year-5000000) units of ₹ 10 each	–	50,000,000
RELIGARE FIXED MATURITY PLAN- SERIES V- PLAN F (91 DAYS)- DIV. PLAN (Previous Year-5000000) units of ₹ 10 each	–	50,000,000
UTI FIXED TERM INCOME FUND SERIES VIII-V(366 DAYS)-GROWTH PLAN (Previous Year-2000000) units of ₹ 10 each	–	20,000,000
UTI FIXED MATURITY PLAN- YEARLY FMP SERIES : YFMP (10/10)-INST. GROWTH PLAN (Previous Year-5000000) units of ₹ 10 each	–	50,000,000

CONSOLIDATED NOTES FORMING PARTS OF THE FINANCIAL STATEMENTS

Particular	As at March 31, 2012	As at March 31, 2011
UTI FIXED MATURITY PLAN- YEARLY FMP SERIES : YFMP (08/10)-INST. GR. PLAN (Previous Year-2000000) units of ₹ 10 each	–	20,000,000
SBI DEBT FUND 370 DAYS 5000886 (Previous Year-Nil) units of ₹ 10 each	50,008,860	–
SBI SDFS 367 DAYS 11 GROWTH 2000000 (Previous Year-Nil) units of ₹ 10 each	20,000,000	–
UTI DYNAMIC BOND FUND 370 DAYS 4703005 (Previous Year-Nil) units of ₹ 10 each	50,000,000	–
DSP BLACKROCK LIQUIDITY FUND 55002 (Previous Year-Nil) units of ₹ 10 each	35,399,533	–
HDFC LIQUID FUND PREMIUM PLAN 8156740 (Previous Year-Nil) units of ₹ 10 each	11,533,079	–
ICICI PRU - FLEXBLE INCOME PLAN1169740 (Previous Year-Nil) units of ₹ 10 each	75,351,653	–
ICICI PRU - FLEXBLE INCOME PLAN FOLIO NO. 5512011 519379 (Previous Year-Nil) units of ₹ 10 each	55,473,613	–
ICICI PRUDENTIAL Q. INT. II INST. DIV. 2000000 (Previous Year-Nil) units of ₹ 10 each	20,000,000	–
RELIANCE FIXED HORIZON FUND XXI- SERIES 3 3000000 (Previous Year-Nil) units of ₹ 10 each	30,000,000	–
UTI LIQUID CASH PLAN IP 164409 (Previous Year-Nil) units of ₹ 10 each	158,435,557	–
UTI FIXED INCOME FUND SERIES X-V (369 DAYS)5000000 (Previous Year-Nil) units of ₹ 10 each	50,000,000	–
UTI FIXED INCOME FUND SERIES X-III (370 DAYS)5000000 (Previous Year-Nil) units of ₹ 10 each	50,000,000	–
UTI FIXED TREASURY ADVANTAGE FUND- 574257985316 3681 (Previous Year-Nil) units of ₹ 10 each	2,085,898	–
TOTAL	608,288,193	1,321,691,755

Sub note:

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Aggregate Market value of quoted Investments	623,827,373	1,339,902,145
Aggregate Book value of quoted Investments	608,288,193	1,321,691,755

NOTE 14. INVENTORIES

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
i) Raw Material	3,401,396	1,766,542
ii) Finished Goods	16,378,374	14,978,882
TOTAL	19,779,770	16,745,424

Sub notes:

- (a) Classification of Inventories as required by AS-2 "Valuation of Inventories":-

Raw Material and Finished Goods contains Publication Material (Paper), and Other Items and Printed Material (Books) respectively. Inventory consists of various types of books and other items, therefore item wise break-up of the same is not given.

CONSOLIDATED NOTES FORMING PARTS OF THE FINANCIAL STATEMENTS

NOTE 15. TRADE RECEIVABLES

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
(a) Debts outstanding for a period exceeding six months		
- Unsecured		
i) Considered good	4,839,418	1,802,765
ii) Doubtful	8,016,007	5,134,591
	12,855,425	6,937,356
Less: Provision for doubtful debts	8,016,007	5,134,591
	4,839,418	1,802,765
(b) Other trade receivables		
- Unsecured		
i) Considered good	4,177,144	8,075,862
ii) Doubtful	—	—
	4,177,144	8,075,862
Less: Provision for doubtful trade receivables	—	—
	4,177,144	8,075,862
TOTAL	9,016,562	9,878,627

Sub note:

(a) Amount due from related parties:

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Other trade receivables		
(i) Gopi Bai Foundation	721,800	—

NOTE 16. CASH AND CASH EQUIVALENTS

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
a) Cash on Hand	3,194,461	2,035,784
b) Balances with Banks		
(i) In Current Accounts	33,797,280	14,125,138
(ii) In Deposit Accounts [Refer Sub note (a) & (b)]	94,811,742	209,998,232
c) Cheques and drafts on hands		
TOTAL	131,803,483	226,159,154

Sub note:

(a) Deposit Accounts including Fixed Deposits amounting to ₹ 60,00,000/- which is under lien against Bank Guarantee given to Bombay Stock Exchange valid upto 5th June, 2012.

(b) Deposit Accounts including accrued interest of ₹ 46,13,083/- (Previous Year ₹ 10,946,679/-).

Amount in ₹

Bank Deposit	As at March 31, 2012	As at March 31, 2011
Maturity more than 12 months	—	—

CONSOLIDATED NOTES FORMING PARTS OF THE FINANCIAL STATEMENTS

NOTE 17. SHORT-TERM LOANS AND ADVANCES

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
a) Loans and advances to Employees		
Unsecured and considered good	834,150	1,637,824
Unsecured and considered doubtful	–	–
	834,150	1,637,824
Less: Provision for doubtful debts	–	–
	834,150	1,637,824
b) Loans and advances to Related Parties (Refer Note 33)		
Unsecured and considered good	–	311,297,496
	–	311,297,496
c) Advance payment of Income Tax/Wealth Tax (Including TDS) (Net of Provision)		
Unsecured and considered good	27,925,551	25,231,270
	27,925,551	25,231,270
d) Deposit with Sales Tax/Service Tax Authorities		
Unsecured and considered good	6,743,720	8,824,611
	6,743,720	8,824,611
e) Other Parties		
Unsecured and considered good	14,409,687	32,457,433
	14,409,687	32,457,433
f) Prepaid Expenses		
Unsecured and considered good	652,934	222,849
	652,934	222,849
TOTAL	50,566,042	379,671,483

NOTE 18. OTHER CURRENT ASSETS

Amount in ₹

Particular	As at March 31, 2012	As at March 31, 2011
Preliminary expenses	–	514,922
TOTAL	–	514,922

NOTE 19. REVENUE FROM OPERATION

Amount in ₹

Particular	For the year ended March 31, 2012	For the year ended March 31, 2011
a) Sale of Study Material		
(i) Domestic	2,424,979	2,373,870
(ii) Export	–	–
b) Sale of Services		
(i) Domestic		
- Coaching fees	773,635,311	760,511,412
- Franchisees Income	15,786,692	16,718,526
- Formal Education Services	4,047,865	6,662,860
(ii) Export	–	–
Total Gross Revenue	795,894,847	786,266,668
Less-		
-Rebates/Discounts	–	–
TOTAL	795,894,847	786,266,668

CONSOLIDATED NOTES FORMING PARTS OF THE FINANCIAL STATEMENTS

NOTE 20. OTHER INCOME

Amount in ₹

Particular	For the year ended March 31, 2012	For the year ended March 31, 2011
a) Dividend Income :		
(i) from Current Investments	38,462,703	39,869,648
(ii) from Non-Current Investments	—	—
b) Interest Income :		
(i) From Group Companies	42,449,437	23,417,340
(ii) From Bank Deposits	—	—
(iii) From Loans and Advances	—	—
(iv) Others	11,563,732	666,940
c) Net gain on sale of :		
(i) Current Investments	59,319,600	—
(ii) Non-Current Investments	—	—
d) Other Income :		
(i) Profit on sale of fixed assets	4,428,582	4,053
(ii) Bad debts recovered	181,324	—
(iii) Agriculture Income	80,000	—
(iv) Miscellaneous Income	1,524,432	3,521,694
TOTAL	158,009,810	67,479,675

Sub note:

- (a) During the year, the Company has earned interest income from the following related parties defined as per AS-18 "Related Party Disclosures":-

Amount in ₹

Particular	For the year ended March 31, 2012	For the year ended March 31, 2011
Enterprises under same Management:		
i) Gopi Bai Foundation	22,688,152	18,059,807
ii) Adarsh Foundation	9,610	1,282
iii) Career Point Education Society	3,011,894	1,436,145
iv) Career Point Foundation	371	—
v) Progressive Foundation	765,012	481,764
vi) Proseed Foundation	13,103,073	1,631,371
vii) Sankalp Foundation	1,550,939	1,089,261
viii) Sarthak Foundation	200	—
ix) Shakti Foundation	1,320,186	717,710
TOTAL	42,449,437	23,417,340

CONSOLIDATED NOTES FORMING PARTS OF THE FINANCIAL STATEMENTS

NOTE 21. COST OF MATERIAL CONSUMED

Amount in ₹

Particular	For the year ended March 31, 2012	For the year ended March 31, 2011
Cost of materials consumed		
Opening stock	1,766,542	—
Add: Purchases during the period		
Paper Purchased	15,461,281	17,792,892
Ink & Chemicals used	432,245	460,190
Printing Labour	9,214,259	9,250,196
	26,874,327	27,503,278
Less: Closing stock	3,401,396	1,766,542
TOTAL	23,472,931	25,736,736

NOTE 22. CHANGE IN INVENTORY OF FINISHED GOODS

Amount in ₹

Particular	For the year ended March 31, 2012	For the year ended March 31, 2011
Opening stock	14,978,882	17,429,491
Closing stock	16,378,374	14,978,882
(Increase)/Decrease in Finished Goods	(1,399,492)	2,450,609

NOTE 23. EMPLOYEE BENEFITS EXPENSES

Amount in ₹

Particular	For the year ended March 31, 2012	For the year ended March 31, 2011
Salaries, Wages and Bonus to		
- Teaching staff	281,772,592	229,817,860
- Non Teaching Staff	50,275,687	79,578,417
Contribution to provident and other funds	964,549	759,177
Gratuity	598,620	355,322
Staff Welfare	2,306,175	2,117,098
TOTAL	335,917,623	312,627,874

Sub note:

- (a) Provision for Bonus has been made for ₹ 425,624 /-.(Previous year ₹ 337,511/-) for eligible employees for the period ended 31st March, 2012.

NOTE 24. FINANCE COST

Amount in ₹

Particular	For the year ended March 31, 2012	For the year ended March 31, 2011
a) Interest Expenses		
(i) Others		
- Interest on bank overdraft	461,371	538,970
TOTAL	461,371	538,970

CONSOLIDATED NOTES FORMING PARTS OF THE FINANCIAL STATEMENTS

NOTE 25. OTHER EXPENSES

Amount in ₹

Particular	For the year ended March 31, 2012	For the year ended March 31, 2011
Advertisement Expenses	64,483,081	57,618,370
Legal and professional charges	6,034,090	3,238,035
Repairs - Buildings	674,788	570,158
Repairs - Plant and equipment	1,874,120	1,515,327
Rent	20,308,323	21,834,548
Repairs - others	320,592	708,689
Insurance	149,870	192,270
Travelling & Conveyance	3,382,968	3,806,101
Payments to Auditors [Refer sub note (a) below]	692,860	374,113
Transportation & Packing Material Expenses	613,042	746,617
Bad debts and advances written off	396,703	—
Provision for doubtful debts and advances	2,870,416	624,064
Provision For Doubtful Debts	—	897,878
Loss on sale of investment (net)	—	26,655
Directors' fees	85,000	—
Bank charges	161,042	141,787
Telephone, postage & telegram	3,875,076	5,285,128
Printing and stationery expenses	3,647,355	3,684,750
Security charges	3,395,464	3,338,714
Gifts, Awards & Prizes	1,318,793	1,025,101
Fixed Assets Written-off	—	3,143,992
Electricity & Water Expenses	9,106,984	7,348,420
Conference, Seminars & Business promotion expenses	3,837,696	3,389,654
Institute Expenses	11,880,009	7,273,658
Miscellaneous expenses	14,590	184,854
Membership fees	100,054	44,740
Interest, Penalty & Fine Charges	262,025	81,349
Scholarship, student kit and examination expenses	13,853,050	21,195,037
Books periodicals and subscriptions	72,436	86,569
Preliminary expenses written off.	356,422	694,875
TOTAL	153,766,849	149,071,453

Sub note:

(a) Payments to Auditors

Amount in ₹

Particular	For the year ended March 31, 2012	For the year ended March 31, 2011
(i) Audit Fee	310,000	310,000
(ii) Expenses Reimbursed	382,860	64,113
TOTAL	692,860	374,113

CONSOLIDATED NOTES FORMING PARTS OF THE FINANCIAL STATEMENTS

NOTE 26. CONTINGENT LIABILITIES

Particular	As at March 31, 2012	As at March 31, 2011
Service tax liability	1,054,036	1,054,036
Income tax liability against matters in appeal	950,525	950,525
Claims against the Company not acknowledged as debts	5,300,436	1,672,730
Value added tax liability	7,757,800	7,757,800
Income tax search case*		
TOTAL	15,062,797	11,435,091

*An undisclosed income amounting to ₹ 60,058,330/- has been detected by the Income Tax Department during search and 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.

OTHER NOTES FORMING PART OF ACCOUNTS

27. 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 Limited, its subsidiaries and associates. Reference in these notes to Company, Parent Company, Companies and Group shall mean to include Career Point 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.

28. Estimated amount of contracts remaining to be executed on capital account (net of advances): ₹ 34,60,91,908/- (Previous Year ₹ 3,50,55,230 /-).

29. Expenditure in foreign exchange:- Amount in ₹

Particulars	2011-12	2010-11
Public Issue Expenses	–	461,600

30. Provision for wealth tax for the Period is ₹ 14,00,000/- (Previous year ₹ 11,50,000/-) included in current tax.

31. The Parent 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 period the Parent Company has recognised ₹ 2,78,309 /- (Previous year - ₹ 2,21,094/-) as employer's contribution to Provident Fund and ₹ 5,72,138 /- (Previous Year- ₹ 4,48,295/-) as employer's contribution to Employees Pension Scheme, 1995 in the Profit and Loss Account.

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

- (iii) Defined Benefit Plans:

CONSOLIDATED NOTES FORMING PARTS OF THE FINANCIAL STATEMENTS

a) Gratuity

b) Leave Encashment

In accordance with Accounting Standard-15 (revised 2005) actuarial valuation was carried out as at 31st March, 2012 in respect of Defined Benefit Plans – Gratuity and Leave Encashment (the Parent Company does not provide encashment of earned leave) on the following assumptions:

Sr. No.	Particulars	31.03.2012	31.03.2011
i)	Discounting Rate	8.75%	8.25%
ii)	Future salary Increase	5%	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:

Amount in ₹

Sr. No.	Particulars	31.03.2012	31.03.2011	31.03.2012	31.03.2011
		Gratuity		Leave Encashment	
a)	Present value of obligation as at the beginning of the period	3,412,676	3,057,354	–	–
b)	Acquisition adjustment	–	–	–	–
c)	Interest cost	298,609	251,541	–	–
d)	Past service cost	–	–	–	–
e)	Current service cost	1,230,127	1,248,857	–	–
f)	Curtailment cost/(Credit)	–	–	–	–
g)	Settlement cost/(Credit)	–	–	–	–
h)	Benefits paid	(56,337)	–	–	–
i)	Actuarial (gain)/loss on obligation	(930,116)	(1,145,076)	–	–
j)	Present value of obligation as at the end of period	3,954,959	3,412,676	–	–

Changes in the fair value of plan assets:

Amount in ₹

Sr. No.	Particulars	As at 31.03.2012		As at 31.03.2011	
		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	–	–	–	–
e)	Benefits paid	–	–	–	–
f)	Actuarial gain/(loss) on plan assets	–	–	–	–
g)	Fair value of plan assets at the end of the period	–	–	–	–

CONSOLIDATED NOTES FORMING PARTS OF THE FINANCIAL STATEMENTS

Amount recognised in the Balance Sheet:

Amount in ₹

Sr. No.	Particulars	As at 31.03.2012		As at 31.03.2011	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
a)	Present value of Defined Benefit Obligation				
	- Funded	—	—	—	—
	- Unfunded	3,954,959	—	3,412,676	—
		3,954,959		3,412,676	
b)	Less. Fair value of Plan Assets	—	—	—	—
c)	Amount to be recognised as (liability) or asset	(3,954,959)	—	(3,412,676)	—

Expense recognised in the statement of profit and loss:

Amount in ₹

Sr. No.	Particulars	As at 31.03.2012		As at 31.03.2011	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
a)	Current service cost	1,230,127	—	1,248,857	—
b)	Past service cost	—	—	—	—
c)	Interest cost	298,609	—	251,541	—
d)	Expected return on plan assets	—	—	—	—
e)	Curtailment cost / (Credit)	—	—	—	—
f)	Settlement cost / (credit)	—	—	—	—
g)	Net actuarial (gain)/ loss recognised in the period	(930,116)	—	(1,145,076)	—
h)	Expenses recognised in the statement of profit & losses	598,620	—	355,322	—

Amount for the current period is as follows:-

Gratuity

Amount in ₹

Particulars	As at 31.03.2012	As at 31.03.2011
Defined Benefit Obligation	598,620	355,322
Plan Assets	—	—
Surplus/ (Deficit)	(598,620)	(355,322)
Experience adjustments on plan liabilities	—	—
Experience adjustments on plan assets	—	—

Leave Encashment

Amount in ₹

Particulars	As at 31.03.2012	As at 31.03.2011
Defined Benefit Obligation	—	—
Plan Assets	—	—
Surplus/ (Deficit)	—	—
Experience adjustments on plan liabilities	—	—
Experience adjustments on plan assets	—	—

CONSOLIDATED NOTES FORMING PARTS OF THE FINANCIAL STATEMENTS

Experience Adjustment:

Amount in ₹

Particulars	As at 31.03.2012	As at 31.03.2011
Experience Adjustment (Gain)/ Loss for Plan Liabilities	(479,381)	—
Experience Adjustment Gain/ (loss) for Plan assets	—	—

32. Segment Reporting:

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

33. Disclosure of related parties/ related party transactions:

(a) 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)

- 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

Career Point Foundation

Progressive Foundation

Sankalp Foundation

Sarthak Foundation

Shakthi Foundation

(b) Disclosure of Related Party transactions:

Amount in ₹

Sr. No.	Nature of Transaction/ Relationship/ parties	2011-12	2010-11
i)	Remuneration to Key management Personnel:		
	Mr. Pramod Maheshwari	1,743,000	1,743,000
	Mr. Om Prakash Maheshwari	1,743,000	1,743,000
	Mr. Nawal Kishore Maheshwari	1,743,000	1,743,000
ii)	Rent paid to		
	Key management Personnel:		
	Mr. Pramod Maheshwari	780,000	780,000
	Mr. Nawal Kishore Maheshwari	—	125,000
	Relative of Key management Personnel:		
	Smt. Shilpa Maheshwari	1,080,000	1,080,000

CONSOLIDATED NOTES FORMING PARTS OF THE FINANCIAL STATEMENTS

Sr. No.	Nature of Transaction/ Relationship/ parties	2011-12	2010-11
	Smt. Neelima Maheshwari	120,000	120,000
	Smt. Rekha Maheshwari	10,000	125,000
	Enterprises under same Management:		
	Diamond Business Solutions Private Ltd.	1,200,000	1,200,000
	Om Prakash Maheshwari (HUF)	960,000	960,000
	Wellwin Technosoft Private Ltd.	240,000	240,000
	Gopi Bai Foundation	2,000,400	1,833,700
iii)	Loan given:		
	Enterprises under same Management:		
	Gopi Bai Foundation	338,933,097	370,282,398
	Proseed Foundation	130,998,516	98,250,933
	Adarsh Foundation	108,500	100,000
	Career Point Education Society	33,932,198	27,372,650
	Career Point Foundation	37,500	—
	Progressive Foundation	3,040,924	3,053,625
	Sankalp Foundation	15,172,396	21,730,000
	Sarthak Foundation	9,500	—
	Shakti Foundation	262,500	21,866,589
iv)	Repayment of Loan Received.		
	Enterprises under same Management:		
	Gopi Bai Foundation	270,315,989	387,170,225
	Adarsh Foundation	100,000	—
	Career Point Education Society	25,678,615	15,500,000
	Sankalp Foundation	1,725,000	8,708,926
	Shakti Foundation	—	8,071,770
	Proseed Foundation	105,160,000	14,372,122
v)	Interest Income on Loan to		
	Enterprises under same Management:		
	Gopi Bai Foundation	22,688,152	18,059,807
	Adarsh Foundation	9,610	1,282
	Career Point Education Society	3,011,894	1,436,145
	Career Point Foundation	371	—
	Progressive Foundation	765,012	481,764
	Proseed Foundation	13,103,073	1,631,371
	Sankalp Foundation	1,550,939	1,089,261
	Sarthak Foundation	200	—
	Shakti Foundation	1,320,186	717,710
vi)	Brokerage Received		
	Key management Personnel:		
	Mr. Om Prakash Maheshwari	921, 666	1,389,404
vii)	Fee Income - Education Service Charges		
	Enterprises under same Management:		
	Gopi Bai Foundation	4,047,865	3,662,860

CONSOLIDATED NOTES FORMING PARTS OF THE FINANCIAL STATEMENTS

(c) Amount due to/from related parties:

Amount in ₹

Sr. No.	Nature of Transaction/ Relationship/ parties	As at 31.03.2012	As at 31.03.2011
i)	Amounts receivable:		
	Enterprises under same Management:		
	Gopi Bai Foundation	290,041,673	201,523,274
	Adarsh Foundation	118,431	101,282
	Career Point Education Society	38,420,793	27,456,505
	Career Point Foundation	37,871	—
	Progressive Foundation	10,869,329	7,139,895
	Proseed Foundation	123,150,448	85,519,167
	Sankalp Foundation	28,953,576	14,110,335
	Sarthak Foundation	9,700	—
	Shakti Foundation	15,963,197	14,512,529
ii)	Amounts payable:		
	Key Managerial Personnel:		
	Mr. Om Prakash Maheshwari	217,280	65,250
	Mr. Pramod Maheshwari	170,161	78,750
	Mr. Nawal Kishore Maheshwari	145,250	20,250
	Enterprises under same Management:		
	Diamond Business Solutions Private Ltd.	90,000	100,300
	Wellwin Technosoft Private Ltd.	18,000	18,000
	Om Prakash Maheshwari (HUF)	80,240	80,240
	Gopi Bai Foundation (Rent)	167,200	—
	Relative of Key management Personnel:		
	Smt. Shilpa Maheshwari	90,270	—
	Smt. Neelima Maheshwari	10,000	—

34. 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.

35. Basic and Diluted Earnings per share ["EPS"] computed in accordance with Accounting Standard (AS) 20 "Earnings per Share"

Particulars	2011-12	2010-11
Basic EPS:-		
Net profit after prior period items and Income tax (₹)	297,955,830	232,910,241
Weighted average number of equity shares outstanding at the end of the year	18,132,939	18,132,939
Basic EPS (in ₹)	16.43	14.31
Diluted EPS:-		
Adjusted profit for diluted earning per share (₹)	297,955,830	232,910,241
Weighted average number of shares outstanding for diluted earning per share	18,132,939	18,132,939
Diluted EPS (in ₹)	16.43	14.31

36. 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.

CONSOLIDATED NOTES FORMING PARTS OF THE FINANCIAL STATEMENTS

37. Un-hedged foreign currency exposures as at 31st March, 2012 are as under:

Amount in ₹

Particulars	2011-12	2010-11
Receivables	Nil	Nil
Payables	Nil	Nil

38. There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at 31st March, 2012.

39. Figures for the previous period have been regrouped / reclassified in line with revised Schedule VI as directed by MCA through Notification No. S.O. 447(E).

As per our report attached

For **Sharp & Tannan**

Chartered Accountants

ICAI Registration No. 000452N

by the hand of

Pavan K. Aggarwal

Partner

Membership No. 091466

Place : Kota

Date : May 30, 2012

For and on behalf of the Board of Directors

Pramod Maheshwari

Managing Director & CEO

Tarun Kumar Jain

GM (Corporate & Legal Affairs) &

Company Secretary

Place : Kota

Date : May 30, 2012

Om Prakash Maheshwari

Executive Director & CFO

Pawan Kumar Lalpuria

Director

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

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	39,790,000	1,309,349,617	1,493,171,412	144,031,795	—	1,790,762	903,753	172,000	731,753	—
Career Point Edutech Limited	5,789,470	(1,892,137)	7,841,758	3,944,425	—	—	(203,307)	—	(203,307)	—

Amount in ₹

INFORMATION ON THE FINANCIALS OF THE SUBSIDIARY COMPANIES

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

Amount in ₹

Sr. No.	Name of subsidiary	Career Point Infra Limited March 31, 2012	Career Point Edutech Limited March 31, 2012
1	Financial year of the subsidiary Company ended on		
2	Holding Company's interest		
	(i) No. of equity share held by the Holding Company in the subsidiary	3,978,994	549,994
	(ii) Percentage (%) of Holding	100%	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	731,753	(193,142)
	(ii) for the Previous Financial Year	(24,680)	(590,749)
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

40. SIGNIFICANT ACCOUNTING POLICIES:

40.1 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)

40.2 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.

40.3 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.

40.4 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.

40.5 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.

40.6 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.

40.7 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.

40.8 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.

40.9 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.

40.10 Miscellaneous Expenditure

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

40.11 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.

40.12 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.

40.13 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.

(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.



NOTICE

NOTICE is hereby given that the **Twelfth Annual General Meeting** of the Members of **CAREER POINT LIMITED** will be held on Friday, 28th Day of September, 2012 at 4.00 p.m. at CP Tower 2, Indraprastha Industrial Area, Road No.1, Kota-324005, Rajasthan, India to transact the following businesses:

ORDINARY BUSINESS

- 1) To receive, consider, approve and adopt the audited Balance Sheet as at March 31, 2012, Profit and Loss Account for the year ended on that date and the reports of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Ram Swaroop Chaudhary, who retires by rotation and is eligible for re-appointment.
- 3) To appoint a Director in place of Mr. Vishal Jain, 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. Mahesh Gupta who was appointed as an Additional Director with effect from February 7, 2012, 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 be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to the 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 modifications or re-enactment thereof), and subject to such approvals as may be required, if any, approval of the Company be and is hereby accorded to the re-appointment of Mr. Pramod Maheshwari as Managing Director (designated as Chairman, Managing Director & Chief Executive Officer) for a period of five (5) years with effect from July 1, 2012 upon such terms and conditions as duly approved by the Board of Directors on the recommendation of remuneration committee and as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the "Board") to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Pramod Maheshwari."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution."

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

"RESOLVED THAT in partial modification of Resolution No. 7 passed at the Eleventh Annual General Meeting of the Company held on September 24, 2011 for the re-appointment and terms of remuneration of Mr. Om Prakash Maheshwari as Wholetime Director (Designated as Executive Director & Chief Financial Officer) of the Company for a period of 3 years with effect from April 1, 2011 and in accordance with the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactment thereof), and subject to such approvals as may be required, if any, the Company hereby approves the revision in the remuneration of Mr. Om Prakash Maheshwari, Whole-time Director with effect from July 1, 2012 for the remaining period of his tenure and as set out in the Explanatory Statement annexed to the Notice convening the Annual General Meeting, his other terms and conditions of re-appointment remaining the same."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to the resolution"

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

"RESOLVED THAT in partial modification of Resolution No. 8 passed at the Eleventh Annual General Meeting of the Company held on September 24, 2011 for the re-appointment and terms

of remuneration of Mr. Nawal Kishore Maheshwari as Wholetime Director (Designated as Executive Director) of the Company for a period of 3 years with effect from April 1, 2011 and in accordance with the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactment thereof), and subject to such approvals as may be required, if any, the Company hereby approves the revision in the remuneration of Mr. Nawal Kishore Maheshwari, Whole-time Director with effect from July 1, 2012 for the remaining period of his tenure and as set out in the Explanatory Statement annexed to the Notice convening the Annual General Meeting, his other terms and conditions of re-appointment remaining the same."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to the resolution."

By order of the Board
For **CAREER POINT LIMITED**

Place: Kota
Date: August 12, 2012

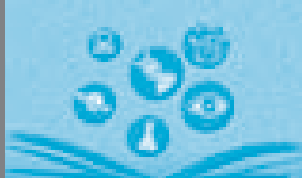
Tarun Kumar Jain
GM (Corporate & Legal Affairs)
& Company Secretary

Notes:

- a. An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the special business is annexed hereto.
- b. 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 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.
- c. 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.
- d. Members/Proxies are requested to bring the attendance slip duly filled in.
- e. Corporate members are requested to send a duly certified copy of the resolution authorizing their representatives to attend and vote at the meeting.
- f. 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.

- g. The Register of Members and Share Transfer Books will remain closed from September 22, 2012 to September 28, 2012 (both days inclusive).
- h. 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.
- i. The Company has listed its shares on the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company is regular in payment of the Listing Fees to the Exchanges.
- j. 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.
- k. Members desiring any information relating to the accounts 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.
- l. 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.
- m. The Company has decided to e-mail Annual Report through electronic mode to all the shareholders whose e-mail addresses has been registered/updated in the record of Company/ Registrar/ Depositories pursuant to the '**Green Initiative in Corporate Governance**' initiated by The Ministry of Corporate Affairs, Government of India vide its Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011 respectively. Further, in support to this green initiative, the Company has already sent a communication to all the shareholders that various documents/ notices meant for them will be sent electronically on their e-mail addresses as obtained from the Depositories/ other sources, unless specifically requested to be sent in physical form. The



members who have not registered/ updated their e-mail addresses so far, are requested to register/ update their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold their shares in physical form and who are desirous of receiving the communication/ documents in electronic form are requested to promptly register their e-mail addresses with the Registrar or the Company 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 February 7, 2012, pursuant to the provisions of Section 260 of the Companies Act, 1956 ("the Act"), had appointed Mr. Mahesh Gupta, as Additional Directors of the Company. In terms of the provisions of Section 260 of the Act, Mr. Mahesh Gupta, 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. Mahesh Gupta's appointment as a director of the Company, liable to retire by rotation.

None of the Directors of the Company other than Mr. Mahesh Gupta 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

Members are informed that as the term of office of Mr. Pramod Maheshwari, Managing Director expired on June 30, 2012, the Board of Directors, at their meeting held on August 12, 2012, approved the re-appointment of Mr. Pramod Maheshwari as the Managing Director of the Company for a further period of five (5) years w.e.f. July 1, 2012 subject to the approval of the shareholders.

Mr. Pramod Maheshwari, age 41 years, is the Chairman, Managing Director and Chief Executive Officer of the Company. He has been a Director of the Company since March 2000. He holds a B.Tech Degree from IIT Delhi. He is the key founder member of the Company. Under his leadership and guidance, the Company has taken great strides. His dynamic vision, strategic focus, and entrepreneurial skills continue to guide the growth of the Company's businesses.

The material terms of the re-appointment and remuneration of Mr. Pramod Maheshwari as Chairman & Managing Director are as follows:

1. **Designation** : Chairman & Managing Director & Chief Executive Officer

2. **Period** : Five (5) years with effect from 1 July, 2012

3. Remuneration :

- a) Basic Salary: ₹ 125,000 per month
- b) House rent allowance: ₹ 50,000 per month.
- c) Medical reimbursement: expenditure on self and family within a limit of ₹ 1500 per month.
- d) 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 ₹ 4,000 per month.
- e) Transport allowance: to be paid for to & fro residence to office at ₹ 1000 per month.
- f) Leave travel allowance upto one month's salary, which can be availed once in two years.
- g) Gratuity: not exceeding on half month's salary for each completed years of service.
- h) Bonus: as per rules of our Company not exceeding 20% of salary.
- i) Superannuation fund: superannuation or annuity funds benefits in accordance with any such scheme adopted by our Company.
- j) 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 our Company's rule.
- k) Reimbursement of expenses: reimbursement of travelling and other expenses incurred by him during the course of business of our Company.
- l) 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.
- m) Club Membership: Admission and subscription fees for 2 clubs.
- n) Reimbursement of Mobile phone bill for use on Company's business

The draft of the documents proposed to be entered into by the Company with Mr. Pramod Maheshwari is available for inspection by the Shareholders at the Registered Office of the Company on any working day except public holidays, Saturdays and Sundays between

10.00 a.m. and 5.00 p.m. upto the date of the ensuing Annual General Meeting.

Mr. Pramod Maheshwari is interested in the resolution as it relates to his own appointment. 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.

This may be treated as an abstract/ memorandum u/s 302 of the Companies Act 1956.

The Board accordingly recommends the resolution set forth in item no. 6 for approval of the members.

ITEM NO. 7

The Members at their Eleventh Annual General Meeting held on September 24, 2011 re-appointed Mr. Om Prakash Maheshwari as a Whole-time Director of the Company for a period of 3 years with effect from April 1, 2011. Considering his valuable contribution and his vast experience, the Remuneration Committee of Directors at its Meeting held on August 12, 2011 approved a revision in the remuneration of Mr. Om Prakash Maheshwari, Whole-time Director of the Company with effect from July 1, 2012. Subject to the approval of Members, the remuneration and perquisites payable to Mr. Om Prakash Maheshwari is as follows:

- a) Basic Salary: ₹ 125,000 per month
- b) House rent allowance: ₹ 50,000 per month.
- c) Medical reimbursement: expenditure on self and family within a limit of ₹ 1500 per month.
- d) 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 ₹ 4,000 per month.
- e) Transport allowance: to be paid for to & fro residence to office at ₹ 1000 per month.
- f) Leave travel allowance upto one month's salary, which can be availed once in two years.
- g) Gratuity: not exceeding on half month's salary for each completed years of service.
- h) Bonus: as per rules of our Company not exceeding 20% of salary.
- i) Superannuation fund: superannuation or annuity funds benefits in accordance with any such scheme adopted by our Company.
- j) 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 our Company's rule.

- k) Reimbursement of expenses: reimbursement of travelling and other expenses incurred by him during the course of business of our Company.
- l) 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.
- m) Club Membership: Admission and subscription fees for 2 clubs.
- n) Reimbursement of Mobile phone bill for use on Company's business

All other terms and conditions of the appointment and remuneration of Mr. Om Prakash Maheshwari which was earlier approved by the Members will remain unchanged. The revised terms of remuneration of Mr. Om Prakash Maheshwari as specified above are now being placed before the Members in the Annual General Meeting for their approval.

The increase is within the prescribed limits and the Board of Directors recommends the passing of the resolution.

Mr. Om Prakash Maheshwari is interested in the resolution. 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.

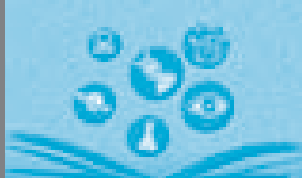
This may be treated as an abstract/ memorandum u/s 302 of the Companies Act 1956.

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

ITEM NO. 8

The Members at their Eleventh Annual General Meeting held on September 24, 2011 re-appointed Mr. Nawal Kishore Maheshwari as a Whole-time Director of the Company for a period of 3 years with effect from April 1, 2011. Considering his valuable contribution and his vast experience, the Remuneration Committee of Directors at its Meeting held on August 12, 2011 approved a revision in the remuneration of Mr. Nawal Kishore Maheshwari, Whole-time Director of the Company with effect from July 1, 2012. Subject to the approval of Members, the remuneration and perquisites payable to Mr. Nawal Kishore Maheshwari is as follows:

- a) Basic Salary: ₹ 125,000 per month
- b) House rent allowance: ₹ 50,000 per month.



- c) Medical reimbursement: expenditure on self and family within a limit of ₹ 1500 per month.
- d) 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 ₹ 4,000 per month.
- e) Transport allowance: to be paid for to & fro residence to office at ₹ 1000 per month.
- f) Leave travel allowance upto one month's salary, which can be availed once in two years.
- g) Gratuity: not exceeding on half month's salary for each completed years of service.
- h) Bonus: as per rules of our Company not exceeding 20% of salary.
- i) Superannuation fund: superannuation or annuity funds benefits in accordance with any such scheme adopted by our Company.
- j) 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 our Company's rule.
- k) Reimbursement of expenses: reimbursement of travelling and other expenses incurred by him during the course of business of our Company.
- l) 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.
- m) Club Membership: Admission and subscription fees for 2 clubs.
- n) Reimbursement of Mobile phone bill for use on Company's business
- All other terms and conditions of the appointment and remuneration of Mr. Nawal Kishore Maheshwari which was earlier approved by the Members will remain unchanged. The revised terms of remuneration of Mr. Nawal Kishore Maheshwari as specified above are now being placed before the Members in the Annual General Meeting for their approval.
- Mr. Nawal Kishore Maheshwari is interested in the resolution. Mr. Om Prakash Maheshwari, Executive Director & Chief Financial Officer and Pramod Maheshwari, Chairman, Managing Director & Chief Executive Officer of the Company being relatives of Mr. Nawal Kishore Maheshwari are also concerned or interested in the Resolution.
- The increase is within the prescribed limits and the Board of Directors recommends the passing of the resolution.
- This may be treated as an abstract/ memorandum u/s 302 of the Companies Act 1956.
- The Board accordingly recommends the resolution set forth in item no. 8 for approval of the members.

By order of the Board
For **CAREER POINT LIMITED**

Tarun Kumar Jain
GM (Corporate & Legal Affairs)
& Company Secretary

Place: Kota
Date: August 12, 2012

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 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. cpilgogreen@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

For Career Point Limited

Tarun Kumar Jain

GM (Corporate & Legal Affairs)
& Company Secretary



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

Name of Director	Mr. Pramod Maheshwari	Mr. Ram Swaroop Chaudhary	Mr. Vishal Jain	Mr. Mahesh Gupta
Designation	Chairman, Managing Director and Chief Executive Officer	Independent and non-Executive Director	Independent and non-Executive Director	Independent and non-Executive Director
Date of Birth	March 12, 1971	November 2, 1942	June 14, 1973	March 19, 1977
Date of Appointment	March 31, 2000	November 1, 2007	January 27, 2011	February 07, 2012
Experience in specific functional areas	Over 18 years of experience in developing and implementing training methodologies.	He has over 28 years of experience of working with the Department of Atomic Energy as a 'Scientific Engineer'. During his tenure, he held senior positions like, Superintendent Engineer (Mechanical), Maintenance Superintendent and Additional Chief Engineer.	Over 16 years of experience in the field of Wealth Management & investments.	Over 12 years of experience in the field of taxation, project finance and consultancy.
Educational Qualifications	B.Tech from IIT Delhi	Bachelor's Degree in Mechanical Engineering from Vikram University, Ujjain	B.E. (Electronics & Communication Engineering) from Engineering College, Kota, D.B.F. from ICFAI, Hyderabad and MBA (Finance) from National University of Singapore	B.Com, F.C.A., DISA(ICA)
Details of Shares held in the Company	1403398	20	750	Nil
List of Companies (other than Career Point Limited) in which Directorships held as on 31.03.2012 (excluding Private Limited Companies)	1. Career Point Edutech Ltd. 2. Career Point Infra Ltd.	Nil	Nil	Nil
Chairman/Member of the Committees of Companies (other than Career Point Limited) on which he is a Director as on 31.03.2012	Nil	Nil	Nil	Nil

[illegible]

NOTES



CAREER POINT LIMITED

Registered Office : 112B, Shakti Nagar, Kota - 324009, Rajasthan, India.
Corporate Office : CP Tower, Road No.1, IPIA, Kota - 324005, Rajasthan, India.

PROXY FORM

Folio No. _____ DP-ID No. _____ Client ID No. _____

I/We of in the district of being a member/members of CAREER POINT LIMITED, hereby appoint of _____ in the district of or failing him/her _____ of _____ in the district of as my/our Proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Friday, the 28th day of September, 2012 at 4.00 p.m. at CP Tower-2, Road No.1, IPIA, Kota-324005, Rajasthan, India.

Affix
Revenue
Stamp here

Signature of Proxy

Signature of Member(s)

- Note :
1. Proxies , in order to be effective must be deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.
 2. Proxy need not be a member.
 3. Proxy cannot speak at the meeting and vote on show of hands.



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ATTENDANCE SHEET

(This attendance sheet duly filled in, to be handed over at the meeting)

Folio No. _____ DP-ID No. _____ Client ID No. _____

Name of the attending member (in block letters) _____ Name of Proxy(s) (in Block letters) (to be filled in, if a proxy attends instead of the member) _____

_____ No. of shares held _____ I hereby record my presence at the Annual General Meeting being held on Friday, the 28th day of September, 2012 at 4.00 p.m., at CP Tower-2, Road No.1, IPIA, Kota-324005, Rajasthan, India.

Member's/Proxy's Signature
(to be signed at the time of handing over this sheet)

- Note :
1. Please bring this form with you to the Annual General Meeting
 2. This attendance is valid only in case shares are held on the date of the meeting.

NO GIFTS/GIFT COUPONS WILL BE DISTRIBUTED AT THE MEETING.

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

www.cpil.in

www.cpuniverse.in

www.careerpointgroup.com

