

September 05, 2025

To,
The Manager,
Bombay Stock Exchange Limited,
Corporate Relationship Department,
Phirozee Jeejeebhay Tower,
Dalal Street, Fort,
Mumbai-400 001
BSE Scrip Code:533260

To,
The Manager,
National Stock Exchange of India Limited,
Exchange Plaza, C/1, Block G,
Bandra Kurla Complex,
Bandra (East),
Mumbai-400 051,
NSE Symbol: CPCAP

Sub: Notice of 25th Annual General Meeting and Annual Report 2024-25

Respected Sir/Madam,

The Annual Report for the financial year 2024-25, including the Notice convening 25th Annual General Meeting of the Members of the Company scheduled to be held on Monday, September 29, 2025 at 04.00 P.M. (IST) through video conferencing/other audio-visual means is enclosed.

The Annual Report is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent (RTA)/Depository Participants (DPs). Further, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Company is also sending a letter to Members whose email addresses are not registered with the Company/ RTA/ DPs, providing web links and a QR code to access the Annual Report.

The Company will provide to its Members, the facility to cast their vote(s) on all resolutions set out in the Notice by electronic means ('e-voting'). The detailed process to join meeting through video conferencing/other audio-visual means and e-voting are set out in Notice.

The Annual Report containing the Notice is also uploaded on the Company's website www.cpcapital.in and also on the website of the RTA, Ankit Consultancy Private Limited, at investors@ankitonline.com.

Kindly take the same on record.
Thanking you,

**For CP Capital Limited
(Formerly known as Career Point Limited)**

**(CS Manmohan Pareek)
Company Secretary & Compliance Officer
(ACS34858)**

CP Capital Limited

(Formerly known as Career Point Limited)

Registered office: Village Tangori, Banur, Mohali, Punjab 140601

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

Phone: +91 744 3559282; Website: www.cpcapital.in, E-mail: investors@cpil.in CIN: L64990PB2000PLC054497

Legacy. Focus. Future

From Career Point Ltd to CP Capital Ltd

ANNUAL REPORT 2024-25



CP CAPITAL
Limited

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Pramod Kumar Maheshwari
Chairman, Managing Director and CEO

Mr. Om Prakash Maheshwari
Executive Director and CFO

Mr. Nawal Kishore Maheshwari
Executive Director

Mrs. Neelima Maheshwari
Non Independent & Non Exe. Director

Mr. Jagdish Prasad Sarda
Independent & Non Executive Director

Mrs. Divya Sodani
Independent & Non Executive Director

Mr. Sanjay Khandelwal
Independent & Non Executive Director

Mr. Akshay Gupta
Independent & Non Executive Director

Mrs. Neha Garg
Independent & Non Executive Director

Mr. Nikhar Jain
Independent & Non Executive Director

Company Secretary

Mr. Manmohan Pareek

Statutory Auditors

M/s S.P. Chopra & Co.
Chartered Accountants

Internal Auditors

M/s BDG & Co. LLP
Chartered Accountants

Secretarial Auditor

Ms. Bharat Rathore & Associates
Practicing Company Secretary

Bankers

ICICI Bank Limited
HDFC Bank
Kotak Mahindra Bank

Registered Office

Village Tangori, Banur, Mohali, Punjab-
140601, India

Corporate Office

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

Corporate Identification Number (CIN)

L64990PB2000PLC054497

Registrar and Share Transfer Agent

Ankit Consultancy Private Limited
60, Electronic Complex, Pardeshipura,
Indore, MP-452010

Tel: +0731-4065799, 4065797

E-Mail: investors@ankitonline.com
compliance@ankitonline.com

Website: www.ankitonline.com

Websites

www.cpcapital.in

www.cpil.in



Refine. Rebalance. Rebound.

The past year at **CP Capital** has been one of introspection, agility, and disciplined execution. We navigated an evolving operating environment with the guiding philosophy of “**Refine. Rebalance. Rebound.**”

Refine captured our commitment to sharpening the fundamentals – from strengthening credit assessment frameworks and tightening risk monitoring, to embedding technology deeper into origination, disbursal, and collections. This focus enhanced transparency, efficiency, and resilience across our lending operations.

Rebalance reflected our conscious portfolio adjustments in line with shifting market dynamics. We reoriented exposures, maintained strong collateralisation, and strengthened provisioning discipline, thereby protecting asset quality while preserving growth opportunities. Our diversified loan book and secured lending bias continued to anchor stability, even as we tightened our stance on select risk pockets.

Rebound embodies our forward-looking momentum. With a more resilient balance sheet, robust systems, and a tech-enabled approach, we are positioned to capture emerging opportunities with prudence. Our focus remains on delivering sustainable growth, strengthening recoveries, launching innovative products, and creating long-term stakeholder value.

At CP Capital, every challenge is an opportunity to evolve. By refining our processes, rebalancing our portfolio, and preparing for a rebound, we continue to build an NBFC that is future-ready – one that grows responsibly, leverages technology, and remains deeply committed to its customers and stakeholders.



Safe Harbour Statement

This document may contain certain forward-looking statements/details in the current scenario, which is extremely dynamic and increasingly fraught with risks and uncertainties. Actual results, performances, achievements or sequence of events may be materially different from the views expressed herein. Investors/ shareholders/public are hence cautioned not to place undue reliance on these statements/details, and are advised to conduct their own investigation and analysis of the information contained or referred to in this section before taking any action with regard to their own specific objectives. Further, the discussion following herein reflects the perceptions on major issues as on date and the opinions expressed here are subject to change without notice. The Company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this section, consequent to new information, future events or otherwise.

What's Inside

Corporate Overview:

5	Financial Snapshot
6	About CP Capital Limited
11	Message from Chairman & Managing Director
12	Directors' Profile
14	Shareholders' Information

Statutory Reports:

15	Management Discussion & Analysis
22	Director's Report
38	Corporate Governance Report

Financial Statements-Standalone:

57	Independent Auditor's Report
64	Balance Sheet
66	Profit & Loss Accounts
67	Statement of Cash Flow
69	Statement of Changes in Equity
70	Notes to Standalone Financial Statements

Financial Statements-Consolidated:

103	Independent Auditor's Report
109	Balance Sheet
111	Profit & Loss Accounts
112	Statement of Cash Flow
114	Statement of Changes in Equity
115	Notes to Consolidated Financial Statements

Shareholders' Notice

147	Notice of AGM
157	Explanatory Statement

Financial Snapshot

₹394 Crores
Net Loan Book¹

↑
18%

₹63.28 Crores
Operating Revenue²

↑
16.1%

₹48.7 Crores
Profit Before Tax
(Operating)

↑
16.8%

₹40.6 Crores
Profit After Tax³

↑
5.9%

₹21.1 Crores
Net NPA⁴

₹516.6 Crores
Net Worth

↑
6.9%

0.17
Debt-Equity

8.13%
Return of Equity

Note:

- 1 Net of provisions.
- 2 Comprising Interest Income, Processing Fees, and Other Loan-Related Charges.
- 3 Lower primarily due to other income of ₹4.02 crore in FY25 versus ₹11.65 crore in FY24.
- 4 Nearly the entire Net NPA portfolio is secured through collateral, primarily mortgages over property and hypothecated assets.



Legacy. Focus. Future.

From Career Point Ltd to CP Capital Ltd: Our Transformation

CP Capital Limited (formerly Career Point Limited) traces its roots back to 2013, when its wholly-owned subsidiary, Srajan Capital Limited, was established as an NBFC with the vision to provide financing support to educational institutions for developing educational infrastructure. Over time, Srajan Capital expanded its focus to include Micro, Small and Medium Enterprises (MSMEs) and individual borrowers, offering tailored credit solutions that empowered business growth.

In line with its growth trajectory, and pursuant to the Scheme of Arrangement approved by the Hon'ble NCLT, Srajan Capital Limited along with its associated assets and liabilities was merged into Career Point Limited, effective April 1, 2023. Subsequently, Career Point Limited was renamed as CP Capital Limited, and a fresh NBFC license was granted by the Reserve Bank of India (RBI) in the new name.

Today, CP Capital stands as a focused financial services platform, carrying forward a strong legacy while embracing a sharper identity as a specialized NBFC. The Company's product portfolio spans across:

- **Property-Backed Loans (LAP):** Term loans secured by residential/commercial property for business purposes.
- **NBFC Portfolio-Backed Lending:** Facilities to partner NBFCs secured by hypothecation of their underlying receivables; typically supported by corporate/personal guarantees as applicable.
- **Bridge & Bullet Loans (Secured/Unsecured):** Short-tenor facilities with EMI/bullet repayment at maturity; offered with or without collateral per credit policy.

With a strong capital base, prudent risk management, and a customer-centric approach, CP Capital is well-positioned to capture growth opportunities in India's rapidly evolving financial landscape. The Company remains committed to creating sustainable value for its stakeholders while empowering the ambitions of borrowers across the country.

Vision, Mission, & Values

Our Vision

To be a trusted and leading NBFC, empowering individuals, entrepreneurs, and enterprises with timely, innovative, and reliable financial solutions.

Our Mission

- To deliver accessible and customized credit to individual, entrepreneurs, and enterprises
- To foster financial inclusion by supporting underserved segments with prudent lending.
- To maintain sustainable growth through strong governance, risk management, and capital efficiency.
- To create long-term value for shareholders, customers, employees, and society.

Our Core Values

- **Integrity:** We uphold the highest standards of honesty, transparency, and compliance.
- **Customer Centricity:** We place borrowers at the heart of our strategy, designing products that meet their real needs.
- **Prudence:** We grow with caution, balancing opportunity with disciplined risk management.
- **Innovation:** We adopt digital tools and modern practices to improve speed, efficiency, and customer experience.
- **Sustainability:** We aim to create lasting impact that drives India's growth story.



Our Strategic Ambition

At CP Capital Limited, we are driven by the aspiration to become a trusted and future-ready lender, anchored in a sustainable business model. Our progress is guided by tenacity, strategic foresight, meticulous execution, and a commitment to creating lasting stakeholder value. These pillars will enable us to achieve our ambitious objectives and strengthen our position in India's evolving financial ecosystem.

Strategic Priorities

- 1. Customer-Centricity at the Core**
 We remain committed to a genuinely customer-focused approach, building long-term relationships and ensuring superior satisfaction. Our strategy emphasizes financial inclusion, particularly by serving small businesses and entrepreneurs who are often underserved by traditional financial institutions.
- 2. Dominance in Target Niches**
 By leveraging deep domain expertise and sectoral knowledge, we aim to consolidate our position as a leading lender within select, high-potential segments such as MSME financing, property-backed lending, and structured facilities to partner NBFCs.
- 3. Operational Efficiency & Profitability**
 We are building a cost-efficient business model, underpinned by technology and disciplined processes. This ensures not only healthy profitability but also superior asset quality and robust risk management. Our focus is to consistently deliver improving Return on Equity (RoE) while maintaining financial prudence.
- 4. Sustainable Value Creation**
 We aspire to outperform industry benchmarks by aligning growth with sustainability, governance, and risk-adjusted returns, thereby ensuring long-term value for shareholders, customers, and society.
- 5. Expanding Financial Access**
 Empowering unbanked and underserved businesses and entrepreneurs, while leveraging cross-selling opportunities to deepen engagement and broaden our impact.
- 6. Focused Geographic Growth**
 Pursuing a cluster-based expansion strategy that allows us to build deep knowledge of each micro-market, enhance risk comfort, and deliver operational excellence in every region we serve.
- 7. Innovative Product Offerings**
 Continuously designing and introducing innovative loan products to bridge specific demand-supply gaps, helping us carve out distinct niches and sustain a competitive advantage.

Business Verticals

CP Capital operates through well-defined business verticals that cater to the diverse financing needs of its borrowers.

- Property-Backed Loans (LAP):**
 We provide term loans secured against residential or commercial property, primarily designed to meet business expansion and working capital requirements. By leveraging the inherent value of real estate assets, these loans offer customers a reliable and structured means to unlock capital, while ensuring CP Capital maintains a secured and stable credit portfolio.
- NBFC Portfolio-Backed Lending:**
 Our portfolio-backed lending solutions extend facilities to partner NBFCs, secured through the hypothecation of their underlying receivables. These are further strengthened by corporate or personal guarantees, as applicable. This model not only supports the liquidity needs of NBFCs but also allows CP Capital to expand its reach indirectly to a wider borrower base while maintaining robust risk safeguards.
- Bridge & Bullet Loans (Secured/Unsecured):**
 We also offer short-tenor financing in the form of bridge and bullet loans, structured with flexible repayment—either through EMIs or bullet payments at maturity. Depending on the credit profile, these loans may be secured or unsecured, providing quick access to capital for time-sensitive opportunities. This vertical highlights CP Capital's agility in addressing urgent and niche financing needs.



Key Differentiators of CP Capital

CP Capital distinguishes itself in India's NBFC sector through a customer-first philosophy, disciplined risk management, and forward-looking innovation. Our differentiators enable us to bridge financing gaps, sustain asset quality, and deliver long-term value.

1. Focus on the Underserved



Specialization in SMEs, entrepreneurs, and individuals who are underserved by mainstream banks. By addressing this credit gap, CP Capital supports financial inclusion while tapping into high-growth borrower segments.

2. Beyond Conventional Underwriting



We adopt alternative data-driven credit assessments, evaluating not just CIBIL scores but also income flows, business profiles, banking behavior, and asset ownership – ensuring holistic and fair lending decisions.

3. Tailored & Flexible Loan Structures



Offering adaptable ticket sizes and repayment tenures across secured and unsecured loans. This flexibility allows us to meet the unique and evolving needs of small businesses, from working capital to growth expansion.

4. Speed & Simplicity in Lending



An efficient origination-to-disbursement framework enables quick turnaround times while ensuring robust checks. Customers benefit from a hassle-free, paper-light application journey.

5. Selective Wholesale Lending Expertise



Unlike broad-based lenders, CP Capital maintains a specialized wholesale lending book, with strength in real estate-backed structures and NBFC portfolio lending, supported by strong collateral and guarantees.

6. Disciplined Risk & Governance Framework



Our credit culture is anchored in prudence and compliance. Conservative provisioning, strict due diligence, and a Board-driven governance model ensure sustainable, risk-adjusted growth.

7. Strong Balance Sheet Strength

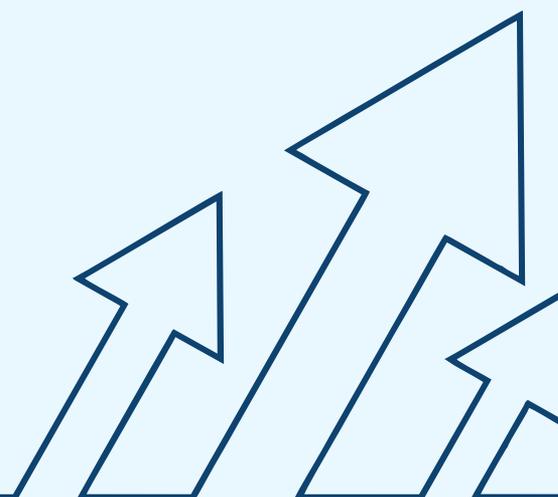


With Net Worth covering over 80% of assets and a low Debt-to-Equity ratio of 0.17x, we operate from a position of financial resilience, providing ample headroom for future growth.

8. Digital Transformation Roadmap



Currently integrating technology across the entire loan lifecycle - from origination to collection - to deliver automation, real-time monitoring, and superior customer engagement. This will be a game-changer in efficiency and scalability.



Our Process: Responsible Lending, Disciplined Collections

At CP Capital, we follow a robust and structured credit lifecycle framework that combines transparency, risk management, and customer convenience. Each stage of the process is meticulously designed to ensure that credit is extended responsibly, disbursed efficiently, and collected with discipline – reinforcing the trust of our customers and stakeholders.

1. Origination & Lead Management

Our process begins with identifying and sourcing potential borrowers through direct channels, partnerships, and digital platforms. Every loan application is initiated with proper login and Know Your Customer (KYC) compliance, ensuring authenticity and regulatory alignment from the very first step.

2. Due Diligence & Assessment

This stage forms the backbone of our responsible lending approach.

- **Field Investigation:** On-ground verification of borrower details and business profile.
- **Asset Valuation:** Independent internal and external assessments of collateral (where applicable).
- **Credit Evaluation:** Comprehensive appraisal based on CIBIL score, income stability, occupation/business profile, banking habits, end-use of funds, and residence

ownership status. This multi-dimensional evaluation framework ensures only creditworthy borrowers are onboarded.

3. Documentation

Loan agreements and all supporting documents are executed and verified with precision, ensuring complete compliance with both regulatory norms and internal credit policies.

4. Disbursement

Following successful assessment and documentation, sanctioned loan amounts are released promptly, reflecting our commitment to operational efficiency and customer satisfaction.

5. Collection & Monitoring

We maintain a disciplined and efficient repayment framework:

- **Collection Mechanisms:** Secure collection via post-dated cheques, NACH mandates, and digital payment channels.
- **Ongoing Monitoring:** Continuous portfolio surveillance and repayment tracking enable early identification of stress and proactive intervention.

Future Roadmap – Technology Integration

Currently, CP Capital leverages technology in an isolated manner at various stages of the loan lifecycle. Going forward, we are implementing an integrated digital system across the entire credit lifecycle – from origination and underwriting to disbursement, monitoring, and collections. This transformation will:

- Enhance efficiency and turnaround times through automation.
- Strengthen credit evaluation by combining data analytics with risk models.
- Improve customer experience with seamless, paperless processing.
- Enable real-time monitoring for better portfolio health management.

This integrated approach will ensure that CP Capital evolves into a digitally-enabled, future-ready NBFC, capable of delivering superior value to both customers and shareholders.

Chairman's Letter to Shareholders



Dear Shareholders,

It is a pleasure to present the CP Capital Annual Report for FY25. The year under review was both significant and transformative, as we navigated through a period of change and realignment to strengthen our foundation for the future.

The merger of Srajan Capital Limited into Career Point Limited, and the subsequent transition into CP Capital Limited with a fresh NBFC license from the Reserve Bank of India, was a defining milestone. This move has sharpened our focus, enabling us to operate as a specialized NBFC with a clear strategy and a stronger identity.

Today, CP Capital stands as a focused financial services platform, carrying forward a strong legacy while embracing a sharper identity as a specialized NBFC. Our lending portfolio is well-diversified and aligned to the evolving needs of our customers

Fy25 was not just a year of structural transformation – it was also a period where we demonstrated resilience and steady performance in a changing operating environment. Our core lending business delivered healthy growth, with the Net Loan Book expanding by 18.1% to 394.40 crore in FY25 from 334.02 crore in FY24 (after adjusting for NPAs). This underscores the growing demand for our credit solutions and our ability to support businesses responsibly. Our Net Worth strengthened by 6.9%, rising from 483.29 crore in FY24 to 516.66 crore in FY25, reinforcing our strong capital base. At the same time, Total Interest Income grew by 14%, reaching 56.01 crore in FY25 compared to 49.05 crore in FY24, reflecting healthy traction in lending operations. The Company delivered a Net Profit (PAT) of 40.66 crore for the year. Together, these results reaffirm that CP Capital is firmly on the right path – balancing growth with prudence, profitability with discipline, and scale with sustainability.

Looking ahead, we remain committed to deepening our presence in MSME financing and secured lending, while driving sustainable, risk-adjusted growth. A key enabler will be our digital transformation roadmap – moving from isolated technology use to a fully integrated loan lifecycle platform that will enhance efficiency, strengthen underwriting, and deliver a seamless customer experience.

We recognize that our journey is about more than numbers. By empowering entrepreneurs, businesses, and individuals, we contribute to financial inclusion and long-term economic growth of India. By doing so responsibly, we create lasting value not only for our customers but also for our shareholders, employees, regulators, and society at large.

As we move forward, our ambition remains clear: to build CP Capital into a trusted, agile, and future-ready NBFC, delivering superior value while upholding the highest standards of prudence and governance.

On behalf of the Board, I thank you for your continued trust and support.

Sincerely,
Pramod Kumar Maheshwari
Chairman & Managing Director

Director's Profile



MR. PRAMOD KUMAR MAHESHWARI

Chairman, Managing Director and CEO

RMC

Founder Director of the Company, Mr. Pramod Kumar Maheshwari (53) is a visionary with over two decades 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.



A founder member of the Company, Mr. Om Prakash Maheshwari (55) brings to the table more than twenty six years 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 corporate matters. He holds a Bachelor's Degree in Mechanical Engineering from University of Rajasthan.

MR. OM PRAKASH MAHESHWARI

Executive Director and CFO



MR. NAVAL KISHORE MAHESHWARI

Executive Director

CSR

Mr. Nawal Kishore Maheshwari (49) 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 and varied operational experience. He holds a Bachelor's Degree in Commerce from Maharshi Dayanand Saraswati University, Ajmer.

MR. JAGDISH PRASAD SARDA

Independent and Non Executive Director

Mr. Jagdish Prasad Sarma (64) has been appointed as an independent and non-executive Director of CP Capital Limited w.e.f. 12 November, 2016. He is a qualified Cost and Management Accountant (CMA) from Institute of Cost Accountants of India. He has over 31 years of experience in the field of Cost and Management Accountancy. He holds a Bachelor's Degree in Commerce from Rajasthan University.



Mr. Nikhar Jain

Independent and Non Executive Director

AC NRC

Mr. Nikhar Jain is a fellow member of Institute of Chartered Accountant of India (ICAI) besides holding Certificate of Practice, he has more than thirteen years of exposure in the areas of Accounting, Auditing, costing, finance and taxation etc. Mr. Nikhar Jain holds a post graduate degree in Commerce. Mr. Nikhar Jain secured all India 21st rank in ICAI final exam held on November 2010.



MRS. NEELIMA MAHESHWARI

Non Independent and Non Executive Director

Mrs. Neelima Maheshwari (51) is Non-Independent and Non-Executive Director since September 2014. Mrs. Maheshwari is actively involved in various social welfare activities, especially in the area of education and healthcare, for the last two decades. She holds a masters degree in pharmacy.



Mrs. Divya Sodani (33) has been appointment as an independent and non-executive Director of Career Point Limited w.e.f. 24 June, 2020. She is a qualified Chartered Accountant (CA) from Institute of Chartered Accountants of India. She has over 7 years of experience in the field of Finance & Taxation. She holds a Bachelor of Commerce from Devi Ahilya Vishwavidyalya, Indore.

MRS. DIVYA SODANI

Independent and Non Executive Director



MR. SANJAY KHANDELWAL

Independent and Non Executive Director

A practicing chartered accountant, Mr. Khandelwal (66) possesses over 39 years of experience in the field of audit, taxation and company law. He is a senior partner of M/s Sanjay Khandelwal & Associates, Kota, Rajasthan. Mr.Sanjay Khandelwal is a fellow member of Institute of Chartered Accountant of India (ICAI) and holds graduate degree in Commerce.



MR. AKSHAY GUPTA

Independent and Non Executive Director

Mr. Akshay Gupta (34) is an Associate member of Institute of Company Secretaries of India (ICSI) and also a member of Tax Bar Association-Kota, Secretary of Kota Chapter of NIRC of ICSI and member of PCS committee of the NIRC of ICSI. He has more than six years of versatile experience in the areas of Compliances, Corporate Laws, Intellectual Property Rights, FEMA etc. Mr. Gupta holds post graduate degree in Commerce.



MRS. NEHA GARG

Independent and Non Executive Director

Ms. NehaGarg (33) is an associate member of Institute of Chartered Accountant of India (ICAI) besides holding Certificate of Practice. She has more than five years of exposure in the areas of Accounting, Auditing, costing, finance and taxation etc. Ms. Neha Garg holds post graduate degree in Commerce.



Board Committee Keys

C Chairman **M** Members

- Audit Committee**
- Stakeholders' Relationship Committee**
- Risk Management Committee**
- Nomination & Remuneration Committee**
- Corporate Social Responsibility Committee**

Shareholders' Information

Annual General Meeting	Monday, September 29, 2025 at 04.00 p.m. (IST)
Mode of Meeting	Through Video Conferencing (VC) / Other Audio Visual Means (OAVM)
Managing Director	Mr. Pramod Kumar Maheshwari
Chief Financial Officer	Mr. Om Prakash Maheshwari
Company Secretary	Mr. Manmohan Pareek
Statutory Auditor	M/s S. P. Chopra & Co. Chartered Accountants 31-F, Connaught Place, New Delhi-110001 Tel.; 91-11-23313495
Bankers	ICICI Bank Ltd HDFC Bank Ltd Kotak Mahindra Bank Ltd
CIN	L64990PB2000PLC054497
e-Voting Cut of Date	Monday, September 22, 2025
e-Voting Window Period	Thursday, September 25, 2025, 9.00 a.m. (IST) to Sunday, September 28, 2025, 5.00 p.m. (IST)
Registered Office	Village Tangori, Banur, Mohali, Punjab-140601 Landmark: Career Point Gurukul
Corporate Office	CP Tower-1, Road No.-1, IPIA, Kota, Rajasthan-324005
E-mail	investors@cpil.in
Website	www.cpcapital.in
Listing (Equity Shares)	BSE Ltd. 1st Floor, New Trading Ring, Rountana Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 Telephone : 022-22721233/34 The National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot No.C/1, 'G' Block Bandra - Kurla Complex, Bandra (E), Mumbai - 400051 Telephone : 022- 26598100/8114
Stock Code	NSE - CPCAP BSE - 533260
ISIN Number- Equity	INE521J01018
Registrar & Share Transfer Agent	M/S Ankit Consultancy Private Limited 60, Electronic Complex,, Pardeshipura, Indore (M.P.) 452010 Tel.:0731-4065799, 4065797 Contact Person: Mr. Abhinandan Gupta Email id: investors@ankitonline.com compliance@ankitonline.com

Management Discussion and Analysis

Indian Economy

In 2025, India continues to demonstrate its position as one of the world's most resilient and fastest growing major economies, even against the backdrop of global uncertainties. Real GDP growth for FY25 is estimated at 6.4%, with projections for FY26 in the range of 6.3%–6.8%. This momentum places India ahead of most global peers and in line with its decadal average, underscoring the economy's ability to withstand global trade disruptions and geopolitical tensions.

Growth in India remains broad-based across sectors:

- 1 Agriculture is projected to recover with a 3.8% growth, supported by record Kharif crop yields and resilient rural demand.
- 2 Industry is expected to expand by 6.2%, driven by robust construction activity, solid utilities, and a resilient manufacturing base despite weak global demand.
- 3 Services, the leading growth engine, continues to grow at 7.2%, now contributing more than 55% of total Gross Value Added (GVA). Within this segment, IT, financial services, and hospitality have performed exceptionally, with strong growth in exports.

India's industrial base is also expanding, with notable gains in steel, automobiles, and electronics manufacturing. Electronics output, in particular, has been growing at a rapid pace, positioning India as an emerging hub for global supply chains.

On the macroeconomic front, inflation management has shown steady progress. Headline retail inflation eased from 5.4% in FY24 to 4.9% by end-2024, supported by government interventions and stronger food supply chains. The Reserve Bank of India (RBI) expects inflation to move closer to its 4% target in FY26, providing a more stable environment for households and businesses.

Fiscal policy continues to emphasize discipline and capital expenditure, particularly in infrastructure development. India's banking sector has strengthened considerably, with gross NPAs at a historic low of 2.6%. Credit-to-GDP gaps have narrowed, and the insurance market continues to expand, reflecting rising financial penetration.

Externally, India has showcased remarkable resilience. Both goods and services exports are growing steadily, FDI inflows are rising, and remittances from the Indian diaspora remain a crucial support for the current account. As of December 2024, the external debt-to-GDP ratio stood at only 19.1%, among the lowest in emerging markets – highlighting the robustness of India's external position.

Several drivers continue to underpin India’s economic trajectory:

- 1 Strong domestic consumption, supported by rural recovery and urban spending.
- 2 Public investment in infrastructure and manufacturing, creating long-term growth capacity.
- 3 Healthy financial sector dynamics, ensuring greater credit availability.
- 4 Rapid expansion of the digital economy, which is expected to cross USD 1 trillion by 2025, deepening India’s global integration.

However, challenges remain. Persistent global uncertainties – including trade disruptions, geopolitical conflicts, and commodity price volatility – continue to present risks. Domestically, inflationary pressures from food prices and supply chain constraints require careful management. Further, structural reforms in taxation, labor, and governance will be vital to sustain high growth rates over the long term.

Looking ahead, the outlook for FY26 remains optimistic, with the RBI projecting real GDP growth at 6.5%. The government’s sustained focus on fiscal consolidation, capital investment, and structural reforms is expected to maintain growth momentum. Continued efforts to control inflation, enhance productivity, and drive innovation will be essential to achieving the nation’s long-term vision of a developed India by 2047.

India’s economic trajectory in 2025 is defined by its ability to navigate global headwinds, leverage domestic strengths, and implement reforms that foster inclusive and sustainable growth. These factors position India as a leading force in the global economy.

Source: Economic Survey of India 2024–25, Reserve Bank of India

Indian MSME Segment

The Micro, Small, and Medium Enterprises (MSME) sector continues to be one of the most important drivers of India’s economic growth and employment. In FY25, the segment displayed both resilience and vulnerabilities, shaped by evolving credit dynamics, improving asset quality, policy support, and growing financial inclusion.

Growth & Credit Trends

As of March 2025, the outstanding commercial credit portfolio of MSMEs rose to 35.2 lakh crore, representing a healthy 13% year-on-year (YoY) growth. This highlights lenders’ continued confidence in the sector’s long-term prospects.

However, credit supply trends showed some caution. While overall commercial credit grew 3% YoY, new originations in the

last quarter (Jan–Mar 2025) declined 11% YoY, led by a sharp slowdown among private banks (-14% YoY, especially in medium-to-large ticket loans). This reflects a more prudent and selective approach by lenders, in response to global uncertainties and recalibrated risk strategies.

In contrast, credit demand remained strong, with loan enquiries up 11% YoY in Q4 FY25, underscoring MSMEs’ optimism and intent to expand despite tighter lending norms.

Asset Quality

A significant positive in FY25 was the improvement in asset quality. MSME portfolio delinquencies fell to a five-year low of 1.79% (down 35 bps YoY), supported by better underwriting, enhanced risk monitoring, and stricter credit discipline. Private banks led this improvement, with delinquencies at just 1.2%, compared to 2.1% for public sector banks, reflecting differing risk philosophies.

However, early-stage delinquencies increased in the sub-10 lakh microenterprise category, pointing to vulnerabilities at the lowest end of the MSME spectrum. This segment requires closer monitoring and tailored support, especially during external shocks.

Financial Inclusion

MSMEs remain central to India’s financial inclusion journey. New-to-Credit (NTC) borrowers accounted for 47% of new originations in Q4 FY25 – slightly lower than 51% in FY24, but still substantial. Public Sector Banks led this category, originating 60% of NTC loans, reflecting their alignment with government inclusion mandates.

Yet, a large credit access gap persists. Of the 6.35 crore registered MSMEs, only 3.68 crore have accessed formal finance, leaving 2.67 crore enterprises unserved. This represents both a challenge and a significant growth opportunity for lenders.

Sectoral & Geographic Trends

- 1 Sectorally, trade accounted for 53% of NTC borrowers, while manufacturing saw the highest growth in new NTC accounts (+70% YoY).
- 2 Manufacturing continues to dominate by origination value (34%), though its share has declined, indicating a gradual rise of services.
- 3 Professional and Other Services have grown steadily, now constituting 36% of loans by value, up 5 percentage points in four years, reflecting India’s services-driven economic shift.
- 4 Geographically, five states – Maharashtra, Gujarat, Tamil Nadu, Uttar Pradesh, and Delhi – together accounted for 48% of credit originations, led by

manufacturing hubs such as Gujarat and Tamil Nadu, and high-potential markets like Uttar Pradesh with its 68 lakh MSMEs.

Policy & Regulatory Support

Government initiatives have played a transformative role. The Credit Guarantee Fund Trust for Micro and Small Enterprises (CGTMSE) covered 27 lakh beneficiaries with guarantees worth 3.06 lakh crore in FY25, a 51% YoY increase. Lower fees, expanded eligibility, and targeted support for women-led and service enterprises have strengthened outreach. Automation and faster claim settlements have further improved efficiency.

Technology & Innovation

The adoption of data-driven, integrated credit assessments (evaluating both individual and business profiles) has improved borrower performance by 40%, demonstrating the impact of technology-led underwriting.

Outlook

Despite strong fundamentals, the moderation in credit supply in late FY25 signals external risks and heightened caution among lenders. Rising early delinquencies in low-ticket loans and the large pool of credit-excluded enterprises remain key challenges. Going forward, emphasis must be placed on:

- Expanding credit access to underserved MSMEs.
- Strengthening risk monitoring frameworks.
- Building resilience among microenterprises through targeted financial products and advisory support.

In summary, the MSME sector remains a cornerstone of India's growth and financial inclusion agenda, offering lenders like CP Capital both an opportunity and a responsibility — to empower entrepreneurs while upholding prudence and sustainability.

NBFC Sector Overview

India's Non-Banking Financial Companies (NBFCs) are navigating an important phase of transition, marked by moderating growth, evolving funding dynamics, and renewed focus on asset quality. After several years of strong double-digit expansion, growth in the sector is now stabilising. The Assets Under Management (AUM) of NBFCs, which reached close to 47 trillion as of March 2024, is projected to grow by 13–15% in FY25, compared to 18% growth in FY24, and is expected to surpass 60 trillion by FY26. This reflects the sector's deepening role as a key credit intermediary within the Indian economy.

NBFCs remain pivotal in driving retail lending, particularly in consumer finance, MSME credit, and vehicle loans, with retail assets comprising nearly 58% of total NBFC credit as of December 2024. However, the rapid retail lending seen in the post-pandemic period has raised concerns around borrower leverage and sustainability of growth, suggesting a moderation in retail credit expansion ahead.

Funding Dynamics

One of the most pressing challenges for NBFCs is access to funding. To sustain growth, the sector requires incremental borrowings of 5.6–6 trillion in FY25. However, with tighter bank lending norms constraining direct credit flows, NBFCs are increasingly diversifying their funding mix — tapping capital markets, securitisation, loan sell-downs, and even alternative avenues such as private equity and venture capital. These shifts are expected to push the average cost of funds higher by 20–40 basis points in FY25, even though the sector overall remains well-capitalised.

Asset Quality

Asset quality has come under sharper scrutiny after a period of rapid expansion. The share of unsecured lending in NBFC portfolios has risen from 7% in 2021 to 11% in March 2024, heightening risk. Consequently, Gross Stage 3 ratios (an indicator of stressed assets) are expected to worsen by 30–50 basis points in FY25 for NBFCs (excluding housing finance and infrastructure players). Stress is most visible in retail-focused portfolios, while NBFCs operating in housing and infrastructure finance are comparatively better placed.

Profitability

Profitability is expected to face pressure in FY25, with rising funding costs, intensifying competition, and higher provisioning needs weighing on margins. Sector profitability (excluding housing and infrastructure financiers) is projected to decline by 25–45 basis points compared to the previous year. Nonetheless, specific product categories continue to offer high growth potential. The small-ticket Loan Against Property (LAP) segment, estimated at 1 trillion AUM in March 2024, is projected to expand by 20–25% annually over the next five years, largely catering to MSMEs and self-employed borrowers.

Regulatory & Strategic Developments

The regulatory environment is evolving, with stricter capital, liquidity, and governance norms being introduced to create a more resilient and risk-sensitive framework. NBFCs are also increasingly collaborating with banks through co-lending models and exploring partnerships with asset reconstruction companies (ARCs) to diversify funding sources and reach underserved markets.

Outlook

In summary, India's NBFC sector faces immediate challenges in terms of slower growth, tighter funding, asset quality pressures, and margin compression. Yet, the sector remains a critical driver of financial inclusion and credit delivery in India. Continued innovation, prudent regulation, and capital strength are expected to help NBFCs navigate these headwinds while supporting the country's broader economic growth ambitions.

Source: ICRA, KPMG

Company Overview

CP Capital Limited (formerly Career Point Limited) is a listed Non-Banking Financial Company (NBFC) with a legacy of trust and transformation. The Company traces its roots to 2013, when Srajan Capital Limited, its wholly owned subsidiary, was established with the vision of providing financial support to educational institutions for developing infrastructure. Over time, Srajan diversified beyond education finance to serve Micro, Small, and Medium Enterprises (MSMEs) and individual borrowers, offering tailored credit solutions that played a vital role in supporting entrepreneurship and business expansion.

A major milestone in the Company's journey came through the Scheme of Arrangement approved by the Hon'ble NCLT in FY25, under which Srajan Capital Limited, along with all its assets and liabilities, was merged into Career Point Limited with effect from April 1, 2023. Subsequently, Career Point Limited was renamed CP Capital Limited, and a fresh NBFC license was granted by the Reserve Bank of India (RBI). This transformation signified more than just a name change – it marked the evolution of the Company into a focused financial services platform with sharper strategic clarity and a renewed ambition to scale sustainably.

Today, CP Capital operates as a specialized NBFC with a disciplined approach to growth, supported by a strong capital base, conservative risk management, and customer-centric values. Rather than spreading itself thin across too many product lines, the Company follows a targeted strategy, focusing on carefully chosen segments where it can leverage its expertise and add maximum value. This disciplined focus ensures sustainable expansion, healthy asset quality, and responsible financial inclusion.

What truly differentiates CP Capital is not only the markets it serves but also the way it serves them. The Company is anchored in a philosophy of responsible lending, combining prudent underwriting standards with innovative practices such as data-driven credit assessments and flexible product design. Unlike traditional lenders that rely heavily on conventional credit scorecards, CP Capital adopts a more holistic view of the borrower, evaluating income flows, business models, banking habits, and collateral strength. This approach enables it to reach underserved entrepreneurs and small businesses, bridging the financing gap in areas often overlooked by mainstream banks. The Company's financial strength provides it with resilience and growth capacity. With Net Worth covering more than 80% of its total assets and a Debt-to-Equity ratio of just 0.17x, CP Capital enjoys one of the strongest capital positions in the sector. This conservative structure ensures ample headroom for leveraging when opportunities arise, while also safeguarding stability during periods of uncertainty.

Governance and compliance form another cornerstone of CP Capital's identity. The Company is guided by a Board-driven governance model, with emphasis on transparency,

accountability, and alignment with regulatory frameworks. Conservative provisioning policies and proactive risk monitoring underscore its commitment to asset quality preservation.

Looking ahead, CP Capital is committed to evolving into a digitally enabled, future-ready NBFC. While technology is currently used in isolated stages of operations, the Company is in the process of implementing an integrated digital platform that will cover the entire loan lifecycle – from origination and underwriting to disbursement, monitoring, and collections. This transformation will significantly improve efficiency, strengthen credit evaluation, enhance customer experience, and enable real-time monitoring of portfolio health.

In essence, CP Capital Limited represents the fusion of legacy and modernity. It carries forward the credibility of its past while embracing a sharper, more focused identity as a specialized NBFC. With its strong balance sheet, disciplined growth strategy, and commitment to innovation, CP Capital is well-positioned to capture emerging opportunities in India's fast-evolving financial sector, while continuing to create long-term value for its stakeholders.

Business Verticals

CP Capital operates through well-defined business verticals that cater to the diverse financing needs of its borrowers.

- **Property-Backed Loans (LAP):**
We offer term loans secured against residential or commercial properties. These loans are primarily designed to meet business expansion, working capital, and other productive requirements. By using property as collateral, borrowers gain access to larger, longer-tenure, and more affordable financing, while CP Capital benefits from a secured and stable credit portfolio with lower risk exposure. This product strikes the right balance between customer needs and prudent lending, making it a core part of our business model.
- **NBFC Portfolio-Backed Lending:**
Our portfolio-backed lending solutions extend facilities to partner NBFCs, secured through the hypothecation of their underlying receivables. These are further strengthened by corporate or personal guarantees, as applicable. This model not only supports the liquidity needs of NBFCs but also allows CP Capital to expand its reach indirectly to a wider borrower base while maintaining robust risk safeguards.
- **Bridge & Bullet Loans (Secured/Unsecured):**
We also offer short-tenor financing in the form of bridge and bullet loans, structured with flexible repayment—either through EMIs or bullet payments at maturity. Depending on the credit profile, these loans may be secured or unsecured, providing quick access to capital for time-sensitive

opportunities. This vertical highlights CP Capital's agility in addressing urgent and niche financing needs.

Financial Performance

The FY24 financial figures have been restated in line with the Scheme of Arrangement sanctioned by the Hon'ble NCLT. Under the scheme, Srajan Capital Limited (NBFC) was amalgamated with Career Point Limited (subsequently renamed as CP Capital Limited), while the education business of Career Point Limited was demerged and vested into Career Point Edutech Limited, with effect from April 1, 2023. FY25 reflects the audited financial statements following the implementation of the aforesaid scheme.

Financial Highlights

Net Loan Book ¹	394 Crores	up by 18%
Operating Revenue ²	63.28 Crores	up by 16.1%
Profit Before Tax (Operating):	48.7 Crores	up by 16.8%
Profit After Tax ³	40.6 Crores	down by 5.9%
Net Worth	516.6 Crores	up by 6.9%
Debt-Equity	0.17	-
Return of Equity	8.13%	Down 117 basis pts

Note:

1. Net of provision
2. Comprising Interest Income, Processing Fees, and Other Loan-Related Charges
3. Lower primarily due to other income of 4.02 crore in FY25 versus 11.65 crore in FY24.

Discussion

FY25 marked a significant and transformative year, as the Company navigated regulatory transition and organizational realignment. The process of securing a fresh NBFC license in CP Capital Limited from the RBI resulted in certain operational delays; however, the Company delivered resilient performance, recording revenue from operations of 63.28 crore (comprising Interest Income, Processing Fees, and Other Loan-Related Charges), representing a growth of 16.1% over the restated FY24 revenue from operations.

The gross loan book expanded by 16.1% year-on-year to 442.2 crore in FY25, driven primarily by growth in the Loan Against Property segment. After provisioning, the net loan book stood at 394.4 crore, reflecting an 18% year-on-year increase. The expansion in the loan book supported higher interest income, resulting in Operating PBT (excluding other income) rising by 16.8% to 48.78 crore. Net Profit After Tax (PAT) for FY25 stood at 40.6 crore, a decline of 5.9% compared to FY24, primarily due to lower other income of 4.02 crore in FY25 versus 11.65 crore in FY24.

The Company continues to refine its product mix with an increased strategic focus on Property Backed Loans (Loan

Against Property – LAP). In FY25, LAP constituted 54.4% of the active loan portfolio, up from 42.0% in FY24. This calibrated shift underscores the Company's strategy to strengthen portfolio quality and mitigate credit risk, given the secured nature of LAP products.

In FY25, Net NPAs stood at 21.11 crore, representing 5.35% of the loan book. Nearly the entire Net NPA portfolio is secured through collateral, primarily mortgages over property and hypothecated assets. This strong collateral coverage provides greater recovery visibility and materially reduces potential loss severity.

The Company holds investments of 135.3 crore in its subsidiary and investment properties valued at 78.8 crore. The management is actively exploring monetisation opportunities for these assets with the objective of unlocking value and strengthening the balance sheet. At present, these investments exert pressure on return ratios, with ROE for FY25 at 8.13%. Successful monetisation, as and when executed, is expected to release capital, improve operating efficiency, and drive enhancement in return ratios over the medium term.

Exceptional One-off NPA

During covid period in FY 2020–21, the Company encountered a one-time exceptional event involving an exposure of 43.97 crore to an educational institution that defaulted on repayment. Through diligent recovery efforts, we successfully realised 20.67 crore in tranches: 10.06 crore in FY 2022–23, 7.38 crore in FY 2023–24, and 3.23 crore in FY 2024–25. These receipts were recognised as income in the respective financial years, while a 100% provision for the total outstanding exposure (43.97 crore) was created in FY 2022–23 in line with prudent and conservative accounting policies. This ensures that the account is fully provided for in the books with no residual risk.

Importantly, this was an isolated event and has been excluded from Gross NPA reporting, as it does not reflect the quality of the underlying lending portfolio. The Company's core asset quality remains robust, supported by conservative underwriting standards, disciplined risk management, and proactive provisioning practices.

Corporate Social Responsibility

At CP Capital Limited, social responsibility is deeply ingrained in our values and business philosophy. We firmly believe that financial empowerment and responsible lending are key drivers of inclusive growth, and our initiatives are designed to create a meaningful impact on society while fostering sustainable development.

Over the years, CP Capital has positively contributed to the lives of individuals and communities by enabling access to financial solutions that support entrepreneurship, housing, and livelihood opportunities. By strengthening financial inclusion and offering responsible credit, we have not only advanced

individual aspirations but also contributed to broader economic progress.

Beyond our core business, we recognize the importance of giving back to society and supporting causes that create long-term value. Our CSR initiatives are focused on the following areas:

- **Promoting Education & Skill Development:** Supporting underserved students through scholarships, financial aid, and programs that build employability skills.
- **Community Development:** Undertaking projects in healthcare, livelihood generation, and financial literacy to strengthen communities.
- **Sustainability & Environment:** Encouraging green initiatives that reduce ecological impact and promote responsible resource usage.

Through these efforts, CP Capital Limited reinforces its role not only as a trusted financial institution but also as a responsible corporate citizen, committed to building a brighter, more sustainable future for all stakeholders.

Risks and Concerns

With operations in lending to MSMEs, small businesses, and individuals, CP Capital Limited is naturally exposed to a wide range of risks arising from internal and external factors. While the Company has instituted a comprehensive risk management framework to identify, assess, and mitigate potential threats, it is not possible to completely eliminate all risks in pursuit of financial, operational, and strategic objectives.

The Board of Directors and senior management continuously monitor the evolving risk landscape and adopt proactive measures to safeguard the Company's financial health and long-term sustainability. The key risks identified are as follows:

1. **Credit Risk:** The core business of CP Capital involves lending, which inherently carries the risk of borrower default. Adverse economic conditions, inadequate collateral, or stressed cash flows of borrowers could increase delinquencies and non-performing assets (NPAs).

Mitigation: A rigorous credit appraisal process, reliance on secured lending (primarily against residential and commercial property), prudent loan-to-value ratios, and continuous monitoring of borrower performance help reduce credit risk.

2. **Regulatory and Compliance Risk:** As a regulated NBFC, CP Capital is subject to oversight by the Reserve Bank of India (RBI) and other statutory authorities. Any tightening of regulations on capital adequacy, provisioning norms, fair lending practices, or governance standards can materially impact operations.

Mitigation: The Company maintains close alignment with regulatory developments, ensures timely compliance, and invests in robust reporting and governance frameworks.

3. **Liquidity Risk:** The business model of NBFCs requires careful management of asset-liability mismatches. Dependence on timely refinancing and access to capital markets/banking channels makes liquidity management a critical challenge, particularly during periods of systemic stress.

Mitigation: CP Capital maintains a conservative capital structure, diversified borrowing profile, and a robust ALM (Asset-Liability Management) framework to ensure stability.

4. **Interest Rate Risk:** Changes in interest rates can directly affect borrowing costs and lending yields. A sharp increase in cost of funds without commensurate repricing of loans may compress margins.

Mitigation: The Company follows a balanced approach in managing fixed vs. floating rate exposures, actively monitors market conditions, and maintains adequate spreads to safeguard profitability.

5. **Concentration Risk:** Overdependence on specific customer segments, or asset classes can heighten portfolio vulnerability. For instance, downturns in real estate values may affect loans secured against property.

Mitigation: The Company is gradually expanding its geographical footprint, diversifying borrower segments, and maintaining prudent exposure norms.

6. **Operational Risk:** Risks may arise from inadequate internal processes, fraud, human errors, or system failures. As lending volumes increase, operational complexities also expand.

Mitigation: Strong internal control systems, periodic audits, employee training, and process digitization reduce operational vulnerabilities.

7. **Technology & Cybersecurity Risk:** With increased digitization of loan origination, servicing, and monitoring, the risk of cyberattacks, data breaches, or system downtime has become significant.

Mitigation: CP Capital invests in secure IT infrastructure, follows best practices in cybersecurity, and conducts regular system upgrades and employee awareness programs.

8. **Macroeconomic and Market Risk:** The Company's performance is linked to broader economic cycles, inflation, interest rate movements, and geopolitical events.

Slowdowns in MSME activity or disruptions in credit markets may adversely impact growth and asset quality.

Mitigation: Conservative underwriting standards, focus on secured lending, and maintaining adequate capital adequacy act as buffers against cyclical volatility.

9. **Human Capital Risk:** The NBFC business depends on skilled personnel for credit assessment, collections, and relationship management. Attrition or gaps in talent availability can affect growth and service quality.

Mitigation: The Company emphasizes employee engagement, training, and performance linked incentives to attract and retain talent.

10. **Reputation Risk:** Any negative publicity related to customer grievances, aggressive recovery practices, or regulatory lapses can damage brand equity and stakeholder trust.

Mitigation: CP Capital upholds ethical business practices, transparent customer communication, and a customer-centric grievance redressal system.

Outlook

Looking ahead, CP Capital remains cautiously optimistic about its growth prospects. With a prudent and conservative balance sheet, reflected in a low debt-to-equity ratio, the Company is well-positioned to expand its lending portfolio while maintaining financial resilience.

The secured lending model - primarily term loans backed by residential and commercial properties, continues to provide stability and support healthy asset quality. As MSMEs and small businesses regain momentum, demand for structured credit solutions is expected to increase, creating opportunities for CP Capital to scale its loan book responsibly.

Management anticipates a gradual broadening of the portfolio mix through diversified borrower segments and geographies, which will further mitigate concentration risks. Margins and returns are likely to strengthen, supported by disciplined credit underwriting, robust asset-liability management, and operational efficiencies driven by digitization initiatives.

CP Capital remains committed to generating sustainable value for all stakeholders by adhering to prudent risk management practices, leveraging technology to enhance efficiency, and maintaining a strong customer-centric approach in addressing the credit needs of underserved segments.

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 realized. 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. Readers are advised not to place undue reliance on these forward-looking statements and are encouraged to consider them in conjunction with other publicly available information.

DIRECTORS'S REPORT

Dear Shareowners,

The Board of Directors ("Board") of CP Capital Limited (erstwhile Career Point Limited) ("Company") with immense pleasure present their twenty fifth (25th) annual report report on the business and operations of your Company for the financial year 2024-25. This Report is being presented along with the audited financial statements for the year.

1. Financial Highlights

The Audited Financial Statements of your Company as on March 31, 2025, are prepared in accordance with the relevant applicable Indian Accounting Standards ("Ind AS") and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the provisions of the Companies Act, 2013 ("Act").

The highlights of your Company's financial results for the financial year 2024-25 on standalone basis are as follows:

(₹ In Lakhs)

Particulars	31-Mar-2025 (Restated)	31-Mar-2024 (Restated)
Income from Operations	6328.02	5450.70
Other Income	401.79	1165.39
Total Income	6729.81	6616.09
Expenditure	1450.18	1274.66
Profit before Interest and Exceptional Items	5813.82	5743.28
Interest Expense	534.18	401.86
Profit after Interest Expense but before Extraordinary items	5279.63	5341.43
Extraordinary Items-	-	-
Profit from Ordinary Activities before tax	5279.63	5341.43
Total Provision for taxes	1213.16	1022.46
Profit from Ordinary Activities after tax	4066.47	4318.97

Upon the Scheme becoming effective, Srajan Capital Limited ("SCL") (the Transferor Company) was amalgamated into CP Capital Limited (erstwhile Career Point Limited ("CPCL") (the Transferee Company/ the Demerged Company) and the Education business of CPCL along with its associated assets and liabilities, was transferred to Career Point Edutech Limited ("CPEL") (the Resulting Company) on a going concern basis. These transactions have been accounted for in the financial statements/ results/ information as of the Appointed Date, i.e., 01 April 2023, in accordance with the Scheme. Accordingly, the financial statements/results/information after the Appointed Date have been restated to reflect the effects of the demerger and merger, in line with the applicable Indian Accounting Standards (Ind AS).

2. Financial Performance and Key Business Developments

Performance of the Company and particulars of some of the key business developments which took place during the financial year 2024-25 have been detailed out in the Management Discussion and Analysis Report which forms part of Directors' Report.

3. Dividend

CP Capital has endeavored to retain a balance by providing an appropriate return to the Shareholders while simultaneously retaining a reasonable portion of the profit to maintain healthy financial leverage with a view to support and fund the future plans. For the expansion of business and for general corporate requirements, the Board of Directors of your Company has decided that it would be prudent, not to recommend any dividend for the year under review.

During the year under review the Board of Directors had declared the first interim dividend on 13.08.2024 for the financial year 2024-25 of Rs. 1.00 (Rupees One) per equity share of face value Rs 10.00 each (i.e.10%), second interim dividend on 11.11.2024 for the financial year 2024-25 of Rs. 1.00 (Rupees One) per equity share of face value Rs 10.00 each (i.e.10%) and third interim dividend on 14.02.2025 for the financial year 2024-25 of Rs. 1.00 (Rupees One) per equity share of face value Rs 10.00 each (i.e.10%). Also, the Company declared final dividend on 05.08.2024 for the financial year 2023-24 of Rs.1.00 (Rupees One) per equity share of face value Rs. 10.00 each (i.e.10%).

4. Transfer to Reserves

The amounts, if any, proposed to be transferred to the general reserve and statutory reserve are mentioned in financial statements.

5. Share Capital

The paid-up equity share capital of the Company as on March 31, 2025 was ₹ 1,819 Lakhs comprising of 1,81,92,939 equity shares having face value of ₹ 1 each. During the year, the Company had neither issued any shares nor instruments convertible into equity shares of the Company or with differential voting rights.

6. Material Changes and Commitments, if any, affecting the Financial Position between the end of the Financial Year and the date of Report:

Upon the Scheme becoming effective, Srajan Capital Limited ("SCL") (the Transferor Company) was amalgamated into CP Capital Limited (erstwhile Career Point Limited ("CPCL") (the Transferee Company/ the Demerged Company) and the Education business of CPCL along with its associated assets and liabilities, was transferred to Career Point Edutech Limited ("CPEL") (the Resulting Company) on a going concern basis. These transactions have been accounted for in the financial statements/ results/ information as of the Appointed Date, i.e., 01 April 2023, in accordance with the Scheme. Accordingly, the financial statements/results/information after the Appointed Date have been restated to reflect the effects of the demerger and merger, in line with the applicable Indian Accounting Standards (Ind AS).

Further, your Company is registered as a non-deposit taking Non-Banking Financial Company (NBFC) pursuant to the Certificate of Registration No. N-06.00629 dated April 01, 2025, issued by the Reserve Bank of India under Section 45-IA of the Reserve Bank of India Act, 1934. It is classified as an NBFC – Investment and Credit Company (NBFC-ICC) in accordance with the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023.

7. Public Deposits

During the year, your Company has neither invited nor accepted any

deposits from the public within the meaning of Section 2(32) and 74 of the Companies Act, 2013 and as such, no amount of principal or interest on deposit was outstanding as of the balance sheet date.

8. Subsidiary, Joint Ventures and Associate Companies

As on March 31, 2025 and upon the Scheme becoming effective, the Education business of CP Capital Limited ("erstwhile Career Point Limited") (Demerged Company) along with the assets and liabilities thereof has been transferred to Career Point Edutech Limited ("CPEL") (Resulting Company) on a going concern basis and the Srajan Capital Limited ("SCL") (Transferor company) amalgamated with the Company. Your Company has three Subsidiaries (including two step down Subsidiary Companies) and one Associate Company as under:

- (1) One Subsidiary Companies i.e. Career Point Infra Limited
- (2) Two Step down Subsidiary Company i.e. Coupler Enterprises Private Limited and Srajan Agritech Private Limited (Subsidiary of Career Point Infra Limited) and;
- (3) One Associate Companies Imperial Infin Private Limited

A separate statement in Form AOC-1 containing the salient features of Financial Statements of all subsidiaries & associates of your Company forms part of Consolidated Financial Statements in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013.

The Financial Statements of the subsidiary companies and related information are available for inspection by the members at the Corporate Office of your Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting ('AGM') as required under Section 136 of the Companies Act, 2013.

Any member desirous of obtaining a copy of the said Financial Statements may write to the Company Secretary at the Corporate Office of your Company. The Financial Statements including the Consolidated Financial Statements, Financial Statements of subsidiaries and all other documents required to be attached to this report have been uploaded on the website of your Company <https://cpcapital.in/>

9. Financial Position and Performance of Subsidiaries & Associates

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 (Act) a statement containing the salient features of financial statements of the Company's subsidiary in Form No. AOC-1 is attached in the report as **Annexure - 3**. Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiary, is available on the website of the Company www.cpcapital.in

10. Disclosure of Accounting Treatment:

Pursuant to the provisions of the Act, the Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

11. 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 SEBI (Listing obligation and disclosure requirements), 2015. In compliance with the SEBI (Listing obligation and disclosure requirements), 2015, a separate 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. A

report on Corporate Governance is enclosed forms part of this Annual Report. The Auditors' Certificate confirming the compliance to the conditions of the Corporate Governance is annexed to the Report on Corporate Governance.

12. Management Discussion and Analysis Report

Management Discussion and Analysis Report on the business outlook and performance review for the year ended March 31, 2025 as stipulated in Regulation 34 read with Schedule V of the Listing Regulations, is available as a separate section which forms part of the Annual Report.

13. Directors' Responsibility Statement

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2024-25.

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- b) They have selected such accounting policies and applied them consistently 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 at the end of the Financial Year and profit of the Company for that period;
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) They have prepared the annual accounts on a going concern basis
- e) They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

14. Internal Control System and their adequacy

The Company has proper and adequate internal control systems, which ensure that all assets are safeguarded against loss from unauthorized use and all transactions are authorized, 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. M/s. BDG & Co. LLP, Chartered Accountants, is the Internal Auditor of the Company, who conducts audit and submit quarterly reports to the Audit Committee.

15. Risk Management

The Company has voluntarily constituted a Risk Management Committee, the details of which are given in the Corporate Governance Report. The Company has developed a risk management policy and identified risks and taken appropriate steps for their mitigation, for more details, please refer to the Management Discussion and Analysis set out in this Annual Report and on the website of the Company <https://cpcapital.in/>.

16. Details of Board Meetings

The Board of Directors met six (6) times in the year 2024-25. The details of the board meetings and the attendance of the Directors are provided in the Corporate Governance Report.

17. Directors

After the closing hours of the financial year ended on March 31, 2025 your Company's Board of Directors ("Board") had nine members comprising of three Executive Directors and six Non-Executive Directors wherein five are Independent Directors. The Board has two Women Independent Directors. The details of Board and Committees composition are available in the Corporate Governance Report, which forms part of this Annual Report.

In accordance with the provisions of Section 152 of the Act, read with rules made thereunder and Articles of Association of the Company Mr. Om Prakash Maheshwari [DIN-00185677] and Mr. Nawal Kishore Maheshwari [DIN-00185762], are liable to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible, offers themselves for re-appointment. The Board recommends their re-appointment.

Mr. Nikhar Jain (DIN 10198103) was appointed as Additional and Non-Executive Independent Directors on the Board of the Company w.e.f November 11, 2024. At the Postal Ballot process held on February 03, 2025 the Members approved his appointment as Independent Directors of the Company for a period of 5 years i.e., from November 11, 2024 to November 10, 2029.

Further, as reported last year, Mrs. Divya Sodani (DIN: 08045653) reappointed as a Non-Executive Independent Director of the Company for a further period of 5 (Five) years. At the 24th AGM held on August 05, 2024 the Members approved her re-appointment them for second term of 5 years effective from June 24, 2025 to June 23, 2030.

Further, Mr. Jagdish Prasad Sarda Independent Director has resigned from Directorship of the Company May 03, 2025.

The Board places on record its sincere appreciation for contributions and extends gratitude to Mr. Jagdish Prasad Sarda for his invaluable service as Directors on the Board. His insightful contributions have played a pivotal role in steering the Company's strategic direction and fostering growth.

The disclosures required pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standards ('SS')- 2 on General Meetings are given in the Notice of AGM, forming part of the Annual Report.

18. Declarations by Independent Directors

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of the Companies Act, 2013 read with the Schedules and Rules issued there under as well as Regulation 16(1)(b) of Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force). The details of programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibility in the Company, nature of the industry in which the Company operates and other related matters are put on the website of the Company at <https://cpcapital.in/>.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. They fulfill the conditions specified in the Act as well as the Rules made thereunder and are independent of the Management.

19. Key Managerial Personnel

During the year under review, there was no change in the Key Managerial Personnel ('KMP') of the Company. As at March 31,

2025, the following are the KMP of the Company: Mr. Pramod Kumar Maheshwari, Chairman and Managing Director & CEO; Mr. Om Prakash Maheshwari, Executive Director & CFO; Mr. Manmohan Pareek, Company Secretary & Compliance Officer.

20. Auditors:

(a) Statutory Auditors:

M/s Lodha & Co. LLP, Chartered Accountants (Firm Registration No. 3010SE/E300284), New Delhi were appointed as the Statutory Auditors of the Company for a term of five years at the 22nd Annual General Meeting, to hold office until the conclusion of the 27th Annual General Meeting.

However, M/s Lodha & Co. LLP, vide their letter dated 11 November, 2024, tendered their resignation as Statutory Auditors of the Company, citing their inability to continue as the Statutory Auditors of the Company, citing reason of number of audits as per the guidelines issued by RBI (Notification Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021). The said resignation resulted in a casual vacancy in the office of Statutory Auditors. The Company acknowledges their professional conduct and expresses appreciation for their services during their tenure.

As per the requirements under Clause 6(A) and 6(B) of the SEBI Circular No. CIR/CFD/ CMD/1/114/2019 dated 18 October, 2019, the outgoing auditors submitted the limited review report for the quarter and half year ended 30 September, 2024.

Subsequently, based on the recommendations of the Audit Committee, the Board of Directors recommended to members for appointment of M/s S P Chopra & Co., Chartered Accountants (Firm Registration No. 000346N) as the Statutory Auditors of the Company to fill the said casual vacancy through Postal Ballot Process until the conclusion of the 25th Annual General Meeting to be held for the financial year 2024-25. The said appointment was approved by the members of the Company through a postal ballot process concluded on 03 February, 2025 authorizing M/s. S P Chopra & Co. to conduct the statutory audit of the Company for the financial year 2024-25.

Further, it is proposed to appoint M/s S P Chopra & Co., as the Statutory Auditors of the Company for a term of 5 years to conduct the Statutory Audit, commencing from the 25th Annual General Meeting to the 30th Annual General Meeting subject to approval of Shareholders by way of Ordinary resolution as proposed in the Notice of 25th Annual General Meeting of the Company.

M/s S P Chopra & Co., have confirmed that their proposed appointment is within the limits prescribed under Section 144 of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the proviso to Section 139(1), Section 141(2), Section 141(3), and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and guidelines issued by the Reserve Bank of India for appointment of Statutory central auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks and NBFCs.

The Company has received eligibility and willingness for appointment as prescribed under Section 139 (1) of the Companies Act, 2013 and as per applicable provisions of RBI Guidelines from M/s. S P Chopra & Co., Statutory Auditors.

The Auditor's Report on the financial statements of the Company for the financial year ended 31 March, 2025 forms part of the Annual Report. The said report was issued by the Statutory Auditors with an unmodified opinion and does not contain any qualifications, reservations or adverse remarks.

(b) Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014, the Board of Director appointed M/s Bharat Rathore & Associates, Practicing Company Secretaries to conduct the Secretarial Audit of the Company for the year ended March 31, 2025. The Report of the Secretarial Audit is annexed herewith as **Annexure – 2A**. The said Secretarial Audit Report does not contain any qualification, reservations, adverse remarks and disclaimer.

As per regulation 24(1) of SEBI Listing Regulations, the Company is required to annex the secretarial audit report of its material unlisted subsidiary to its Annual Report. Career Point Infra Limited has been identified as Material Unlisted Subsidiary of the Company for FY 24-25 and accordingly the Company is annexing the Secretarial Audit Report of Career Point Infra Limited as **Annexures 2B**.

Pursuant to regulation 24A of SEBI Listing Regulations it is proposed to appoint M/s. Bharat Rathore & Associates, Practicing Company Secretary (Firm Registration No. –S2018RJ589300 and Peer review No. -1713/2022), as the Secretarial Auditors of the Company for a term of 5 years to conduct the annual secretarial audit, commencing from the 25th Annual General Meeting to the 30th Annual General Meeting subject to approval of Shareholders by way of Ordinary resolution as proposed in the Notice of 25th Annual General Meeting.

(c) Internal Auditors:

Pursuant to Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, and based on the recommendation of the Audit Committee, the Board has appointed M/s BDG & Co. LLP as the Internal Auditors of the Company for the Financial Year 2024-2025. The scope and fee of internal audit was fixed by the Board on recommendation of Audit Committee. The Internal Auditors present their audit report before the Audit Committee on a quarterly basis.

(d) Cost Auditors

The Company is not required to conduct Cost Audit during the Financial Year 2024-25. Therefore Company has not appointed any Cost Auditor.

21. Separate Meetings of Independent Director

In terms of requirements of Schedule IV of the Companies Act, 2013, meeting of the Independent Directors of the Company conducted separately, without the attendance of Non- Independent Directors, or any other official of the Company or members of its management, to review the performance of Non- Independent Directors (including the Chairman), the entire Board and the quality, quantity and timeliness of the flow of information between the Management and the Board. The Company received the Annual disclosure(s) from all the Directors disclosing their Directorship and Interest in other Companies in specified formats prescribed in Companies Act, 2013 and the Board took note of the same in its Board Meeting.

22. Particulars of Loans, Guarantees or Investment

Details of loans, guarantees and investments under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on 31st March, 2025 are set out in NOTE 8, 9 and 11 to the Standalone Financial Statements forming part of this report.

23. Particulars of Contract or arrangement with Related Parties

All related party transactions (RPTs), which were entered into during the financial year were on an arm's length basis and did not attract provisions of Section 188 of the Companies Act, 2013. There were material transactions entered with related parties, during the year under review, which have been disclosed in Form AOC-2 as an **Annexure-4** in that regard. During the year 2024-25, as required under Section 177 of the Companies Act, 2013 and Regulation 23 of the SEBI Listing Regulations, 2015, all RPTs were reviewed and approved by the Audit Committee. Prior omnibus approvals are granted by the Audit Committee for related party transactions which are of repetitive nature, entered in the ordinary course of business and are on arm's length basis in accordance with the provisions of Companies Act, 2013 read with the Rules issued there under the Companies Act & the Listing Regulations. A statement showing the

disclosure of transactions with related parties as required under IND As is set out separately in this Annual Report. The Policy on RPTs as approved by the Board is uploaded on the Company's website <https://cpcapital.in/>.

24. Particulars of Employees

The information required under Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended; the name and other particulars of employees are to be set out in the Directors' Report as an addendum or annexure thereto. The Information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014 in respect of employees of the Company is annexed herewith as **Annexure - 5**.

None of the employee listed in the said Annexure is a relative of any director of the Company. None of the employee holds (by himself or along with his spouse and dependent Children) more than two percent of the Equity shares of the Company. None of Director receives remuneration from the Subsidiary Companies.

25. Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

Consider the business activities of the Company the requirement relating to providing the particulars relating to conservation of energy and technology absorption stipulated in Rule 8 of the Companies (Accounts) Rules 2014 required to be furnished u/s.134 (3)(m) of the Companies Act, 2013 is not applicable. Particulars of foreign currency earnings and outgo during the year: **Nil**.

26. Committees of the Board:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholder's Relationship Committee
4. Risk Management Committee
5. Corporate Social Responsibilities Committee

Audit Committee currently comprises of Mrs. Divya Sodani as Chairman of the Audit Committee with other members being Ms. Neha Garg, Mr. Om Prakash Maheshwari and Mr. Nikhar Jain. Further details relating to the Audit Committee are provided in the Corporate Governance Report, which forms part of this report.

During the year under review, all recommendations of the Committees were approved by the Board. The details including the composition of the Committees, attendance at the Meetings and terms of reference are included in the Corporate Report, which forms a part of the Annual Report.

27. Whistle Blower & Vigil Mechanism

In compliance with the provisions of Section 177(9) of the Companies Act, 2013, the Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors and employees of the Company to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The mechanism under the policy has been appropriately communicated within the organization. The Whistle Blower Policy is available on the website of the Company.

28. Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015, the Board has carried out an evaluation of its own performance and that of the individual Directors. The evaluation criteria, inter alia, covered various aspects of the Board's functioning including its composition, execution and performance of specific duties, obligations and governance. The performance of individual directors was evaluated on parameters such as Attendance and participation in the Meetings, Contribution towards growth of the Company, Leadership initiative, Team work attributes and supervision of staff members, Compliance with policies, safeguarding the interest of the Company etc. The Directors expressed their satisfaction with the evaluation process.

29. Key Parameters for appointment of Directors and Key Managerial Personnel

The Nomination and Remuneration Committee has formulated a detailed policy for appointment of directors, key managerial personnel which is designed to attract, motivate and retain best talent. This policy applies to directors, senior management including its Key Managerial Personnel (KMP) and senior management of the Company. The remuneration of the Executive Directors and KMPs of the Company is recommended by the Nomination and Remuneration Committee based on the Company's remuneration structure taking into account factors such as level of experience, qualification and suitability. The Company generally pays remuneration by way of salary, perquisites and allowances.

30. Policies of the Company

Your Company has posted the following documents on its website <https://cpcapital.in/>

1. Code of Conduct and Ethics
2. Whistle Blower Policy
3. Related Party Transaction Policy
4. Corporate Social Responsibility
5. Familiarisation Programme.
6. Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by insiders
7. Remuneration Policy

31. Human Resource

The Company aims to align HR practices with business goals, increase productivity of Human resources by enhancing knowledge, skills and to provide a conducive work environment to develop a sense of ownership amongst employees. Productive high performing employees are vital to the Company's success. The contribution and commitment of the employees towards the performance of the Company during the year were valued and appreciated. The Company recruited employees during the year for various positions and promoted employees to take up higher responsibilities. Apart from fixed salaries, perquisites and benefits, the Company also has in place performance-linked incentives which reward outstanding performers, who meet certain performance targets. In pursuance of the Company's commitment to develop and retain the best available talent, the Company had organised and sponsored various training programmes / seminars / conferences for upgrading skill and knowledge of its employees in different operational areas.

Employee relations remained cordial, and the work atmosphere remained congenial during the year.

32. Significant & Material Orders Passed by the Regulators or Courts or Tribunals

During the year under review the hon'ble National Company Law Tribunal ("NCLT") Chandigarh Bench passed the order dated 22.10.2024 and approved the composite Scheme of arrangement between Srajan Capital Limited (Transferee Company), CP Capital Limited (erstwhile Career Point Limited) (Demerged / Transferee Company and Career Point Edutech Limited (resulting Company) wherein NBFC Srajan capital Limited merged into its parent Company i.e. CP Capital Limited and education business of CP capital Limited merged into Career Point Edutech Limited with effect from the appointed date i.e. April 01, 2023.

Further, your Company is registered as a non-deposit taking Non-Banking Financial Company (NBFC) pursuant to the Certificate of Registration No. N-06.00629 dated April 01, 2025, issued by the Reserve Bank of India under Section 45-IA of the Reserve Bank of India Act, 1934. It is classified as an NBFC – Investment and Credit Company (NBFC-ICC) in accordance with the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023.

In addition to the disclosed above there are no significant and material orders passed by the Regulators/Courts/Tribunals that

would impact the going concern status of the Company and its future operations.

33. Extract of Annual Return

In accordance with the provisions of Section 134(3) read with Section 92(3) of the Companies Act, 2013, the Annual Return for the financial year ended on 31st March 2025 in the prescribed form MGT-7 is disclosed on the website of the Company at <https://cpcapital.in/>

34. Corporate Social Responsibility

Pursuant to Section 135 (4) and Rule 8 of the Companies (Corporate Social Responsibility Policy), Rules, 2014, a report on CSR containing particulars in the specified format is attached at **Annexure-1**.

35. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has in place a Sexual Harassment Policy in line with the requirement of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redresses) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under the policy. The following is a summary of sexual harassment complaints received and disposed off during the year 2024-2025:

No. of complaints received: Nil

No. of complaints disposed off: N. A

36. Business Sustainability and Responsibility Reporting

The Business Sustainability & Responsibility Reporting as required by Regulation 34(2)(f) of SEBI (Listing obligation and disclosure requirements), Regulations 2015 is not applicable to your Company for the Financial Year ending March 31, 2025.

37. Green Initiative

Your Company has taken the initiative of going green and minimizing the impact on the environment. The Company has been circulating the copy of the Annual Report in electronic format to all those Members whose email addresses are available with the Company. Your Company appeals other Members also to register themselves for receiving Annual Report in electronic form.

38. Additional Information to Shareholders

All important and pertinent investor information such as financial results, investor presentations, press releases, new launches and updates are made available on the Company's website (<https://cpcapital.in/>) on a regular basis

39. Secretarial Standards:

The Directors state that applicable Secretarial Standards, i.e. SS-1 'Meetings of the Board of Directors', SS-2 'General Meetings' and SS-3 Secretarial Standard on Dividend relating to respectively, have been duly followed by the Company

40. Changes in the Nature of Business, If Any

During the year under review the Company continued to provide educational services (formal & Informal) and hence, there was no change except mentioned below in the nature of business or operations of the Company which impacted the financial position of the Company during the year under review.

During the year under review, your company witnessed significant structural changes in alignment with its long-term strategic vision of streamlining business operations and strengthening focus across business verticals. These transformations are expected to enhance operational efficiency, regulatory alignment, and value creation for all stakeholders.

Pursuant to the Hon'ble National Company Law Tribunal (NCLT) order dated October 22, 2024, Srajan Capital Limited, a wholly owned subsidiary and a registered Non-Banking Financial Company (NBFC), was merged into its holding company, CP Capital Limited

(erstwhile Career Point Limited). This merger marked the consolidation of the NBFC operations under a single umbrella, aimed at simplifying the group structure and leveraging synergies across the financial services domain.

The said NCLT order dated October 22, 2024, also sanctioned a composite scheme of arrangement involving:

- Merger of Srajan Capital Limited (Transferor Company) into CP Capital Limited (erstwhile Career Point Limited) (Transferee Company/Demerged Company), and
- Demerger of the Education Business of CP Capital Limited (erstwhile Career Point Limited) into Career Point Edutech Limited (Resulting Company).

The scheme became effective on April 1, 2025, with the appointed date being April 1, 2023. As a result of this restructuring:

- CP Capital Limited has become a focused financial services and investment entity.
- The education business has been ring-fenced under a separate legal entity, Career Point Edutech Limited, enabling sharper strategic and operational focus in both education and finance domains.

The financial statements of the Company for the year ended March 31, 2025, have been restated as per the approved Scheme of Arrangement, with effect from the appointed date of April 1, 2023. Accordingly:

- The financials reflect the absorption of Srajan Capital's financials into CP Capital Limited (erstwhile Career Point Limited).
- The demerger adjustments for the education business have been accounted for in accordance with applicable accounting standards and regulatory guidance.
- The comparative figures for the previous year have been restated to provide a consistent and comparable financial presentation.

These changes have resulted in a reclassification of segment revenue, expenses, assets, and liabilities, clearly separating financial services from educational operations in accordance with the applicable Indian Accounting Standards (Ind AS).

Post-restructuring, CP Capital Limited is well-positioned to leverage its sharpened strategic focus in financial services. With the NBFC license now operational through CP Capital Limited, the Company aims to:

- Expand lending operations in niche segments.
- Enhance technology integration for scalable NBFC operations.
- Pursue growth through inorganic and organic initiatives in financial and allied sectors.

The demerger of the education business is expected to foster independent growth trajectories for both education and finance domains under their respective entities, allowing for better governance, agility, and sector-specific capital allocation.

Further, your Company is registered as a non-deposit taking Non-Banking Financial Company (NBFC) pursuant to the Certificate of Registration No. N-06.00629 dated April 01, 2025, issued by the Reserve Bank of India under Section 45-IA of the Reserve Bank of India Act, 1934. It is classified as an NBFC – Investment and Credit Company (NBFC-ICC) in accordance with the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023.

41. Composite Scheme of arrangement

Place: Kota (Rajasthan)
Date: 13th August, 2025

The Board of Directors of your Company in its meeting held on 14th February 2023, has approved a composite scheme of arrangement ('Scheme') under Section 230 to 232, read with Section 66 and other applicable provisions of the Companies Act, 2013 and the provisions of other applicable laws, amongst the Wholly Owned Subsidiary Srajan Capital Limited (SCL) (Transferor Company), Holding Company CP Capital Limited (Erstwhile Career Point Limited) ("CPCAP") (Transferee Company/Demerged Company) and Wholly Owned Subsidiary Career Point Edutech Limited (Resulting Company) and their respective shareholders.

The Scheme, inter alia, provides for (i) demerger of education business ('Demerged Undertaking') from CP Capital Limited to Career Point Edutech Limited (Resulting Company); and (ii) merger of Srajan Capital Limited (Transferor Company) with CP Capital Limited (Transferee Company). The appointed date for the purpose of giving scheme effect is 1st April 2023.

The Company received the 'observation letter' dated August 09, 2023 issued by BSE Limited and 'observation letter' dated August 09, 2023 issued by National Stock Exchange Limited.

The Hon'ble NCLT vide order dated October 22, 2024, inter alia, approved the said Composite of arrangement.

42. Particulars of Remuneration

Details as required under the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are placed on the Company's website <https://cpcapital.in/> as an annexure to the Board's Report. A physical copy of the same will be made available to any shareholder on request, as per provisions of Section 136(1) of the said Act. Details as required under the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the said Rules, which form part of the Board's Report, will be made available to any shareholder on request, as per provisions of Section 136(1) of the said Act.

43. Proceedings under Insolvency and Bankruptcy Code, 2016

During the year under review, there were no proceedings that were filed by the Company or against the Company, which are pending under the Insolvency and Bankruptcy Code, 2016 as amended, before National Company Law Tribunal or other Courts.

44. Industrial Relations

Industrial Relations continued to remain peaceful and cordial throughout the year. We value the long association of our stakeholders to sustain industrial harmony and create a positive work environment. By introducing various new work practices we have succeeded in enhancing manpower productivity & attendance to the optimum. We encourage continuous interaction, dialogues and participation of local community, stakeholders in collaborating various social intervention through our various CSR program.

45. Acknowledgments and Appreciation

Your Directors are thankful to all the shareholders, 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 of Directors

Pramod Kumar Maheshwari

DIN: 00185711

Chairman, Managing Director and CEO

To Directors' Report
Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2024-25

- Brief outline on CSR Policy of the Company: The brief outline of CSR policy has been enumerated in the Board Report under the para Corporate Social Responsibilities.
- Composition of CSR Committee:

S.No.	Name of the Director	Designation/ Nature of Directorship	Number of meeting of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Sanjay Khandelwal	Chairman of the Committee	2	1
2	Mrs. Divya Sodani	Member	2	2
3.	Mr. Nawal Kishore Maheshwari	Member	2	2

- Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company. https://www.cpcapital.in/wp-content/uploads/2022/08/CSR_Policy.pdf
- The details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).- **Not Applicable**
- Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any Sl. No. Financial Year Amount available for set-off from preceding financial years (in Rs) Amount required to be set-off for the financial year, if any: - **Not Applicable**

S.No.	Financial Year	Amount available for set-off from preceding financial years (in Rs.)	Amount required to be setoff for the financial year, if any (in Rs.)
1			
Total			

- Average net profit of the company as per Section 135(5). Rs. 2617.19 Lakhs
- (a) Two percent of average net profit of the company as per section 135(5): - Rs. 52.34 Lakhs
(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. Nil
(c) Amount required to be set off for the financial year, if any Nil
(d) Total CSR obligation for the financial year (7a+7b-7c). Rs. 52.34 Lakhs
- (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs. Lakhs)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Total Amount transferred to Unspent CSR Account as per section 135(5)		
	Amount	Date of Transfer	Name of the Fund Amount	Amount	Date of Transfer
Rs. 52.50	Not Applicable		Not Applicable		

- (b) Details of CSR amount spent against ongoing projects for the financial year: **Not Applicable**

1	2	3	4	5	6	7	8	9	10	11
S.No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No).	Location of the project. Amount spent for the project	Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of implemen- tation Direct (Yes/No)	Mode of implementation on - Direct (Yes/ No). Mode of implementation - Through implementing agency. State. District. Name. CSR registration number. 1. 2. 3. TOTAL
				State	District					

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

1	2	3	4	5		6	7	8	
S.No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No)	Location of the project		Amount spent for the project (in Rs. Lakhs)	Mode of implementation-Direct (Yes/No)	Mode of implementation-Through implementing agency	
				State	District			Name	CSR registration number
		Education, Art & Culture, Health and Medical Facilities, Environment sustainability	Yes	Rajasthan	Kota, Jodhpur and Rajsamand (Rajasthan)	52.50	Yes (Director)	Not Applicable	
	Total					52.50			

(d) Amount spent in administrative overheads.

(e) Amount spent on impact assessment, if applicable

(f) Total amount spent for the financial Year (8b+8c+8d+8e); Rs. 52.50 Lakhs

(g) Excess amount for set off, if any- Nil

S.No.	Particular	Amount (Rs. in Lakhs)
1	Two percent of average net profit of the company as per section 135(5)	52.34
2	Total amount spent for the Financial Year	50.50
3	Excess amount spent for the financial year [(ii)-(i)]	0.16
4	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
5	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years:

S.No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs)	Date of transfer	
	2023-24	NO		NO	NO	NO	NO
	Total						

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **Not Applicable**

1	2	3	4	5	6	7	8	9
S.No.	Project ID	Name of the Project	Financial Year in which the project was commenced.	Project Duration	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs.).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project-Completed /Ongoing
1								
Total								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: **Not Applicable**
(Asset-wise details).

(a) Date of creation or acquisition of the capital asset (s).

(b) Amount of CSR Spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset (s) created or acquired (including completed address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per Section 135(5). **Not Applicable**

Sanjay Khandelwal
(Director and Chairman CSR Committee)
DIN: 10272077

Pramod Kumar Maheshwari
Chairman And Managing Director and CEO
DIN: 00185711

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
For the Financial Year Ended on March 31, 2025
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of
the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,
The Members,
CP CAPITAL LIMITED
Village Tangori, Banur Mohali,
Punjab 140601, India
CIN: L64990PB2000PLC054497

Dear Members,

I/ we Bharat Rathore & Associates, Practicing Company Secretaries have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices CP CAPITAL LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and there presentations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the applicable provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the Audit Period);**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable to the Company during the Audit Period);**
 - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the Audit Period);**
 - (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the Audit Period);**
 - (h) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Company during the Audit Period);**
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
6. As confirmed by the management, there are no sector specific laws that are applicable specifically to the company.

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings;
- ii. The Listing Agreement entered into by the Company with BSE Limited and NSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Statutory Reports

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has not undertaken any events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines standards etc.

For Bharat Rathore & Associates,
Company Secretaries
s/d

CS Bharat Rathore

Membership No. ACS 48426

COP No. 20295

Place : Kota

Date : 13-08-2025

UDIN: A048426G000953726

Note: This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

(THIS REPORT IS TO BE READ WITH OUR LETTER OF EVEN DATE WHICH IS ANNEXED AS ANNEXURE-A WHICH FORMS AN INTEGRAL PART OF THIS REPORT)

Annexure-A

To,
The Members,
CP CAPITAL LIMITED
Village Tangori, Banur Mohali,
Punjab 140601, India
CIN: L64990PB2000PLC054497

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Bharat Rathore & Associates,
Company Secretaries
s/d

CS Bharat Rathore

Membership No. ACS 48426

COP No. 20295

Place : Kota

Date : 13-08-2025

UDIN: A048426G000953726

Form No. MR-3
Secretarial audit report
For the financial year ended March 31, 2025
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of
the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
CAREER POINT INFRA LIMITED
Mohalla Mehtan Wala, Banur,
Karala, Patiala, Rajpura,
Punjab, India, 140601
CIN: U45201PB2007PLC050992

Dear Members,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CAREER POINT INFRA LIMITED** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

1. The Companies Act, 2013 (the Act) and rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company during the Audit Period)**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not applicable to the Company during the Audit Period)**
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the Audit Period);**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable to the Company during the Audit Period);**
 - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the Audit Period);**
 - (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the Audit Period);**
 - (h) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Company during the Audit Period);**
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **(Not applicable to the Company during the Audit Period)**
6. As confirmed by the management, there are no sector specific laws that are applicable specifically to the company.

I have also examined compliance with the applicable clauses of the following:

- i. The Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii. The Listing Agreement entered into by the Company with BSE Limited and NSE Limited **(Not applicable to the Company during the Audit Period)**

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Statutory Reports

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has not undertaken any events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines standards etc.

For Bharat Rathore & Associates,
Company Secretaries
s/d

CS Bharat Rathore

Membership No. ACS 48426

COP No. 20295

Place : Kota
Date : 01-08-2025
UDIN : A048426G000878673

Note: This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

(THIS REPORT IS TO BE READ WITH OUR LETTER OF EVEN DATE WHICH IS ANNEXED AS ANNEXURE-A WHICH FORMS AN INTEGRAL PART OF THIS REPORT)

Annexure-A

To,
The Members,
CAREER POINT INFRA LIMITED
Mohalla Mehtan Wala, Banur,
Karala, Patiala, Rajpura,
Punjab, India, 140601
CIN: U45201PB2007PLC050992

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Bharat Rathore & Associates,
Company Secretaries
s/d

CS Bharat Rathore

Membership No. ACS 48426

COP No. 20295

Place : Kota
Date : 01-08-2025
UDIN : A048426G000878673

FORM AOC - 1
(Pursuant to first provision to Sub-Section (3) of Section 129 read with rule 5 of the Companies (Accounts) Rules, 2014
STATEMENT CONTAINING SALIENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARY/ASSOCIATES

PART A: SUBSIDIARIES

S. NO.	Name of Subsidiary Company	Reporting Currency & Exchange	Share capital	Reserve and surplus	Total Assets	Total Liabilities	Investments	Turnover/ Total Income	Profit Before Taxation	Provision for Taxation	Proposed Dividend	values in ₹ Lakhs	
												% of Share holding	
1	Career Point Infra Limited	Indian Rupee	397.90	16110.77	16695.89	187.22	-	772.30	584.24	147.06	-	100%	
2	Coupler Enterprises Private Limited	Indian Rupee	9.00	-29.34	641.90	615.91	-	62.23	-8.54	5.65	-	100%	
3	Srajan Agritech Private Limited	Indian Rupee	1.00	1005.34	1069.27	62.93	-	4.10	(1.45)	-	-	100%	

Part B: Associates & Joint Ventures
Statement Pursuant to section 129 (3) of companies act 2013 related to associate Companies and Joint Ventures

Name of Associates/ Joint Ventures	Latest Audited Balance Sheet Date	Shares of Associate held by the Company on the year end		Description of how there is significant influence	Reason why the associate/ joint venture is not consolidated	Net worth attributable to shareholding as per latest audited Balance Sheet	Profit/Loss for the year	
		No.	Extend of Holding %				Considered in Consolidation	Not Considered in Consolidation
Imperial Infin Private Limited	31.03.2025	34,000	42.74%	Voting Power	NA	215.87	15.27	20.46

AOC FORM - 2

(Pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014)
Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

(₹ In Lakhs)

(a)	Name(s) of the related party and nature of relationship	NA
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts / arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the requisite resolution was passed	
(i)	Amount paid as advances, if any	
(j)	Date on which (a) the requisite resolution was passed in general meeting as required under first proviso to Section 188 of the Companies Act, 2013	

2. Details of material contracts or arrangement or transactions at arm's length basis:

(a)	Name(s) of the related party and nature of relationship	NA
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts / arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the requisite resolution was passed	
(i)	Amount paid as advances, if any	
(j)	Date on which (a) the requisite resolution was passed in general meeting as required under first proviso to Section 188 of the Companies Act, 2013	

Annexure-5

PARTICULARS OF REMUNERATION OF EMPLOYEES

Pursuant to Section 197 of the Companies Act, 2013, read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The information required under Section 197 of the Companies Act, 2013, read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

A. Remuneration of each director and Key Managerial Personnel (KMP) along with particulars of increase in remuneration during the Financial Year, ratio of remuneration of Directors to Median remuneration of employees and comparison of remuneration of each KMP against Companies Performance.

Name of Directors/Key Managerial Personnel	Remuneration	% increase in Remuneration	Ratio of Director's Remuneration to Median Remuneration
Non-Executive Directors*			
Mrs. Neelima Maheshwari	48,000	Nil	0.16:1
Mr. Jagdish Prasad Sarda	08,000	Nil	0.03:1
Mrs. Divya Sodani	48,000	Nil	0.16:1
Mr. Akshay Gupta	48,000	Nil	0.16:1
Mr. Sanjay Khandelwal	48,000	Nil	0.16:1
Mrs. Neha Garg	48,000	Nil	0.16:1
Mr. Nikhar Jain	16,000	Nil	0.05:1
Executive Directors and Key Managerial Personnel			
Mr. Pramod Kumar Maheshwari	33,00,000	Nil	11.24:1
Mr. Om Prakash Maheshwari	33,00,000	Nil	11.24:1
Mr. Nawal Kishore Maheshwari	33,00,000	Nil	11.24:1
Mr. Manmohan Pareek, Company Secretary	NA	NA	NA

*Remuneration to Non-executive Directors includes sitting fees only

Statutory Reports

- (ii) In FY 2024-25, the median remuneration is ` 2,93,700. The percentage increase in the median Remuneration of employees in the FY was 7.50 %
- (iii) There were 52 permanent employees on the rolls of Company as on March 31, 2025.
- (iv) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

B. Particulars of Employees whose remuneration exceeds `102 Lacs per annum or 8.50 Lacs per month during FY 2024-25

- (a) There are no employees who are employed throughout the year and in receipt of remuneration aggregating ` 102 lacs per annum
- (b) There are no employees who are employed for part of the year and in receipt of remuneration aggregating ` 8.50 Lacs or more per month

For and on behalf of the Board of Directors

Pramod Kumar Maheshwari

DIN: 00185711

Chairman, Managing Director and CEO

Place: Kota (Rajasthan)

Date: 13th August, 2025

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
CP CAPITAL LIMITED
Village Tangori, Banur Mohali,
Punjab 140601, India
CIN: L64990PB2000PLC054497

1. I have examined the compliance of conditions of Corporate Governance of **CP CAPITAL LIMITED ("the Company")** for the year ended on March 31, 2025 as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [collectively referred to as "SEBI Listing Regulations"].

Management's Responsibility for compliance with the conditions of SEBI Listing Regulations

2. The compliance of conditions of corporate governance is the responsibility of the management of the Company. This responsibility includes the designing, implementing and operating effectiveness of internal control to ensure compliance with the conditions of Corporate Governance as stipulated in the Listing Regulations.

Our Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. I have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with the Corporate Governance requirements by the Company.
5. I have conducted our examination in accordance with the Guidance Note on Corporate Governance Certificate and the Guidance Manual on Quality of Audit & Attestation Services issued by the Institute of Company Secretaries of India ("ICSI").

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, I hereby certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations.
7. I 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.

Restriction on use

8. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Place : Kota
 Date : 13-08-2025
 UDIN : A048426G000953781

For Bharat Rathore & Associates,
 Company Secretaries
 s/d
CS Bharat Rathore
 Membership No. ACS 48426
 COP No. 20295

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate governance refers to the framework of rules and practices by which the board of directors ensures accountability, fairness, and transparency in a company's relationship with all its stakeholders.

The Company is committed to run its business in a legal, ethical and transparent manner with dedication throughout the organization. Besides adhering to the prescribed corporate practices as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as 'Listing Regulations'], it voluntarily governs itself as per highest ethical and responsible standard of business.

The Company believes in 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 organization, transparent accounting policies, responsibility and fairness.

The Company emphasizes the need for full transparency and accountability in all its transactions, in order to protect the interests of its stakeholders. Its Endeavour is to maximize the long-term value of the shareholders of the Company.

A report on compliance with the principles of Corporate Governance as prescribed by SEBI in Listing Regulations is given below:

2. POLICIES

In compliance with requirements of Listing Regulations and Companies Act, 2013, Board of Directors of the Company has approved various policies, as detail herein:

Whistle Blower & Vigil Mechanism Policy

As per Section 177 of the Companies Act, 2013 and Regulation 4(2)(d)(iv) and 22 of SEBI (Listing obligation and disclosure requirements), Regulations 2015, a comprehensive Whistle Blower and Vigil Mechanism Policy has been approved and implemented within the organization. The policy enables the employees and directors to report instances of any unethical act or suspected incidents of fraud or violation of companies Code of Conduct. This mechanism/Policy provides adequate safeguards to whistle blowers against reprisals or victimization. The copy of the Policy has been uploaded on the Company's website <https://cpcapital.in/>

Code of Conduct for Board Members and Senior Management Personnel

In accordance with the requirement under Regulation 17 of the Listing Regulations, 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 at <https://cpcapital.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.

Related Party Transaction Policy

In compliance with the requirements of Regulation 23 of SEBI (Listing obligation and disclosure requirements), Regulations 2015, the Board of Directors of the Company has approved a Related Party Transaction Policy, to facilitate management to report and seek approval for any Related Party Transaction proposed to be entered into by the Company. The said Related Party Transaction Policy can be viewed on <https://cpcapital.in/>

Material Subsidiary Policy

In compliance with the requirements of Regulation 16 of the Listing Regulations, the Board of Directors of the Company has approved a material subsidiary Policy. The said Policy can be viewed on <https://cpcapital.in/>

Policies and code as per SEBI Insider Trading Regulations

In accordance with SEBI (Prohibition of Insider Trading) Regulation, 2015, the company has formulated and approved (i) an insider Trading Code to regulate dealing in the securities of the Company by designated persons in compliance with the regulations, and (ii) a Policy for Fair Disclosure of Unpublished Price Sensitive Information. The said Code and Policy can be viewed on <https://cpcapital.in/>

Mr. Manmohan Pareek, Company Secretary of the Company is Compliance Officer for the purposes of Insider Trading Code and appointed as Chief Investor Relations Officer for the purpose of Fair Disclosure Policy during the financial year 2024-25.

Familiarization Program for Independent Directors

With a view to familiarize Independent Directors with the Company's operations, the Company has conducted Familiarization program for them with a view to enable them to understand Company's business in depth and contribute significantly to the company. Such Program will provide an opportunity to the Independent Directors to interact with the senior management team of the Company and help them to understand the Company's strategy, business model, operations, service and products offerings, markets, organization structure, finance, human resources, quality, facilities and risk management and such other areas as may arise from time to time. The details of Familiarization program can be viewed on <https://cpcapital.in/>

3. BOARD OF DIRECTORS**i) Composition of Board**

The Company's Board is constituted in line with the provisions of Listing Regulations and the Companies Act, 2013. The present strength of the Board is nine Directors comprising an optimum combination of Executive and Non-Executive Directors. The Board represents an optimum mix of professionalism, knowledge and experience.

ii) The table below gives the composition of the Board during the financial year 2024-2025..

Name of Director and DIN	Category	Designation
Mr. Pramod Kumar Maheshwari (00185711)	Promoter & Executive Director	Chairman, Managing Director & CEO
Mr. Om Prakash Maheshwari (00185677)	Promoter & Executive Director	Executive Director and CFO
Mr. Nawal Kishore Maheshwari (00185762)	Promoter & Executive Director	Executive Director
Mrs. Neelima Maheshwari (00194928)	Non-Executive Non-Independent Director	Director
Mr. Jagdish Prasad Sarada (07654623)*	Non-Executive Independent Director	Director
Mrs. Divya Sodani (08045653)	Non-Executive Independent Director	Director
Mr. Akshay Gupta (10198103)	Non-Executive Independent Director	Director
Mrs. Neha Garg (10275700)	Non-Executive Independent Director	Director
Mr. Sanjay Khandelwal (10272077)	Non-Executive Independent Director	Director
Mr. Nikhar Jain (05187475)**	Non-Executive Independent Director	Director

*Mr. Jagdish Prasad Sarada resigned from the Board w.e.f May 03, 2025

**Mr. Nikhar Jain appointed as Independent Director w.e.f. November 11, 2024

Director's attendance record and Directorship in other companies

Name of Director	No. of Board Meetings during the Financial Year 2024-25		No. of Directorship in Companies including private Ltd. Companies and excluding Sec.8 companies (as on March 31, 2025)	No. of Membership/ Chairmanships of other Board (Listed Entity)		Whether attended last AGM	Directorship in other listed Entity (Category of Directorship)
	Held	Attended		Membership	Chairmanship		
Mr. Pramod Kumar Maheshwari	6	6	18	1	Nil	Yes	JOSTS Engineering Company Ltd.
Mr. Om Prakash Maheshwari	6	6	19	1	Nil	Yes	Shricon Industries Ltd.
Mr. Nawal Kishore Maheshwari	6	6	17	Nil	Nil	Yes	-
Mrs. Neelima Maheshwari	6	6	2	1	Nil	Yes	Shricon Industries Ltd.
Mr. Jagdish Prasad Sarada	6	1	-	Nil	Nil	Yes	-
Mrs. Divya Sodani	6	6	1	Nil	Nil	Yes	-
Mr. Akshay Gupta	6	6	1	Nil	Nil	Yes	-
Mrs. Neha Garg	6	6	-	Nil	Nil	Yes	-
Mr. Sanjay Khandelwal	6	5	-	Nil	Nil	Yes	-
Mr. Nikhar Jain	3	2	-	Nil	Nil	NA	-

Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO, Mr. Om Prakash Maheshwari, Executive Director & CFO and Mr. Nawal Kishore Maheshwari, Executive Director are relative in terms of the definition of 'relative' given under the Companies Act, 2013. Mrs. Neelima Maheshwari, Non-Executive Non-Independent Director is relative of Mr. Om Prakash Maheshwari, Executive Director & CFO in terms of the definition of 'relative' given under the Companies Act, 2013.

Statutory Reports

The number of Directorships, Committee Membership(s)/ Chairmanship(s) of all Directors is within respective limits prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as Listing Regulations).

Board Meetings:

The annual calendar of meetings is broadly determined at the beginning of each year. In compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Meetings are held at least once every quarter and the time gap between two Meetings is not more than four months. The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Kota. The Agenda of the Board / Committee meetings is set by the Company Secretary in consultation with the Chairman and the Managing Director and Chief Executive Officer of the Company. The Agenda for the Board and Committee meetings cover items set out as per the guidelines in Listing Regulations to the extent it is relevant and applicable.

The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed in the subsequent Board meeting. All Directors on the Board are free to suggest any item for inclusion in the agenda for the consideration of the Board. During the year six (6) Board Meetings were held on May 27, 2024, August 13, 2024, November 11, 2024, December 31, 2024, January 10, 2025 and February 14, 2025.

Independent Director's meeting:

During the year under review, meeting of Independent director was conducted on March 26, 2025, without the attendance of Non-Independent Director and members of management, inter alia, to discuss on the following:

- i) to review the performance of non-independent directors and the Board as a whole
- ii) to review the performance of the Chairman of the company
- iii) to assess the quality, quantity and timeliness of flow of information between the company management and the Board.
- iv) Any other business with the permission of chair arising out of above business and incidental and ancillary to the business.

Maximum tenure of Independent directors

The maximum tenure of independent directors is in accordance with the Companies Act, 2013 and regulation 25(2) of the SEBI Listing Regulations, 2015.

Formal Letter of appointment to independent directors

The Company issues a formal letter of appointment to independent directors in the manner as provided in the Companies Act, 2013. As per regulation 46(2) of SEBI Listing Regulations, 2015, the terms and conditions of appointment of independent directors are placed on the Company's website <https://cpcapital.in/>

Board Evaluation

In terms of the requirements of the Act and Listing Regulations, during the year, the Board carried out the annual performance evaluation of the Board as a whole, Board Committees and the Directors. The Evaluation process focused on various aspects of the functioning of the Board and Committees such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations etc.

The results of the Evaluation were shared with the Board, Chairman of respective Committees and individual Directors. Based on the outcome of the Evaluation, the Board and Committees have agreed on an action to further improve the effectiveness and functioning of the Board and Committees.

Board Diversity Policy

In compliance with the provisions of the SEBI Listing Regulations, 2015, the Board through its Nomination and Remuneration Committee has devised a Policy on Board Diversity.

Review of legal Compliance Report

During the year, the Board periodically reviewed compliance reports with respect to the various laws applicable to the Company, as prepared and placed before it by the Management.

4. Board Committees

In accordance with the provisions of the Companies Act 2013 and Listing Regulations, inter-alia, the following Committees are in operation:

- i. Audit Committee
- ii. Nomination and Remuneration Committee
- iii. Stakeholders Relationship Committee
- iv. Corporate Social Responsibility Committee
- v. Risk Management Committee

i. Audit Committee

In line with the statutory provisions of Listing Regulations and as a measure of good Corporate Governance with a view to provide assistance to the Board in fulfilling its oversight responsibilities, an Audit Committee of the Directors was constituted. Majority of the Members of the Committee are Independent Directors and every Member has sound experience in the financial sector. The Company Secretary acts as Secretary to the Committee. The composition of the Audit Committee of the Board which complies with the requirements of Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Listing Regulations are as under:

Chairperson: Mrs. Divya Sodani (Non-Executive Independent Director)

Members:

Mr. Om Prakash Maheshwari (Executive Director & Chief Financial Officer)

Mr. Jagdish Prasad Sarada (Non-Executive Independent Director) * resigned on May 03, 2025

Mrs. Neha Garg (Non-Executive Independent Director)* appointed w.e.f. April 08, 2024

Mr. Nikhar Jain (Non-Executive Independent Director)* appointed w.e.f. May 08, 2025

Functions and Terms of Reference

The term of reference of Audit Committee are as per Listing Regulations and includes such other functions as may be assigned to it by the Board

from time to time. Further, the term of reference of the Audit Committee has been aligned with the requirements of the Companies Act, 2013. The main functions of the Audit Committee, inter-alia, include:

- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process
- Approval/ Ratification of other services as may be required to be availed from auditors of the Company;
- Examination of the financial statement and auditors' report thereon;
- Approval or any subsequent modification of transaction of the company with related parties;
- Scrutiny of inter-corporate loans and investments, if any;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of fund raised through public offers and related matters
- Such other functions / areas / term as desired / referred by the Board from time to time or required under applicable law / Listing Regulations for time being in force.

The Audit Committee also reviews adequacy of disclosures and compliance with all relevant laws. In addition to these, in compliance with requirements of Listing Regulations, the Audit Committee reviews the operations of subsidiary Companies viz., its financial statements to grant omnibus approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board, statement of investments and minutes of meeting of its Board.

The particulars of the meetings attended by the Members of the Audit Committee and the dated of the meetings held during the financial year 2024-25 are given below:

S. NO.	Name of Members	No. of Meetings during the Financial Year 2024-25		Dates of Meetings
		Held	Attended	
1	Mrs. Divya Sodani	5	5	May 27, 2024
2	Mr. Om Prakash Maheshwari	5	5	August 13, 2024
3	Mrs. Neha Garg	5	5	November 11, 2024
4	Mr. Jagdish Prasad Sarda	5	1	December 31, 2024 February 14, 2025

Mr. Manmohan Pareek, Company Secretary act as the Secretary of the Committee.

ii. Nomination and Remuneration Committee :

Composition of the Nomination and Remuneration Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

The Nomination and Remuneration Committee of the Company is constituted to identify persons who are qualified to become directors and who may be appointed in senior management and to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees and to carry out evaluation of every director's performance. The Nomination and Remuneration Committee of the Company is also entrusted to frame policies and systems for Employees Stock Option Plans and to formulate and administer the Company's Employees Stock Option Plans from time to time.

The remuneration policy of the Company is aimed to reward performance, based on review of achievements on a regular basis. The Nomination and Remuneration Committee has been constituted by the Board and it comprises of the following Independent Directors.

Chairman: Mr. Jagdish Prasad Sarda (Non-Executive Independent Director)* resigned w.e.f. May 03, 2025

Members:

Mr. Sanjay Khandelwal (Non-Executive Independent Director) * appointed w.e.f. April 08, 2024

Ms. Neha Garg (Non-Executive Independent Director) * appointed as members w.e.f. April 08, 2024 and as a chairman w.e.f. May 08, 2025

Mr. Nikhar Jain (Non-Executive Independent Director) * appointed as members w.e.f. May 08, 2025

Functions and Terms of Reference

The broad terms of reference of the Nomination and Remuneration Committee of the Company are as follows:

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- To carry out evaluation of every director's performance;
- To formulate the criteria for determining qualifications, positive attribute and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees. The Committee while formulating the policy shall ensure that:
- Ensure the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully
- Ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmark

Statutory Reports

- Formulate policy with regard to Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- To recommend the Board, the remuneration (including any modification therein) payable to the Managing Director or Whole-time Director or Manager of the Company
- Such other functions/area/term as desired/referred by the Board from time to time or required under applicable law /listing agreement, for time being in force

The particulars of the meetings attended by the Members of the Nomination and Remuneration Committee and the dates of the meetings held during the financial year 2024-25 is given below:

S. NO.	Name of Members	No. of Meetings during the Financial Year 2024-25		Dates of Meetings
		Held	Attended	
1	Mr. Jagdish Prasad Sarda	2	0	August 13, 2024 November 11, 2024
2	Mr. Sanjay Khandelwal	2	2	
3	Mrs. Neha Garg	2	2	

Mr. Manmohan Pareek, Company Secretary act as the Secretary of the Committee.

Remuneration Policy

The Nomination and Remuneration Committee has the powers to determine and recommend to the Board the amount of remuneration payable to Directors, Senior Management and other employees. The recommendations of the Committee are based on the evaluation of the performance and other criteria, as laid down and as per the Company's Rules/Policies. In terms of the guidelines, the Company ensures that the remuneration payable to Managing Director and Whole-time Directors by way of salary including other allowances and monetary value of perquisites should be within the overall limit as specified under the Companies Act, 2013 and approved by the Shareholders.

The remuneration policy is directed towards rewarding performance of the employees of the Company. It is aimed at attracting and retaining high caliber talent. The stock option plan, inter-alia, authorizes the Company to grant stock options in pursuit of these goals. An extract of Remuneration Policy approved by the Nomination and Remuneration Committee of the Board has been included as part of this Annual Report. The copy of the Policy has been uploaded on the Company's website at <https://cpcapital.in/>

Detail of Remuneration to all the Directors during the year ended March 31, 2024

Name of Director	Salary (₹)	Benefits /Allowances /perquisites (₹)	Bonuses (₹)	Sitting fees (₹)	Details of fixed Component and performances incentives (₹)	Total (₹)	Stock Option details, if any	Service contract, notice period, severance fee/pension
Mr. Pramod Kumar Maheshwari	1500000	1800000	-	-	-	3300000	-	*
Mr. Om Prakash Maheshwari	1500000	1800000	-	-	-	3300000	-	**
Mr. Nawal Kishore Maheshwari	1500000	1800000	-	-	-	3300000	-	**
Mr. Nikhar Jain	-	-	-	16000	-	16000	-	*****
Mrs. Neelima Maheshwari	-	-	-	48000	-	48000	-	***
Mr. Jagdish Prasad Sarda@	-	-	-	8000	-	8000	-	****
Mrs. Divya Sodani	-	-	-	48000	-	48000	-	****
Mr. Akshay Gupta	-	-	-	48000	-	48000	-	*****
Mrs. Neha Garg	-	-	-	48000	-	48000	-	*****
Mr. Sanjay Khandelwal	-	-	-	48000	-	48000	-	*****

*5 years with effect from July 01, 2022/notice period 2 months or 2 months' salary in lieu of the notice

**5 years with effect from April 01, 2024/notice period 2 months or 2 months' salary in lieu of the notice

*** 5 years with effect from September 26, 2024//written notice as per letter of appointment.

****5 years with effect from November 12, 2021 /written notice as per letter of appointment. # *****5 years with effect from June 24, 2025.

*****5 years with effect from August 14, 2023

*****5 years with effect from November 11, 2024

@ Mr. Jagdish Prasad Sarda resigned w.e.f. May 03, 2025

Non-Executive Directors of the Company do not have any pecuniary relationship or transactions with the Company, its Promoters, its Directors, its Senior Management, its subsidiary companies and associate companies, except the sitting fees to Non-Executive Directors (for attending the meetings of the Board, Audit Committee and Nomination and Remuneration Committee) within the limits.

No Stock Options were granted to Directors under CPCL Employees Stock Option Plan 2013 (ESOP 2013) during the financial year ended March 31, 2025

Disclosures regarding re-appointment of Directors

The resume of the Directors who are being reappointed are provided in the Notice of the Annual General Meeting.

Employees Stock Option Plans

The remuneration policy is directed towards rewarding performance of the employees of the Company. It is aimed at attracting and retaining high caliber talent. The stock option plan, inter – alia, authorizes the Company to grant stock options in pursuit of these goals

iii. STAKEHOLDERS RELATIONSHIP COMMITTEE

The composition of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. As a measure of good Corporate Governance and focusing on strengthening the relation with the stakeholders, the Board has formed Stakeholders Relationship Committee. The Stakeholders Relationship Committee ensures that all commitment to security holders and investors are met and thus strengthen their relationship with the Company. The composition of the Stakeholders Relationship Committee is as below:

Chairman: Mr. Akshay Gupta (Non-Executive Independent Director) * appointed w.e.f. April 08, 2024

Members:

Mr. Jagdish Prasad Sarda (Non-Executive Independent Director) * resigned w.e.f. May 03, 2025

Mr. Divya Sodani (Non-Executive Independent Director) * appointed w.e.f. April 08, 2024

Mr. Manmohan Pareek, Company Secretary acts as the Secretary of the Committee.

Functions and Terms of Reference

The functioning and broad terms of reference of the Stakeholders Relationship Committee of the Company are as under:

- to consider and resolve the grievances of security holders of the Company
- to review important circulars issued by SEBI/Stock Exchanges.
- To take note of the Compliance of Corporate Governance during the quarter/year

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, 2025

During the period the Company was associated with M/s Ankit Consultancy Pvt. Ltd. as Share Transfer Agent, to look after the Shareholders correspondence, share transfers, transmissions, transpositions, to prepare share holding pattern, which are approved by the Committee. The Company has connectivity with NSDL & CDSL for Dematerialization of Shares.

The Compliance Officer in terms of the requirement of the stock exchange who liaises with and monitors the activities of the Share Transfer Agent.

The particulars of the meetings attended by the Members of the Stakeholders Relationship Committee and the dates of the meetings held during the financial year 2024-25 are given below: Mr. Manmohan Pareek, Company Secretary of the Company was the Compliance Officer of the Company.

S. NO.	Name of Members	No. of Meetings during the Financial Year 2023-24		Dates of Meetings
		Held	Attended	
1	Mr. Akshay Gupta	4	4	May 27, 2024 August 13, 2024 November 11, 2024 February 14, 2025
2	Mr. Jagdish Prasad Sarda	4	1	
3	Mrs. Divya Sodani	4	4	

Details of complaints received/resolved during the financial year 2024-25:

Name of Complaints	Received	Resolved	Pending
Investor Grievances	1	1	NIL

(iv) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

In alignment with the provisions of the Companies Act, 2013, your directors have constituted the Corporate Social Responsibility Committee of the Board of Directors, with Mr. Sanjay Khandelwal as Chairman, Mrs. Divya Sodani and Mr. Nawal Kishore Maheshwari as other members. During the period, Mr. Sanjay Khandelwal appointed as Chairman of the CSR Committee w.e.f. April 08, 2024.

The said Committee has been entrusted with the responsibility of formulating and monitoring the Corporate Social Responsibility Policy of the Company, which will include inter-alia activities to be undertaken by the Company, monitoring the implementation of the framework of the Policy and recommending the amount to be spent on CSR activities.

S. NO.	Name of Members	No. of Meetings during the Financial Year 2023-24		Dates of Meetings
		Held	Attended	
1	Mr. Nawal Kishore Maheshwari	2	2	August 13, 2024 February 14, 2025
2	Mr. Sanjay Khandelwal	2	1	
3	Mrs. Divya Sodani	2	2	

Mr. Manmohan Pareek, Company Secretary acts as the Secretary of the Committee.

(v) RISK MANAGEMENT COMMITTEE

In alignment with the provisions of the Companies Act 2013, your directors have constituted the Risk Management Committee of the Board of Directors, with Mr. Om Prakash Maheshwari as Chairman and Mr. Pramod Kumar Maheshwari and Mrs. Divya Sodani as other members.

Chairman: Mr. Om Prakash Maheshwari

Members: Mr. Pramod Kumar Maheshwari and Mrs. Divya Sodani

5) GENERAL BODY MEETINGS

(A) Annual General Meeting (AGM)

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

Year	AGM/ EGM	Date	Time	Venue	No. of special resolution
2023-2024	24th AGM	August 05, 2024	4.00 p.m	VC/ OAVM and deemed venue at CP Tower-2 Road No. 1, IPIA, Kota-324005	2
2022-2023	23rd AGM	September 28, 2023	4.00 p.m	VC/ OAVM and deemed venue at CP Tower-2 Road No. 1, IPIA, Kota-324005	4
2021-2022	22nd AGM	September 29, 2022	4.00 p.m	VC/ OAVM and deemed venue at CP Tower-2 Road No. 1, IPIA, Kota-324005	2
2020-2021	21st AGM	September 29, 2021	4.00 p.m	CP Tower-2 Road No. 1, IPIA, Kota-324005	2
2019-2020	20th AGM	September 28, 2020	4.00 p.m	CP Tower-2 Road No. 1, IPIA, Kota-324005	1

AGM=Annual General Meeting, EGM=Extra-ordinary General Meeting.

B. Extra-Ordinary General Meeting (EGM):

During the year, the Company has not conducted EGM

C. Special Resolutions passed through Postal Ballot:

During the year, the Company has conducted one postal ballot

Date of passing resolution	Date of Notice	Date of Dispatch of Postal Ballot Forms to Members	Last date for receiving the Postal Ballot forms including e-voting	Items approved as a Special Resolution	Details of Scrutinizer
03.02.2025	31.12.2024	NA*	NA*	1. Appointment of Mr. Nikhar Jain (DIN:05187475) as Independent Directors of the Company for a consecutive term of five years 2. Appointment of M/s S P Chopra & Co., Chartered Accountants (FRN 000346N) as Statutory Auditor of the Company to fill casual vacancy occurred due to resignation of previous Statutory Auditor.	Name: Mr. Amit Gupta, Advocate (BCR Enrol. No. 1550/2005), Kota-Rajasthan Date of issuance of Report-04.02.2025
12.02.2025	10.01.2025	NA*	NA*	Approval for change in Name of the Company from "Career Point Limited" to "CP Capital Limited" and consequent Alterations in Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company	Name: Mr. Amit Gupta, Advocate (BCR Enrol. No. 1550/2005), Kota-Rajasthan Date of issuance of Report-13.02.2025

Pursuant to the special resolution passed by shareholders with requisite majority on February 03, 2025 through Postal Ballot notice dated December 31, 2024 for Appointment of Mr. Nikhar Jain (DIN: 05187475) as Independent Directors of the Company for a consecutive term of five years.

Pursuant to the ordinary resolution passed by shareholders with requisite majority on February 03, 2025 through Postal Ballot notice dated December 31, 2024 for Appointment of M/s S P Chopra & Co., Chartered Accountants (FRN 000346N) as Statutory Auditor of the Company to fill casual vacancy occurred due to resignation of previous Statutory Auditor.

Pursuant to the special resolution passed by shareholders with requisite majority on February 12, 2025 through Postal Ballot notice dated January 10, 2025 for approval for change in Name of the Company from "Career Point Limited" to "CP Capital Limited" and consequent Alterations in Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company.

The Board of Directors on dated December 31, 2024 and dated January 10, 2025 had appointed Mr. Amit Gupta, Advocate, Kota, Rajasthan as the Scrutinizer to Scrutinize the remote e-voting/Postal ballot process in a fair and transparent manner for conducting process of remote e-voting in accordance with the provisions of the Act read with Rules and the MCA Circulars.

The details of voting pattern of the Special Resolutions passed through Postal Ballot is as follows:

Statutory Reports

a. Postal Ballot Notice dated December 31, 2024:

(l) Appointment of Mr. Nikhar Jain (DIN: 05187475) as Independent Directors of the Company for a consecutive term of five years.

Type of Voting	No. of members voted	No. of votes cast by them	% of total no. of valid vote cast
Remote E-voting	55	11630074	100
Physical Ballot		NA	
Total	55	11630074	100

(ii) Appointment of M/s S P Chopra & Co., Chartered Accountants (FRN 000346N) as Statutory Auditor of the Company to fill casual vacancy occurred due to resignation of previous Statutory Auditor.

Type of Voting	No. of members voted	No. of votes cast by them	% of total no. of valid vote cast
Remote E-voting	55	11630074	100
Physical Ballot		NA	
Total	55	11630074	100

b. Postal Ballot Notice dated January 10, 2025:

(l) Approval for change in Name of the Company from "Career Point Limited" to "CP Capital Limited" and consequent Alterations in Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company.

Type of Voting	No. of members voted	No. of votes cast by them	% of total no. of valid vote cast
Remote E-voting	58	11957979	100
Physical Ballot		NA	
Total	58	11957979	100

The Special Resolutions was passed with requisite majority. The procedure for Postal Ballot/electronic voting (e-voting) for aforesaid special resolutions was mentioned in the said Postal Ballot Notice.

6. Chief Investor Relationship Officer/ Compliance Officer

Mr. Manmohan Pareek

Compliance Officer and Company Secretary, Career Point Limited

Registered Office: Village Tangori Banur Mohali Punjab PB 140601 IN

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

Tel: +917443040000; Email: manmohan@cpuniverse.in

7. Disclosures

i) Related Party Transaction

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, Key Management Personnel and Enterprises under the same management. 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 2023-24 with Related Parties were on arm's length basis and the same are reported under notes of 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 structures 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 Audit Committee approved whistle blower policy. The employees and directors may report to the Compliance Officer and have direct access to the Chairperson of the Audit Committee about any unethical, actual or suspected fraud or violation of the Company's Code of Conduct.

iv) Compliance of Code Corporate Governance

The Company has complied with all the mandatory requirements of the Code of Corporate Governance as stipulated under the Listing Regulations. The Company has also obtained a certificate affirming the compliances from M/s Bharat Rathore & Associates, Company Secretary, the secretarial auditors of the Company and the same is attached to this Report.

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

The Company has not adopted the Non-Mandatory requirements except constitution of Nomination and Remuneration Committee and whistle Blower Policy.

vi) Disclosure on Risk Management

The Board has laid down procedures to inform the Board Members about the risk assessment and mitigation procedures. The Board is periodically informed about the key risks and their minimization procedures. Business risk evaluation and management is an ongoing process within the Company.

Statutory Reports

vii) Financial Statement/ 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 Discussion and Analysis Report

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

- a) In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under "Investor Relations" on the Company's website gives information on various announcements made by the Company, status of unclaimed dividend, Annual Report, Quarterly/Half yearly/ Nine-months and Annual financial results along with the applicable policies of the Company. Your Company's official news releases and presentations made to the institutional investors and analysts are also available on the Company's website.
- b) The quarterly, half-yearly and annual results during the year were published in National English "Financial Express" and Hindi Newspapers "Nafa Nuksan"/Jansatta" and displayed on the Company's website www.cpilcpil.in along with official news releases, financial results and presentations etc. are also displayed at the Company's website.
- c) The Company had quarterly Investors teleconferences for Investors of the Company immediately after the declaration of quarterly/annual results. Detailed presentations are made to institutional investors and financial analysts on the Company's unaudited quarterly as well as audited annual financial results. These presentations are also uploaded on the Company's website.
- d) All the periodic compliance filing to National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE) like shareholding pattern, corporate governance report, Report on Reconciliation of Share Capital, financial results, other Corporate Announcements among others are filed electronically on NEAPS (NSE Electronic Application Processing Systems) and BSE Listing Centre

The investor complaints (if any) are processed in a centralized web-based complaint system SEBI Complaint Redress System (SCORES).

Date	29 th August 2025
Time	4:00 pm
Financial Year	2024-25

ii) Book Closure Date - From September 23, 2025 to September 29, 2025 (both days inclusive)

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 from end of financial year (Audited).	Within 45 days from end of quarter (Un-audited) / Within 60 days

iii) 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	CPCAP

The listing fee for the financial year 2024-25 to BSE & NSE has been duly paid.

iv) Unclaimed Dividend

Your Company intimated shareholders to lodge their claims and related particulars were provided in the annual reports each year as well as on the website of the Company. As per the provisions of the Companies Act, any amount that remains unclaimed for a period of seven years is transferred to the Investor Education and Protection Fund (IEPF). In accordance with the said provisions, the dividends already declared and paid by the Company, if remaining unclaimed and unpaid for a period of seven years, will be transferred to IEPF, as per the details mentioned in Table below.

S.No.	Financial Year	Type of Dividend	Dividend per equity share (INR)	Date of declaration	Due date of Transfer
1	2014-15	Interim Dividend	1.00	12-Aug-14	After seven years from the date of transfer to Unclaimed Dividend Account
2	2019-20	Interim Dividend	1.00	08-Aug-19	After seven years from the date of transfer to Unclaimed Dividend Account
3	2019-20	Interim Dividend	1.00	12-Nov-19	After seven years from the date of transfer to Unclaimed Dividend Account
4	2019-20	Interim Dividend	1.00	12-Feb-20	After seven years from the date of transfer to Unclaimed Dividend Account
5.	2020-21	Interim Dividend	1.00	12-Feb-21	After seven years from the date of transfer to Unclaimed Dividend Account
6.	2021-22	Final Dividend	1.00	29-Sept-22	After seven years from the date of transfer to Unclaimed Dividend Account
7.	2022-23	Interim Dividend	1.00	14-Feb-23	After seven years from the date of transfer to Unclaimed Dividend Account
8.	2022-23	Final Dividend	1.00	28-Sept-23	After seven years from the date of transfer to Unclaimed Dividend Account
9.	2023-24	Interim Dividend	1.00	08-Nov.-23	After seven years from the date of transfer to Unclaimed Dividend Account
10.	2023-24	Interim Dividend	1.00	13-Feb-24	After seven years from the date of transfer to Unclaimed Dividend Account
11.	2024-25	Final Dividend	1.00	05-Aug-24	After seven years from the date of transfer to Unclaimed Dividend Account
12.	2024-25	Interim Dividend	1.00	13-Aug-24	After seven years from the date of transfer to Unclaimed Dividend Account
13.	2024-25	Interim Dividend	1.00	11-Nov.-24	After seven years from the date of transfer to Unclaimed Dividend Account
14.	2024-25	Interim Dividend	1.00	14-Feb-25	After seven years from the date of transfer to Unclaimed Dividend Account

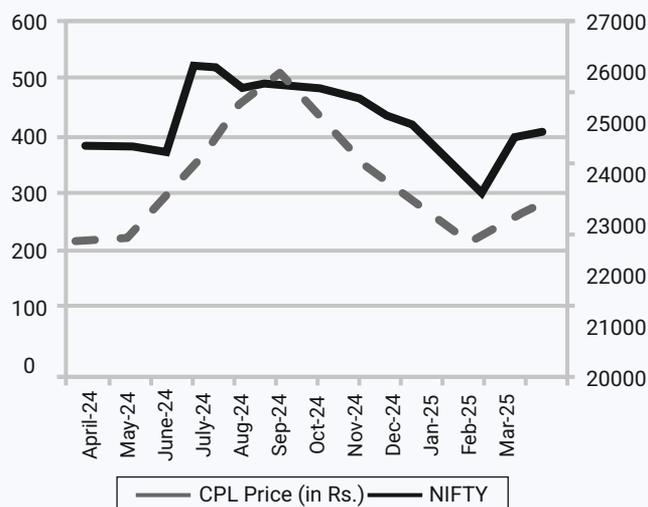
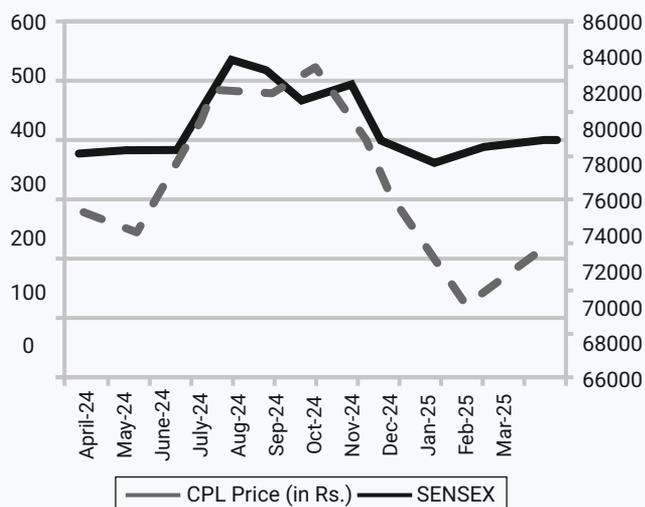
Statutory Reports

v) Market Price Data

a. Share Price Movement for the Financial Year 2024-25

Month	Bombay Stock Exchange				National Stock Exchange			
	High (In Rs.)	Low (In Rs.)	Close (In Rs.)	SENSEX	High (In Rs.)	Low (In Rs.)	Close (In Rs.)	NIFTY
Apr-24	380.25	284.8	379.2	74482.78	380.6	285.2	378.5	22604.85
May-24	440.7	358	374.65	73961.31	443.55	364	374.7	22530.7
Jun-24	425.75	354.45	391.4	79032.73	427.5	354.2	390.65	24010.6
Jul-24	570.1	382	527.7	81741.34	569	382.4	527.5	24951.15
Aug-24	560	476.5	519	82365.77	559	476	518.9	25235.9
Sep-24	543.9	470	480	84299.78	532	462.1	480.1	25810.85
Oct-24	528.85	465	489.5	79389.06	530	470.15	484.15	24205.35
Nov-24	525	385.1	423.2	79802.79	534.95	384.95	420.8	24131.1
Dec-24	432	374	395.1	78139.01	431.35	374.7	393.3	23644.8
Jan-25	419.9	314.85	343.7	77500.57	417.35	312.9	341.7	23508.4
Feb-25	380	308.7	317.7	73198.1	380.8	305.05	314.5	22124.7
Mar-25	427.95	297.2	417.2	77414.92	380.7	298	419.85	23519.35

STOCK PERFORMANCE V/S NIFTY & SENSEX



b. Distribution of Shareholding as on March 31, 2025

Shareholding of Shares	Number of Shareholders	% of Total Shareholders	Total Shares Amount	Percentage of Total Shares
1 to 1000	10912	94.76	945160	5.20
1001 to 2000	235	2.04	348773	1.92
2001 to 3000	102	0.89	265173	1.46
3001 to 4000	53	0.46	185999	1.02
4001 to 5000	38	0.33	174244	0.96
5001 to 10000	83	0.72	601232	3.30
10001 to 20000	43	0.37	600350	3.30
20001 to 30000	15	0.13	362752	1.99
30001 to 40000	6	0.05	203248	1.12
40001 to 50000	4	0.03	185592	1.02
50001 to 100000	10	0.09	616958	3.39
100001 Above	14	0.12	13703458	75.32
Total	11515	100.0000	18192939	100.0000

c. Shareholding Pattern as on March 31, 2025

Category	No. of shares held	% Shareholding
Clearing Members	141214	0.7762
Bodies Corporate	1332415	7.3238
Government Companies (IEPF)	1	0.0000
Hindu Undivided Family	774375	4.2565
Non-Resident Indians & OCB	242840	1.3348
Public Individual Shareholders holding nominal share capital upto Rs. 2 Lakhs	2625940	14.4338
Public Individual Shareholders holding nominal share capital exceed Rs. 2 Lakhs	1460170	8.0260
Promoters	4888103	26.8681
Relatives Of Director	6697500	36.8137
Trusts	20	0.0001
Foreign Portfolio Investors (Corporate)	30361	0.1669
TOTAL:	18192939	100%

*General public includes a shareholder who holds one share in physical form.

d. Bifurcation of Shares held in physical and demat form as on March 31, 2025

As at March 31, 2025, 100% of the Company's paid-up capital is held in the dematerialized form, the details of which are as under:

Category	No. of shares held	% Shareholding
Held in Demat form with NSDL	4339550	23.85
Held in Demat form with CDSL	13853389	76.15
Holdings in Physical Mode	0	0
Total	18192939	100

Shares in Demat mode have more liquidity as compared to shares held in physical mode. The Company's shares are traded at National Stock Exchange of India Limited and BSE Limited respectively. The promoters hold their entire shareholding in dematerialized form.

vi) Registrar for Dematerialization and physical Transfer of Shares

The Company has appointed a Registrar for dematerialization (Electronic Mode) and physical transfer of shares whose detail is given below:

M/S Ankit Consultancy Private Limited

Unit: CP Capital Limited (Erstwhile Career Point Limited)

60, Electronic Complex,

Pardeshipura, Indore (M.P.) 452010

Tel.:0731-4065799, 4065797

Contact Person: Mr. Abhinandan Gupta

Email id: investor@ankitonline.com compliance@ankitonline.com

vii) Share Transfer System

The company has appointed common registrar for the physical share transfer and dematerialization of shares. The shares lodged for physical transfer/ transmission/transposition are registered normally within a period of fortnight, if the documents are complete in all respects. For this purpose, the Share Transfer Committee meets as often as required. Adequate care is taken to ensure that no transfers are pending for more than a fortnight. Requests for demat/remat were confirmed mostly within a fortnight. The Company obtains from a Company Secretary in Practice half-yearly certificates of compliance with the share transfer formalities as required under Regulation 40(a) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and files a copy of the certificate with the Stock exchanges.

viii) Dematerialization of Shares and Liquidity

The shares of the Company are compulsorily traded in dematerialized 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, 2025 100% percent of the shares (except one share) of the Company were held in a dematerialized form. The International Securities Identification Number (ISIN) allotted to the Company for Dematerialization of Shares is INE521J01018.

ix) Reconciliation of Share Capital Audit

As stipulated by the Securities and Exchange Board of India (SEBI), a qualified 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 Ankit Consultancy Private Limited

Unit: CP Capital Limited (Erstwhile Career Point Limited)

60, Electronic Complex,

Pardeshipura, Indore (M.P.) 452010

Tel.:0731-4065799, 4065797

Contact Person: Mr. Abhinandan Gupta

Email id: investor@ankitonline.com compliance@ankitonline.com

Investors may also write to or contact Company Secretary

CP Capital Limited (Erstwhile CAREER POINT LIMITED)

Corporate office: CP Tower-1, Road No. 1, IPIA, Kota-324005, Rajasthan, India

Tel: +91 744 3040000

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

xiii) Designated exclusive email-id

The Company has designated an email-id investors@cpil.in exclusively for shareholders and Investors to correspond with the Company.

xiv) Permanent Account Number for transfer of shares in physical form

SEBI vide its Circular dated May 20, 2009 has stated that for securities market transactions and off-market transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company's RTA for registration of such transfer of shares. Accordingly, shareholders are requested to please furnish copy of PAN card to the Company's RTA for registration of transfer of shares in their name.

xv) Consolidated multiple folios

Investors are encouraged to consolidate their shareholding held in multiple folios. This would facilitate one stop tracking of all corporate benefits on the shares and would reduce time and efforts required to monitor multiple folios

xvi) Proceeds from the public issue/ right issue/ preferential issue

There was no fresh public issue/right issue/preferential issue etc. during the financial year 2024-25.

xvii) Inter-se relationship between directors

Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO, Mr. Om Prakash Maheshwari, Executive Director & CFO and Mr. Nawal Kishore Maheshwari, Executive Director are relative in terms of the definition of 'relative' given under the Companies Act, 2013. Mrs. Neelima Maheshwari, Non-Executive Non-Independent Director is relative of Mr. Om Prakash Maheshwari, Executive Director & CFO in terms of the definition of 'relative' given under the Companies Act, 2013.

xviii) Company Registration Details

The Company is originally registered in the State of Rajasthan. During the period your company shifted its Registered office from Rajasthan to Mohali, Punjab as per approval of Shareholders and the Corporate officer is still situated at Kota, Rajasthan. The Corporate Identity Number (CIN) allotted to the Company by the MCA is L64990PB2000PLC054497

xix) Nomination Facility

The Companies Act, 2013 has provided for a nomination facility to the Shareholders of the Company. The Company is pleased to offer the facility of nomination to shareholders and shareholders may

avail this facility by sending the duly completed form to the Registered Office of the Company/Registrar and Share Transfer Agent of the Company in case the shareholding is in physical form. The shareholders may obtain copy of the said form from the Registered Office of the Company. In case of demat holdings, the request may be submitted to the Depository Participant.

9. Material Subsidiary Companies

Regulation 16(1)C of SEBI (Listing obligation and disclosure requirements), Regulations 2015 of the Listing Regulations defines a "material subsidiary" as a "material subsidiary" shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. As per this provision, your company has Career Point Infra Limited (hereinafter referred as "CPIL") as "material non-listed Indian subsidiary".

In terms of the provisions of Regulation 24(1) of the Listing Regulations, appointment of one of the Independent Directors of the Company on the Board of material subsidiary was applicable only to CPIL. The Board of CPIL has appointed Ms. Divya Sodani as an Independent Director.

Keeping in view good Corporate Governance, and for better administration and governance, key subsidiary companies have voluntarily appointed Independent Directors on their respective Boards. The composition and effectiveness of Boards of subsidiaries is reviewed by the Company periodically. Governance framework is also ensured through appointment of Managerial Personnel and Secretarial Auditor. A robust compliance management system covering all the subsidiaries is also in place. Guidance is provided to subsidiaries on matters relating to conduct of Board meeting, training and familiarisation programmes for the Independent Directors on the Board of subsidiaries.

The Company is in compliance with Regulation 24A of the Listing Regulations. The Company's material subsidiaries undergo Secretarial Audit. Copy of Secretarial Audit Reports of CPIL forms part of this report. The Secretarial Audit Report of these material subsidiaries does not contain any qualification, reservation, adverse remark or disclaimer.

The Company monitors performance of subsidiary companies, inter alia, by the following means:

- Financial statements, in particular investments made by subsidiary companies, are reviewed by the Company's Audit Committee.
- Minutes of Board meetings of subsidiary companies are placed before the Company's Board regularly.
- A statement containing all significant transactions and arrangements entered into by subsidiary companies is placed before the Company's Board.
- Presentations are made to the Company's Board on business performance of major subsidiaries of the Company by the senior management.
- Related Party Transactions of subsidiary companies are reviewed quarterly by the Company's Audit Committee, wherever applicable.

The Company's Policy for determining Material Subsidiary is available on the website of the Company.

10. Code for prevention of Insider Trading Practices

In Compliance with the SEBI's regulations on prevention of insider trading, the Company has instituted a comprehensive Code of Conduct for its Promoters, Directors and Designated Employees. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of CP Capital Limited and cautioning them of the consequences of violations.

11. Furnishing updated bank account particulars with Company/ Depository Participant for facilitating electronic payments

SEBI vide its Circular No. CIR/MRD/DP/10/2013 dated March 21,

2013 had mandated the companies to use any of the RBI approved electronic mode of payment such as ECS (Local ECS/Regional ECS/National ECS) NEFT, RTGS etc. for distribution of dividend and other cash benefits to investors. The Circular also mandated the companies or their registrar and share transfer agent (RTA) to maintain bank details of investors. In case the securities are held in demat mode, the companies or their RTA shall seek relevant bank details from depositories and in case the securities are held in physical mode, the companies or their RTA shall take necessary steps to maintain updated bank details at their end. In view of above, the Company's RTA has sent letters to various depository participants seeking updated bank details of the investors of the Company. The investors are also requested to ensure that correct and updated particulars of their bank account are available with their respective depository participants and the Company/RTA. This would facilitate the Company for making payments through electronic mode.

12. Compliance Certificate

The MD and CFO have certified to the Board with regard to the financial statements and other matters as required under regulation 17(8), read with Part B of Schedule II to the SEBI Listing Regulations, 2015.

13. Report on Corporate Governance

This chapter, read together with the information given in the Directors' Report and the chapters on Management Discussion and Analysis and General Shareholder Information, constitute the compliance report on Corporate Governance during Financial Year 2024-25.

The Company has been regularly submitting the quarterly compliance report to the stock exchanges as required under Regulation 27 of the SEBI Listing Regulation, 2015.

14. Certificate from Company Secretary in Practice:

A certificate from M/s Bharat Rathore and Associates, Practicing Company Secretary that none of the Directors are disqualified or debarred Not Applicable

15. Disclosure of commodity price risks and commodity hedging :
Note applicable

16. M/s S P Chopra & Co., Chartered Accountant (Firm Registration No. 301051E) have been appointed as the Statutory Auditor of the Company. The particulars of payment of Statutory Auditor's

from being appointed or continuing as a director of the Company by Securities Exchange Board of India / Ministry of Corporate Affairs or any other authority is provided in Annexure A which forms part of this report.

(₹ In Lakhs)

Particulars	AMOUNT
Services as statutory auditors (including quarterly audits)	7.00
Total	7.00

17 Other Disclosures

Particulars	Regulations	Details	Website link for details/policy
Related party transactions	Regulation 23 of SEBI Listing Regulations and as defined under the Act	There are no material related party transactions during the year that have conflict with the interest of the Company. Transactions entered into with related parties during the financial year were in the ordinary course of business and at arms' length basis and were approved by the Audit Committee. The Board's approved policy for related party transactions is uploaded on the website of the Company.	https://www.cpcapital.in/downloads/2015-16/CPL_Related%20Party%20Policy.pdf
Details of non-compliance by the Company, penalty, strictures imposed on the Company by the stock exchange, or Securities and Exchange Board of India ('SEBI') or any statutory authority on any matter related to capital markets	Schedule V (C) 10(b) to the SEBI Listing Regulations	There were no cases of non-compliance during the last three financial years.	
Whistle Blower Policy and Vigil Mechanism	Regulation 22 of SEBI Listing Regulations	The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the Company.	https://www.cpcapital.in/downloads/2016-17/CPL_Whistle_Blower_Vigil_Mechanism.pdf
Discretionary requirements	Schedule II Part E of the SEBI Listing Regulations	The auditor's report on financial statements of the Company are unqualified. Internal auditors of the Company, make quarterly presentations to the audit committee on their reports.	
Subsidiary Companies	Regulation 24 of the SEBI Listing Regulations	The audit committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the Board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company. The Company has one material unlisted Indian subsidiary company. The Company has a policy for determining 'material subsidiaries' which is disclosed on its website.	https://www.cpcapital.in/downloads/2015-16/CPL_Material%20Subsidiary%20Company.pdf
Policy on Determination of Materiality for Disclosures	Regulation 30 of SEBI Listing Regulations	The Company has adopted a Policy on Determination of Materiality for Disclosures.	https://www.cpcapital.in/downloads/Policy-for-material-disclosures.pdf
Policy on Archival & Preservation of Documents	Regulation 9 of SEBI Listing Regulations	The Company has adopted a Policy on Archival and Preservation of Documents.	https://www.cpcapital.in/downloads/Policy-for-preservation-of-documents.pdf

Particulars	Regulations	Details	Website link for details/policy
Reconciliation of Share Capital Audit Report	Regulation 76 of the Securities & Exchange Board of India (Depositories and Participants) Regulations, 2018 and SEBI Circular No D&CC/FITTC/Cir-16/2002 dated December 31, 2002	A qualified practicing Chartered Accountant carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.	https://cpcapital.in/reconciliation-of-share-capital/
Code of Conduct	Regulation 17 of the SEBI Listing Regulations	The members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them during the year ended March 31, 2025. The Annual Report of the Company contains a certificate by the Chief Executive Officer and Managing Director, on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management.	https://www.cpcapital.in/downloads/2011/code_conductforboardandSeniorManagement.pdf
Dividend Distribution Policy	Regulation 43A of the SEBI Listing Regulations	Since the provisions regarding Dividend Distribution Policy is not applicable hence the Company not adopted Dividend Distribution policy	
Terms of Appointment of Independent Directors	Regulation 46 of SEBI Listing Regulations and Section 149 read with Schedule IV of the Act	Terms and conditions of appointment/re-appointment of Independent Directors are available on the Company's website.	https://www.cpcapital.in/downloads/2014-15/Letter-of-Appointment-of-Independent-Director.pdf

18. Policy for Selection and Appointment of Directors and their Remuneration

The Board Governance, Nomination and Compensation Committee has adopted a policy which, inter alia, deals with the manner of selection of Directors and payment of their remuneration as described herein below.

Criteria of Selection of Independent Directors and Key Skills, Expertise, and Core Competencies of the Board

The Board of the Company comprises of eminent personalities and leaders in their respective fields. These Directors are nominated based on well-defined selection criteria. The Board Governance, Nomination and Compensation Committee consider, inter alia, key qualifications, skills, expertise and competencies, whilst recommending to the Board the candidature for appointment as Independent Director.

Wide management and leadership experience	Strong management and leadership experience, including in areas of business development, strategic planning and academic administration.
Diversity	Diversity of thought, experience, knowledge, perspective, gender and culture brought to the Board by individual members.
Functional and Managerial Experience	Knowledge and skills in accounting and finance, business judgment, general management practices and processes, crisis response and management, industry knowledge, human resources, sales and marketing, and risk management.
Personal values	Personal characteristics matching the Company's values, such as integrity, accountability, and high-performance standards.
Corporate Governance	Experience in developing and implementing good corporate governance practices, maintaining board and management accountability, managing stakeholders' interests and Company's responsibilities towards customers, employees, suppliers, regulatory bodies and the communities in which it operates.

Given below is a list of core skills, expertise and competencies of the individual Directors:

Name of Director	Skills/Expertise/Competencies				
	Wide Management and Leadership Experience	Diversity	Functional and Managerial Experience	Personal Values	Corporate Governance
Mr. Pramod Kumar Maheshwari	✓	✓	✓	✓	✓
Mr. Om Prakash Maheshwari	✓	✓	✓	✓	✓
Mr. Nawal Kishore Maheshwari	✓	✓	✓	✓	✓
Mrs. Neelima Maheshwari	✓	✓	✓	✓	✓
Mr. Jagdish Prasad Sarda	✓	✓	✓	✓	✓
Mrs. Divya Sodani	✓	✓	✓	✓	✓
Mrs. Neha Garg	✓	✓	✓	✓	✓
Mr. Akshay Gupta	✓	✓	✓	✓	✓
Mr. Sanjay Khandelwal	✓	✓	✓	✓	✓
Mr. Nikhar Jain	✓	✓	✓	✓	✓

These skills/competencies are broad-based, encompassing several areas of expertise/experience.

Each Director may possess varied combinations of skills/experience within the described set of parameters, and it is not necessary that all Directors possess all skills/ experience listed therein.

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL
WITH THE COMPANY'S CODE OF CONDUCT**

As per Regulation 17(5) and Regulation 26(3) of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 executed with the Stock Exchanges, it is hereby declared that all the members of Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for the year ended March 31, 2025.

Place : Kota (Rajasthan)
Date : August 13th, 2025

S/d
Pramod Kumar Maheshwari
Managing Director
DIN: 00185711

CEO AND CFO CERTIFICATION

The Chairman and Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the board in terms of Regulation 17(8) of the Listing Regulations. The Chairman and Managing Director and the Chief Financial Officer also give quarterly certification on financial results before the Board in terms of Regulation 33(2) of the Listings Regulations. The annual certificate given by the Chairman and Managing Director and the Chief Financial Officer is published in this Report.

CEO / CFO CERTIFICATE

To,
The Board of Directors,
CP Capital Limited
(Erstwhile Career Point Limited)
Village Tangori, Banur, Mohali,
Punjab-140601

We have reviewed the Stand-alone and Consolidated Financial Statements and the cash flow statement of Career Point Limited (the Company) for the Financial Year ended 31 March 2025, 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 & regulations.
- (b) To the best of our knowledge and belief, there are no transactions entered into by the Company during the year 2024-25, 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, efficiencies 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 if any 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 if any in accounting policies during the year 2024-25, 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 (Rajasthan)
Date : August 13th, 2025

S/d
Pramod Kumar Maheshwari
Managing Director
DIN: 00185711

S/d
Om Prakash Maheshwari
Executive Director & CFO
DIN : 00185677

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
CP CAPITAL LIMITED
Village Tangori, Banur Mohali,
Punjab 140601, India
CIN: L64990PB2000PLC054497

I/we Bharat Rathore & Associates, Practicing Company Secretaries have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **CP Capital Limited (CIN: L64990PB2000PLC054497)** and having registered office at Village Tangori, Banur Mohali, Mohali, Punjab, 140601, India and Corporate Office at CP Tower-1, Road No.-1, IPIA, Kota, Rajasthan-324005 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my/our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority .

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Bharat Rathore & Associates,
Company Secretaries

CS Bharat Rathore
Membership No. ACS 48426
COP No 20295

UDIN: A048426G000953770
Date: 13-08-2025
Place: Kota

**INDEPENDENT AUDITORS' REPORT
ON STANDALONE FINANCIAL STATEMENTS
TO THE MEMBERS OF CP CAPITAL LIMITED
(ERSTWHILE CAREER POINT LIMITED)**

I. Opinion

We have audited the accompanying standalone financial statements of CP Capital Limited (erstwhile Career Point Limited) ("the Company"), which comprise the Standalone Balance Sheet as at 31 March, 2025 and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year then ended, and notes to the standalone financial statements including a summary of the material accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2025 and its profit (including Other Comprehensive Loss), its changes in equity and its cash flows for the year ended on that date.

II. Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) as specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

III. Key Audit Matters

We have determined that there are no key audit matters to be communicated in our report.

IV. Emphasis of Matter

We draw attention to the Note 35 to the standalone financial statements, regarding amalgamation of Srajan Capital Limited into CP Capital Limited and demerger of education business of CP Capital Limited into Career Point Edutech Limited on going concern basis under the Composite Scheme of Arrangement (the 'Scheme') as approved by the Hon'ble National Company Law Tribunal ('NCLT') with an appointed date of 1 April, 2023, and the accounting of the same in the standalone financial statements and restatement thereof, as fully described in the said note. Our opinion is not modified in respect of above matter.

V. Information other than the Standalone Financial Statements and Auditors' Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including annexures to Board's Report, Report on Corporate Governance and Shareholder's Information but does not include the Standalone

Financial Statements and our auditor's report thereon, which is expected to be made available to us after the date of this Auditor's Report.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the other information if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

VI. Responsibility of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") notified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

VII. Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that

an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(l) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding

independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

VIII. Other Matter

We draw attention to the fact that the corresponding figures for the year ended 31 March, 2024 are based on the financial statements which were audited by the predecessor auditor M/s. Lodha & Co LLP, who had expressed unmodified opinion thereon vide their audit report dated 27 May, 2024, after restatement in accordance with the Composite Scheme of Arrangement as mentioned in "Emphasis of Matter" section of this report.

Our opinion is not modified in respect of above matter.

IX. Report on Other Legal and Regulatory Requirements

1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure-'A', a statement on the matters specified in paragraphs 3 and 4 of the Order.

2) As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Change in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards ("Ind AS") notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.
- e) On the basis of the written representations received from the directors as on 31 March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure-'B';
- g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 33 to the Standalone Financial Statements

- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on such audit procedures that we have considered

reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. (a) The dividend paid during the year (for FY 2023-24) by the Company is in compliance with section 123 of the Companies Act, 2013.
- (b) The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.
- (c) The Board of Directors of the Company have proposed dividend for the year which is subject to the approval of the members in the ensuing General meeting. The amount of dividend proposed is in accordance with section 123 of the Companies Act, 2013.
- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended 31 March, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except in certain components where the audit trail were not operating due to system limitations, as described in Note 51 to the standalone financial statements. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For S. P. Chopra & Co.
Chartered Accountants
Firm Regn. No. 000346N

(Gautam Bhutani)
Partner
M. No. 524485
UDIN: 25524485BMIFXK2371

Place : Kota
Dated: 30 May, 2025

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Amount in Rs. Lakhs)

Report on the matters specified in paragraph 3 of the Companies (Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of the independent auditor's report of even date on the Standalone Financial Statements of CP Capital Limited for the year ended 31 March, 2025)

Particulars	Loans granted
Aggregate amount granted / provided during the year:	
- Others Entities / Parties	24,787.77
Balance outstanding as at Balance Sheet (net of provision)	
- Others Entities / Parties	39,440.39

- (l). In respect of the Company's Property, Plant and Equipment, Investment Properties and Intangible Assets:
- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and Investment Properties.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) As explained to us, the property, plant and equipments and investment properties are physically verified by the management at reasonable intervals, which in our opinion is reasonable, having regard to the size of the Company and nature of its property, plant and equipments and investment properties. No material discrepancies were noticed on such physical verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds in respect of the immovable properties included in the standalone financial statements under Property, Plant and Equipments and Investment Properties (other than premises where the Company is the lessee and the lease agreement is duly executed in its favour) are held in the name of the Company.
- (d) The Company has not revalued any of its Property, Plant and Equipment and Investment Properties or Intangible Assets during the year.
- (e) According to the information and explanations given to us and based on our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at 31 March, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, as amended.
- (ii). (a) The Company's business does not involve inventories, hence reporting under clause 3(ii)(a) of the Order is not applicable.
- (b) The Company has not been sanctioned any working capital limit, at any point of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) According to the information and explanations given to us, the Company has made investment in, provided guarantee or security and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties:
- (a) During the year, the Company has provided loans and advances in the nature of loans to other entities; however, not given any loans and advances to Subsidiary and Associate Company or stood guarantee and provided security to Subsidiary, Associate Company and other entities.
- (A) and (B) The aggregate amount granted / provided during the year, and balance outstanding at the Balance Sheet date (including in respect of the earlier year/s) with respect to loans and advances in the nature of loans to other entities are as under:

- (b) In our opinion, the investment made and the terms and conditions of the grant of all loans and advances in the nature of loans provided are not prejudicial to the Company's interest.
- (c) (d) and (e) The In respect of the loans, and advances in the nature of loans, given by the Company though the schedule of repayment of principal and payment of interest has been stipulated, however, in case of loans of Rs. 4,661.15 lakhs (including interest accrued) are overdue since more than 90 days, for which the necessary steps were found to be taken by the Company during our examination of the relevant records.
- (f) According to the information and explanations given to us and based on our examination of the records, the Company has not granted any loans, and advances in the nature of loans, either repayable on demand or without specifying the terms or period of repayment, hence reporting under this clause is not applicable.
- (iv) According to the information and explanations given to us, and on the basis of our examination of the records, the Company has complied with the provisions of Section 185 and 186 of the Act in respect of the loans granted, investment made and guarantees and security provided, as applicable.
- (v) The Company has not accepted any deposit or amount which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- (vi) The maintenance of cost records has not been specified by the Central Government of India under sub-section (1) of Section 148 of the Act for any of the business activities carried out by the Company. Hence reporting under clause 3(vi) of the Order is not applicable
- (vii) In respect of statutory dues:
- (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion the Company is generally regular in depositing undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues as applicable with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31 March, 2025 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, and the records of the Company examined by us, there are no dues in respect of any statutory dues referred to in sub-

clause (a) above which have not been deposited on account of any dispute except for the following:

Name of the Statute	Nature of Dues	Forum where dispute is pending	Period to which amount relates	Amount Involved	Amount Unpaid
Income tax Act, 1961	Income tax	Commissioner Income Tax (Appeals)	F.Y. 2016-17	11.26	11.26

(viii). There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

Company or no material fraud on the Company has been noticed or reported during the year.

(ix). In respect of borrowings:

(b) No report under sub-section (12) of Section 143 of the Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, as amended, with the Central Government, during the year and upto the date of this report.

(a) Based on the audit procedures and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to the lenders from whom such loans or borrowings have been borrowed.

(c) According to the information and explanations given to us and based on our examination of the records of the Company, no whistle blower complaint was received by the Company during the year.

(b) Based on the audit procedures and according to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or other lender.

(xii). The Company is not a Nidhi Company, hence reporting under clauses 3(xii)(a) to 3(xii)(c) is not applicable.

(c) Based on the audit procedures and according to the information and explanations given to us, the Company has applied the term loans for the purpose for which these loans were obtained.

(xiii). According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act, where applicable. The details of such transactions have been disclosed in the financial statements, as required by Ind AS 24 – Related Party Disclosures.

(d) Based on the audit procedures and according to the information and explanations given to us, funds raised on short-term basis, prima facie, have not been used during the year for long term purposes by the Company.

(xiv). (a) In our opinion and based on our examination, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(e) Based on the audit procedures and according to the information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associate and the Company is not having any Joint Venture hence reporting under this clause is not applicable.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year, in determining the nature, timing and extent of our audit procedures.

(f) The Company during the year has not raised any loan on the pledge of securities held in its subsidiary or associate company.

(xv). In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to them.

(x). (a) The Company during the year has neither raised funds by way of initial public offer nor further public offer (including debt instruments), hence reporting under this clause is not applicable.

(xvi). In our opinion:

(a) (b) & (c)

(b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year, hence reporting under this clause is not applicable.

Srajan Capital Limited (Subsidiary / Transferor Company), which was a Non-Banking Financial Company (NBFC) registered with the Reserve Bank of India (RBI) has been amalgamated with the Company (Transferee Company) during the year and had surrendered its Certificate of Registration as NBFC ('COR') after the Scheme of Arrangement became effective and as its business was amalgamated in the Company on a going concern basis, the Company to continue and carry out the business as NBFC had applied for the COR under Section 45-IA of the Reserve

(xi). (a) Based on the audit procedures and according to the information and explanations given to us, no fraud by the

Bank of India Act, 1934 ('RBI'), which has since granted by RBI w.e.f. 1 April, 2025. Also, refer note 35 and 43 of the standalone financial statements.

- (d) There is no Core Investment Company within the group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3 (xvi)(d) of the order is not applicable.
- (xvii) The Company has incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) During the year, the Statutory Auditor of the Company had resigned before completion of their term under the Companies Act, 2013, since the Company had requested RBI for grant of NBFC registration and in view of the limit on the number of audits as per the guidelines issued by RBI (Notification Ref No. DoS.CO.ARG/SEC.01/08.91.001/2021-22), they resigned in compliance of the same. As informed, there was no concern / issues / objections of the outgoing auditor and the said resignation was to ensure the compliance of the RBI Guidelines.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial

liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and as per the information provided to us:

- (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act.
- (b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act.

For S. P. Chopra & Co.
Chartered Accountants
Firm Regn. No. 000346N

(Gautam Bhutani)
Partner
M. No. 524485

Place : Kota
Dated: 30 May, 2025

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of the independent auditor's report of even date on the Standalone Financial Statements of CP Capital Limited for the year ended 31 March, 2025)

We have audited the internal financial controls with reference to the standalone financial statements of **CP Capital Limited** (erstwhile Career Point Limited) ("the Company") as of 31 March, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the "Guidance Note on Audit of Internal Financial Controls Over Financial Reporting" (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by the Institute of Chartered Accountants of India and deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgement, including

the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the 'Guidance Note on Audit of Internal Financial Controls Over Financial Reporting' issued by the Institute of Chartered Accountants of India.

For S. P. Chopra & Co.
Chartered Accountants
Firm Regn. No. 000346N

(Gautam Bhutani)
Partner
M. No. 524485

Place : Kota
Dated: 30 May, 2025

CP Capital Limited
(Erstwhile Career Point Limited)
Standalone Balance Sheet as at 31.03.2025

(₹ in Lakhs)

Particulars	Note No.	As at 31.03.2025	As at 31.03.2024
ASSETS			
(1) Non-current Assets			
(a) Property, plant and equipment	5	1,936.77	1,988.11
(b) Investment properties	6	7,883.96	8,935.22
(c) Intangible assets	7	3.59	4.69
(d) Financial Assets			
(i) Investments	8	13,529.00	13,529.00
(ii) Loans	9	26,576.29	25,000.50
(iii) Other non-current Financial Assets	10	20.60	20.60
Total Non Current Assets		49,950.21	49,478.12
(2) Current Assets			
(a) Financial Assets			
(i) Investments	11	38.49	48.40
(ii) Cash and Cash Equivalents	12	429.20	464.85
(iii) Bank Balances other than (ii) above	13	6.50	5.55
(iv) Loans	9	12,864.10	8,401.71
(v) Other financial assets	14	19.36	9.48
(b) Other current assets	15	394.21	-
Total Current Assets		13,751.86	8,929.99
(3) Assets classified as held-for-sale	16	34.34	43.88
TOTAL ASSETS		63,736.41	58,451.99
EQUITY AND LIABILITIES			
(1) EQUITY:			
(a) Equity Share Capital	17	1,819.29	1,819.29
(b) Other Equity	18	49,846.69	46,509.83
Total Equity		51,665.98	48,329.12
LIABILITIES:			
(2) Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	672.72	1,487.24
(b) Provisions	20	14.08	8.88
(c) Deferred Tax Liabilities (Net)	21	44.25	37.68
Total Non Current Liabilities		731.05	1,533.80
(3) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	7,908.64	5,785.30
(ii) Other Financial liabilities	23	3,215.95	2,280.14
(b) Other Current Liabilities	24	144.40	85.73
(c) Provisions	25	1.67	1.11
(d) Current Tax Liabilities (Net)	26	68.72	436.79
Total Current Liabilities		11,339.38	8,589.07
TOTAL EQUITY AND LIABILITIES		63,736.41	58,451.99

Company overview, Material Accounting Policies and Other Notes : 1 to 4 & 33 to 53
The accompanying notes are an integral part of the standalone financial statements

Financial Statements-Standalone

**As per our report of even date
For S.P. Chopra & Co.**
Chartered Accountants
Firm Registration no. 000346N

(Gautam Bhutani)
Partner
Membership No. 524485

Place : Kota (Rajasthan)
Date: 30 May, 2025

For and on behalf of the Board of Directors

Pramod Maheshwari
Managing Director & CEO
DIN : 00185711

Manmohan Pareek
Company Secretary
Membership No. ACS34858

Om Prakash Maheshwari
Executive director & CFO
DIN: 00185677

CP Capital Limited
(Erstwhile Career Point Limited)
Standalone Statement of Profit & Loss for the year ended on 31.03.2025

(₹ in Lakhs)

Particulars	Note No.	For the year ended 31.03.2025	For the year ended 31.03.2024
1 Revenue			
Revenue from operations	27	6,328.02	5,450.70
Other income	28	401.79	1,165.39
Total Revenue		6,729.81	6,616.09
2 Expenses			
Employee benefits expenses	29	326.11	288.02
Finance costs	30	534.18	401.86
Depreciation and amortisation expenses	31	212.87	219.85
Other expenses	32	377.02	364.93
Total Expenses		1,450.18	1,274.66
3 Profit before tax (1-2)		5,279.63	5,341.43
4 Tax expense:			
Current Tax		1,185.52	1,109.28
Deferred Tax		7.20	(122.31)
Current Tax - earlier year's		20.44	35.49
5 Profit for the year (3-4)		4,066.47	4,318.97
6 Other Comprehensive Income	49		
Items that will not be reclassified to profit or loss			
- Remeasurement benefit (loss)/ gain on defined benefit plans"		(2.51)	0.44
- Tax impact on above		0.63	(0.11)
Total Other Comprehensive (Loss) / Income		(1.88)	0.33
7 Total Comprehensive Income for the year, net of tax (5+6)		4,064.59	4,319.30
8 Earnings per share (in ₹)	40		
Basic EPS		22.35	23.74
Diluted EPS		22.35	23.74

Company overview, Material Accounting Policies and Other Notes : 1 to 4 & 33 to 53
The accompanying notes are an integral part of the standalone financial statements

As per our report of even date**For S.P. Chopra & Co.**

Chartered Accountants

Firm Registration no. 000346N

For and on behalf of the Board of Directors**Pramod Maheshwari**

Managing Director & CEO

DIN : 00185711

Om Prakash Maheshwari

Executive director & CFO

DIN: 00185677

(Gautam Bhutani)

Partner

Membership No. 524485

Manmohan Pareek

Company Secretary

Membership No. ACS34858

Place : Kota (Rajasthan)

Date: 30 May, 2025

CP Capital Limited
(Erstwhile Career Point Limited)
Standalone Cash Flow Statement for the year ended 31.03.2025

(₹ in Lakhs)

Particulars	For the Year ended 31.03.2025	For the Year ended 31.03.2024
A Cash Flows from Operating Activities		
Profit before tax	5,279.63	5,341.43
Adjustments for:		
Depreciation and amortization expense	212.87	219.85
Finance costs	534.18	401.86
Loss/(Profit) on sale of Investment properties/Asset held for sale	6.27	(348.66)
Fair valuation gain on Investments	1.90	(60.94)
Impairment loss allowance reversal on loan receivables (net)	98.98	(35.81)
Impairment loss allowance on debentures	8.00	-
Bad debts written off	-	1.26
Operating Profit before Working Capital Changes	6,141.83	5,518.99
(Increase)/Decrease in Loans	(6,223.09)	(9,127.42)
(Increase)/Decrease in other non-current financial assets	-	56.70
Increase/(Decrease) in other financial assets	76.08	(81.42)
(Increase)/Decrease in others current assets	(394.21)	-
Increase/(Decrease) in Provisions	3.24	1.99
Increase/(Decrease) in other financial liabilities	942.68	2,053.55
Increase/(Decrease) in other current liabilities	58.66	(147.54)
Cash generated from / (used in) operations	605.19	(1,725.15)
Direct taxes paid	(1,574.04)	(1,024.99)
Net Cash used in Operating Activities	(968.85)	(2,750.14)
B Cash Flow from Investing Activities		
Sale/(Purchase) of Property Plant & Equipment,Investment Intangible assets (including CWIP) (net)	884.56	1,774.39
Sale of assets classified as held for sale (net)	9.54	18.88
Sale of Investments (net)	-	92.53
Net Cash generated from Investing Activities	894.10	1,885.80
C Cash Flows from Financing Activities		
Proceeds from Borrowings (net)	1,308.82	1,539.15
Adjustment on merger / demerger	-	(41.82)
Dividend Paid	(728.67)	(547.29)
Interest paid	(541.05)	(395.50)
Net Cash generated from Financing Activities	39.10	554.54
Net (decrease) in cash and cash equivalents (A + B + C)	(35.65)	(309.80)
Cash and Cash Equivalents at beginning of the year	464.85	774.65
Cash and Cash Equivalents at end of the year	429.20	464.85

Notes:

- The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind - AS) - 7 'Statement of Cash Flows'.
- Cash and cash equivalents in the balance sheet comprises of Cash in hand and Balances with Banks.

Cash in hand	4.20	5.84
Balances with Banks - current accounts	425.00	459.01
	429.20	464.85

Company overview, Material Accounting Policies and Other Notes : 1 to 4 & 33 to 53
The accompanying notes are an integral part of the standalone financial statements

Financial Statements-Standalone

As per our report of even date

For S.P. Chopra & Co.

Chartered Accountants

Firm Registration no. 000346N

(Gautam Bhutani)

Partner

Membership No. 524485

Place : Kota (Rajasthan)

Date: 30 May, 2025

For and on behalf of the Board of Directors

Pramod Maheshwari

Managing Director & CEO

DIN : 00185711

Manmohan Pareek

Company Secretary

Membership No. ACS34858

Om Prakash Maheshwari

Executive director & CFO

DIN: 00185677

CP Capital Limited
(Erstwhile Career Point Limited)

Standalone Statement of Changes in equity for the year ended 31.03.2025

A. EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	Balance at the beginning of the Reporting Year	Changes in Equity Share Capital During the Year	Balance as at the end of Reporting Year
Balance as at March 31, 2024	1,819.29	-	1,819.29
Balance as at March 31, 2025	1,819.29	-	1,819.29

B. OTHER EQUITY

(₹ in Lakhs)

Particulars	Reserves and Surplus				Other Comprehensive Income	Total
	Securities premium	Statutory Reserve	General Reserve	Surplus		
Balance as at 01.04.2023	17,235.38	-	86.58	25,518.48	62.56	42,903.00
Adjustments on Merger/Demerger (Refer note 35)	-	603.95	-	(666.25)	(62.56)	(124.86)
Balance as at 01.04.2023 (restated)	17,235.38	603.95	86.58	24,852.23	-	42,778.14
Adjustments on Merger/Demerger (Refer note 35)	-	-	-	(41.82)	-	(41.82)
Total Profit/comprehensive income for the year	-	-	-	4,318.97	0.33	4,319.30
Transfer to Statutory Reserve under section 45-IA	-	363.03	-	(363.03)	-	-
Dividend paid	-	-	-	(545.79)	-	(545.79)
Balance as at 01.03.2024	17,235.38	966.98	86.58	28,220.56	0.33	46,509.83
Total Profit/comprehensive income for the year	-	-	-	4,066.47	(1.88)	4,064.59
Transfer to Statutory Reserve under section 45-IA	-	813.29	-	(813.29)	-	-
Dividend paid	-	-	-	(727.72)	-	(727.72)
Balance as at 31.03.2025	17,235.38	1,780.27	86.58	30,746.02	(1.55)	49,846.69

Company overview, Material Accounting Policies and Other Notes : 1 to 4 & 33 to 53
The accompanying notes are an integral part of the standalone financial statements

As per our report of even date

For S.P. Chopra & Co.

Chartered Accountants

Firm Registration no. 000346N

(Gautam Bhutani)

Partner

Membership No. 524485

Place : Kota (Rajasthan)

Date: 30 May, 2025

For and on behalf of the Board of Directors

Pramod Maheshwari

Managing Director & CEO

DIN : 00185711

Manmohan Pareek

Company Secretary

Membership No. ACS34858

Om Prakash Maheshwari

Executive director & CFO

DIN: 00185677

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

1 The Company overview

CP Capital Limited (erstwhile Career Point Limited) (the 'Company') is a Public Limited Company domiciled in India and is incorporated under the provisions of the Companies Act, 2013 (erstwhile Companies Act, 1956) applicable in India. The Company is listed with BSE Limited and National Stock Exchange of India. The registered office of the Company is situated at Village Tangori, Banur, Punjab - 140601-India. The main object of the Company is to originate, provide and service loans and provide ancillary services in relation to said business activity (whether short or long term loan or working capital finance, development finance, or any other debt related funding).

The Standalone Financial Statements of the Company for the year ended 31 March, 2025 are approved for issue by the Company's Board of Directors on 30 May, 2025.

2 Statement of compliance and basis of preparation of financial statements.**(i) Statement of compliance and basis of preparation**

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), as prescribed under section 133 of the Companies Act, 2013 ('Act') (to the extent notified) read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

Accounting policies have been consistently applied except where a newly issued Indian accounting standard is initially adopted or a revision to an existing Indian accounting standard requires a change in the accounting policy hitherto in use.

These standalone financial statements which comprises the Standalone Balance Sheet as at 31 March, 2025, the Standalone Statement of Profit and Loss (including other comprehensive income), the Standalone Statement of Cash Flows and the Standalone Statement of Changes in Equity for the year then ended and a summary of the material accounting policies and other explanatory information (together herein after referred to as "standalone financial statements").

(ii) Basis of Measurement

The Company maintains its accounts on accrual basis following the historical cost convention, except for certain items that have been measured at fair value as required by the relevant Ind AS.

The standalone financial statements are presented in Indian Rupees (₹), which is the Company's functional and presentation currency and all amounts are rounded to the nearest lakhs (₹ 00,000) and two decimals thereof, except as stated otherwise.

(iii) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is classified as current when it is:

- expected to be realized, or intended to be sold or consumed in normal operating cycle;
- held primarily for the purpose of trading;
- expected to be realized within 12 months after the reporting period; or

- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.

A liability is classified as current when it is:

- expected to be settled in the normal operating cycle;
- held primarily for the purpose of trading;
- due to be settled within 12 months after the reporting date; or
- there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting date.

All other liabilities are classified as non-current.

(iv) Deferred tax assets & liabilities

Deferred tax assets & liabilities are classified as non-current assets and liabilities.

(v) Use of Estimates & Judgements

The preparation of financial statements in conformity with Ind AS 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. The estimates and assumptions used in financial statements are based upon management's evaluation of the relevant facts and circumstances as at the date of financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on periodic basis.

(Refer note No. 4 on critical accounting estimates, assumptions & judgments.)

These estimates could change from period to period and also the actual results could vary from the estimates. Appropriate changes are made to the estimates as the management becomes aware of changes in circumstances surrounding these estimates. The changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements

3**Material Accounting Policies****(i) Foreign Currency Transactions**

Foreign currency transactions are recorded on initial recognition in reporting currency, using the exchange rate at the date of transaction. At each Balance sheet date, 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.

(ii) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A financial assets or a liability is recognised when the Company becomes a Party to the contractual provision of the instrument.

(A) Financial assets

Financial assets include cash, or an equity instrument of another entity, or a contractual right to receive cash or

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

another financial asset from another entity. Few examples of financial assets are loan receivables, investment in equity instruments, trade receivables and cash and cash equivalents etc.

Initial Measurement

All financial assets are recognised initially at fair value including transaction costs that are attributable to the acquisition of financial assets except in the case of financial assets recorded at FVTPL where the transaction costs are charged to profit or loss. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent measurement

- (i) Classification and Measurement of Financial assets (other than Equity instruments)

For the purpose of subsequent measurement, financial assets (other than equity instruments) are classified into three categories:

(a) Financial Assets at amortised cost

(b) Financial Assets at FVOCI

(c) Financial Assets at FVTPL

(a) Financial Assets at amortised cost

The Company measures its financial assets at amortised cost if both the following conditions are met:

- The asset is held within a business model of collecting contractual cash flows; and
- Contractual terms of the asset give rise on specified dates to cash flows that are Sole Payments of Principal and Interest (SPPI) on the principal amount outstanding.

To make the SPPI assessment, the Company applies judgment and considers relevant factors such as the nature of portfolio and the period for which the interest rate is set.

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective. The Company's business model is not assessed on an instrument by instrument basis, but at a higher level of aggregated portfolios. If cash flows after initial recognition are realised in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated financial assets going forward.

The business model of the Company for assets subsequently measured at amortised cost category is to hold and collect contractual cash flows. However, considering the economic viability of carrying the delinquent portfolios in the books of the Company, it may sell these portfolios to banks and/or asset reconstruction companies.

After initial measurement, such financial assets are subsequently measured at amortised cost on effective

interest rate (EIR).

(b) Financial Assets at FVOCI

The Company subsequently classifies its financial assets as FVOCI, only if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and
- Contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding. Financial Assets included within the FVOCI category are measured at each reporting date at fair value with such changes being recognised in other comprehensive income (OCI). The interest income on these assets is recognised in profit or loss.

On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified to profit or loss.

(c) Financial Assets at FVTPL

The Company classifies financial assets which are held for trading under FVTPL category. Held for trading assets are recorded and measured in the Balance Sheet at fair value. Interest and dividend incomes are recorded in interest income and dividend income, respectively according to the terms of the contract, or when the right to receive the same has been established. Gain and losses on changes in fair value of financial assets are recognised on net basis through profit or loss.

- (ii) Classification and Measurement of Equity instruments
- All equity investments other than in subsidiaries are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company at initial recognition makes an irrevocable election to classify it as either FVTOCI or FVTPL. The Company makes such election on an instrument by instrument basis. An equity investment classified as FVTOCI is initially measured at fair value plus transaction costs. Subsequently, it is measured at fair value and, all fair value changes are recognised in Other Comprehensive Income (OCI) and accumulated in Reserve. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company transfers the same within equity.

(iii) De-recognition of Financial Assets

The Company derecognises a financial asset (or, where applicable, a part of a financial asset) when:

- The right to receive cash flows from the asset have expired; or
- The Company has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under an assignment arrangement and the Company has transferred substantially all the risks and rewards of the asset. Once the asset is derecognised, the Company does not have any continuing involvement in the same.

The Company transfers its financial assets through the partial assignment route and accordingly derecognises

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

the transferred portion as it neither has any continuing involvement in the same nor does it retain any control. If the Company retains the right to service the financial asset for a fee, it recognises either a servicing asset or a servicing liability for that servicing contract. A service liability in respect of a service is recognised at fair value if the fee to be received is not expected to compensate the Company adequately for performing the service. If the fees to be received is expected to be more than adequate compensation for the servicing, a service asset is recognised for

the servicing right at an amount determined on the basis of an allocation of the carrying amount of the larger financial asset.

On de-recognition of a financial asset in its entirety, the difference between:

- the carrying amount (measured at the date of de-recognition) and
- the consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss.

(iv) Impairment of financial assets

Expected Credit Loss (ECL) are recognised for financial assets held under amortised cost, measured at FVOCI, and certain loan commitments.

Financial assets where no significant increase in credit risk has been observed are considered to be in 'stage 1' and for which a 12-month ECL is recognised. Financial assets that are considered to have significant increase in credit risk are considered to be in 'stage 2' and those which are in default or for which there is an objective evidence of impairment are considered to be in 'stage 3'. Lifetime ECL is recognised for stage 2 and stage 3 financial assets.

At initial recognition, allowance (or provision in the case of loan commitments) is required for ECL towards default events that are possible in the next 12 months, or less, where the remaining life is less than 12 months.

In the event of a significant increase in credit risk, allowance (or provision) is required for ECL towards all possible default events over the expected life of the financial instrument ('lifetime ECL').

Financial assets (and the related impairment loss allowances) are written off in full, when there is no realistic prospect of recovery.

Treatment of the different stages of financial assets and the methodology of determination of ECL**(a) Credit impaired (stage 3)**

The Company recognises a financial asset to be credit impaired and in stage 3 by considering relevant objective evidence, primarily whether:

- Contractual payments of either principal or interest are past due for more than 180 days;
- The loan is otherwise considered to be in default.

Restructured loans, where repayment terms are renegotiated as compared to the original contracted terms due to significant credit distress of the borrower, are classified as credit impaired. Such loans continue to be in stage 3 until they exhibit regular payment of renegotiated principal and interest over a minimum observation period, typically 12 months – post renegotiation, and there are no other indicators of impairment. Having satisfied the conditions of timely payment over the observation period these loans could be transferred to stage 1 or 2 and a fresh assessment of the risk of default be done for such loans.

Interest income is recognised by applying the EIR to the net amortised cost amount i.e. gross carrying amount less ECL allowance.

(b) Significant increase in credit risk (stage 2)

An assessment of whether credit risk has increased significantly since initial recognition is performed at each reporting period by considering the change in the risk of default of the loan exposure. However, unless identified at an earlier stage, 90 days past due is considered as an indication of financial assets to have suffered a significant increase in credit risk.

The measurement of risk of defaults under stage 2 is computed on homogenous portfolios, generally by nature of loans, tenors, underlying collateral, geographies and borrower profiles. The default risk is assessed using PD (probability of default) derived from past behavioural trends of default across the identified homogenous portfolios. These past trends factor in the past customer behavioural trends, credit transition probabilities and macroeconomic conditions. The assessed PDs are then aligned considering future economic conditions that are determined to have a bearing on ECL.

(c) Without significant increase in credit risk since initial recognition (stage 1)

ECL resulting from default events that are possible in the next 12 months are recognised for financial instruments in stage 1. The Company has ascertained default possibilities on past behavioural trends witnessed for each homogenous portfolio using application/behavioural score cards and other performance indicators, determined statistically.

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

(d) Measurement of ECL

The assessment of credit risk and estimation of ECL are unbiased and probability weighted. It incorporates all information that is relevant including information about past events, current conditions and reasonable forecasts of future events and economic conditions at the reporting date. In addition, the estimation of ECL takes into account the time value of money. Forward looking economic scenarios determined with reference to external forecasts of economic parameters that have demonstrated a linkage to the performance of our portfolios over a period of time have been applied to determine impact of macro-economic factors.

The Company has calculated ECL using three main components: a probability of default (PD), a loss given default (LGD) and the exposure at default (EAD). ECL is calculated by multiplying the PD, LGD and EAD and adjusted for time value of money using a rate which is a reasonable approximation of EIR.

- Determination of PD is covered above for each stage of ECL.
- EAD represents the expected balance at default, taking into account the repayment of principal and interest from the Balance Sheet date to the date of default together with any expected drawdowns of committed facilities.
- LGD represents expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value at the time it is expected to be realised and the time value of money.

(B) Financial liabilities

Financial liabilities include liabilities that represent a contractual obligation to deliver cash or another financial assets to another entity, or a contract that may or will be settled in the entities own equity instruments. Few examples of financial liabilities are trade payables, borrowings etc.

Initial measurement

All financial liabilities are recognised initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade payables, borrowings and other payables.

Subsequent measurement

After initial recognition, all financial liabilities are subsequently measured at amortised cost using the EIR. Any gains or losses arising on derecognition of liabilities are recognised in the Statement of Profit and Loss.

Derecognition

The Company derecognises a financial liability when the obligation under the liability is discharged, cancelled or expired.

(C) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet only if there is an

enforceable legal right to offset the recognised amounts with an intention to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

(iii) Property, Plant and Equipment**(A) Recognition and measurement**

- (a) The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to Statement of Profit and Loss in the period in which the costs are incurred..
- (b) An item of property, plant and equipment is derecognised upon disposal. Any gain or loss arising on the disposals determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss.
- (c) Assets in the course of construction are capitalised in the assets under capital work in progress account (CWIP). At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences.
- (d) Property, plant and equipment except freehold land held for use in the supply or administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any. Freehold land is stated at historical cost.

(B) Depreciation/ Amortisation

The Assets' residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate. Depreciation on Plant, Property and equipment (other than freehold land) has been provided using straight line method over the useful life of assets. Useful life is the period over which an asset is expected to be used by an enterprise. The estimated total useful life of the assets are as follows-

Block of Assets	Useful Life
Building	60 Years
Plant & Machinery	8-22 Years
Furniture & Fixtures	8 Years
Computer	3 Years
Vehicle	8-10 Years
Office Equipments	5 Years

(iv) Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. Freehold land is stated at historical cost and Leasehold land is stated at historical cost less amortisation. Leasehold land is amortised over the period of lease as per lease agreement.

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on annual evaluation performed by an external independent valuer/Internal assessment.

Depreciation on investment property, is provided on a pro-rata basis on straight line method, over the useful life of the property estimated by the management, in the manner prescribed in Schedule of the Companies Act, 2013. The property's residual values, useful lives and method of depreciation are reviewed at the end of each reporting period and necessary adjustments are made accordingly, wherever required.

Investment property is derecognized when either it has been disposed off or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss arising on de-recognition of the investment property is included in the Statement of Profit and Loss.

(v) Intangible Assets

Identifiable intangible assets are recognised a) when the Company controls the asset, b) it is probable that future economic benefits attributed to the asset will flow to the Company and c) the cost of the asset can be reliably measured.

Computer softwares are capitalised at the amounts paid to acquire the respective license for use which comprises purchase price, installation cost borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use less any discount and rebates and these intangible assets are amortised over the period of license, generally not exceeding six years on straight line basis. The assets useful lives are reviewed at each financial year end. Software is amortised over an estimated useful life of 3 years.

(vi) Investment in Subsidiaries and Associates

Investments in equity instruments of subsidiaries and equity instruments / units of associates are carried at cost, less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries and associates, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

(vii) Borrowing Costs

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset (including real estate projects) are considered as part of the cost of the asset / project.

A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to the statement of profit and loss in the year in which incurred.

(viii) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(ix) Impairment of non-financial assets

At each Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine the provision for impairment loss required, if any, or the reversal required of impairment loss recognized in previous periods, if any.

An impairment loss is recognized whenever the carrying amount of an asset or its cash generating units exceed its recoverable amount.

Recoverable amount is determined:

- In the case of an individual asset, at higher of the net selling price or value in use.

- In the case of cash generating unit, at higher of the cash generating unit's net selling price or value in use.

(x) Employee Benefits

The Company participates in various employee benefit plans. These benefit plans are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee.

Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company.

In case of defined benefit plan, all actuarial gains or losses are immediately recognized in other comprehensive income, net of taxes and permanently excluded from profit and loss. Further, the profit or loss will no longer include an expected return on plan assets. The actual return on plan assets above or below the discount rate is recognized as part of re-measurement of net defined liability or asset through other comprehensive income, net of taxes.

The Company does not provide carry forward & encashment of leaves.

(a) Short term employee benefits

All employee benefits payable / available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognized in the same period in which the employee renders the related service.

(b) Defined Contribution plan

Company's contributions paid/ payable during the year to Provident Fund, Employee state insurance are recognized in the Statement of Profit and Loss.

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

The Company is depositing P.F. & ESI contribution only for eligible employees within statutory limits. The employees whose income is above the statutory limits have opted not to subscribe and accordingly, the Company is not required to make the contribution

(c) Defined Benefit Plan

Retirement benefits in the form of Gratuity are considered as defined benefit obligations and are provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Actuarial Gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income (OCI) in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods. All other expenses related to defined benefit plans are recognized in Statement of Profit and Loss as employee benefit expenses.

(xi) Provisions, Contingent Liabilities and Contingent Assets**(i) Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting period and are adjusted to reflect the current best estimate.

(ii) Contingencies

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognized in financial statements but are disclosed, if any.

(xii) Non-Current Assets Held for Sale

The Company classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale/distribution rather than through continuing use and the sale is considered highly probable. Management is committed to the sale within one year from the date of classification. The Company treats sale/distribution of the asset or disposal group to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset (or disposal group),
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value.
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and"

•Actions required to complete the plan indicated that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. Non-current asset held for sale/for distribution to owners and disposal groups are measured at the lower of their carrying amount and the fair value less costs to sell/distribute. Assets and liabilities classified as held for sale/distribution are presented separately in the balance sheet. Property, plant and equipment and intangible assets once classified as held for sale/distribution to owners are neither depreciated nor amortized.

(xiii) Leases**(a) Right of use assets**

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

(b) Lease Liabilities

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The Company recognise a lease liability at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on a lease by lease basis.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. Lease liabilities are remeasured with a corresponding adjustment to the related right of use

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet.

(c) Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

(xiv) Revenue Recognition**(i) Interest Income**

The Company recognises interest income using Effective Interest Rate (EIR) on all financial assets subsequently measured at amortised cost or fair value through other comprehensive income (FVOCI). EIR is calculated by considering all costs and incomes attributable to acquisition of a financial asset or assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments / receipts through the expected life of the financial asset / financial liability to the gross carrying amount of a financial asset or to the amortised cost of a financial liability.

The Company recognises interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets after setting-off of collateral amounts. In case of credit-impaired financial assets regarded as 'stage 3', the Company recognises interest income on the amortised cost net of impairment loss of the financial asset at EIR, to the extent of probability of its recovery. If the financial asset is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis.

Interest on financial assets subsequently measured at fair value through profit and loss, is recognized on accrual basis in accordance with the terms of the respective contract.

(ii) Dividend Income

Dividend Income on investments is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

(iii) Fees and Commission

Processing fees and other servicing fees is recognized on accrual basis. The Company recognizes service and administration charges towards rendering of additional services to its loan customers on satisfactory completion of service delivery. Fees on value added services and products are recognized on rendering of services and products to the customer.

(iv) Net Gain/ (Loss) on fair value change

Any differences between the fair value of investment in mutual funds classified as fair value through the profit or loss, held by the company on the balance sheet date is recognised as an unrealised gain/(loss) in the statement of profit or loss.

In cases there is net gain in aggregate, the same is recognised in Net gains on fair value changes under the revenue from operations and if there is net loss the same is disclosed under "Other Expenses" in the statement of profit or loss.

(v) Other Income / Revenue

Other income / revenue is recognized to the extent that it is probable that the economic benefit will flow to the Company and it can be reliably measured. Hostel revenue is recognized on accrual basis i.e. income is booked on month to month basis.

(xv) Finance Costs

Finance cost comprises interest cost on borrowings. Borrowing cost that are not directly attributable to a qualifying asset are recognized in the statement of profit & loss account using effective interest rate.

Processing fees charged on term loan is recognized in the statement of profit & loss over the tenure of the loan and balance of the processing fee is reduced from loan amount of current period.

(xvi) Taxation

Income tax expense represents the sum of current and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income.

Current tax provision is computed for Income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

"Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that in future taxable profits will be available to set off such deductible temporary differences. Deferred tax assets and liabilities are measured at the applicable tax rates.

Deferred tax assets and deferred tax liabilities are off set, and presented as net.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilised.

(xvii) Earning per Share

Earnings considered in ascertaining the company's earning per share comprises the net profit after tax attributable to equity shareholders.

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed using the weighted average number of equity and dilutive equivalent shares outstanding during the period.

(xviii) Statement of Cash Flows

Statement of cash flows is prepared segregating the cash

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

- i) changes during the period in operating receivables and payables transactions of a non-cash nature;
- ii) non-cash items such as depreciation, provisions, deferred taxes, unrealised gains and losses; and
- iii) all other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

(xix) Dividend Distribution

The Company recognizes a liability to make payment of dividend to owners of equity when the distribution is authorized and is no longer at the discretion of the Company and is declared by the shareholders. A corresponding amount is recognized directly in the Equity.

(xx) Fair value measurement

The Company measures its qualifying financial instruments at fair value on each Balance Sheet date.

Fair value is the price that would be received against sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place in the accessible principal market or the most advantageous accessible market as applicable.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy into Level I, Level II and Level III based on the lowest level input that is significant to the fair value measurement as a whole.

For assets and liabilities that are fair valued in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.

4. Critical accounting estimates, assumptions and judgements:-

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgements, which have significant effect on the amounts recognised in the financial statement. Uncertainty about these assumptions and estimates could result in outcome that requires a material adjustment to assets or liabilities affected in future periods.

(i) Property, plant and equipment and Investment properties

Property, Plant and equipment and Investment properties represent a significant proportion of the asset base of the Company. The useful lives and residual value of the Company's asset are determined by the management at the time the asset is acquired and reviewed at each reporting date.

(ii) Income taxes

The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

(iii) Contingencies

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

(iv) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the assets's recoverable amount. An assets's recoverable amount is the higher of an assets's or CGU's fair value less costs of disposal and its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

(v) Impairment of financial assets and Allowance for uncollected loans and advances

The Company to provide for impairment of its loan receivables (designated at amortised cost) using the expected credit loss (ECL) approach. ECL involves an estimation of probability weighted loss on financial instruments over their life, considering reasonable and supportable information about past events, current conditions, and forecasts of future economic conditions which could impact the credit quality of the Company's loans and advances.

In the process, a significant degree of judgement has been applied by the Management for: Staging of loans [i.e. classification in 'significant increase in credit risk' ('SICR') and 'default' categories]; Grouping of borrowers based on homogeneity by using appropriate statistical techniques; Estimation of behavioral life; Determining macro-economic factors impacting credit quality of receivables; Estimation of losses for loan products with no/ minimal historical defaults.

The Company applies the expected credit loss ('ECL') model in accordance with Ind AS 109 for recognising impairment loss on financial assets. The ECL allowance is based on the credit

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

losses expected to arise from all possible default events over the expected life of the financial asset ('lifetime ECL'), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12-month ECL. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is calculated on a collective basis, considering the retail nature of the underlying portfolio of financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. When determining whether the risk of default on a financial asset has increased significantly since initial recognition, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis based on a provision matrix which takes into account the Company's historical credit loss experience, current economic conditions, forward looking information and scenario analysis. The expected credit loss is a product of exposure at default ('EAD'), probability of default ('PD') and loss given default ('LGD'). The Company has devised an internal model to evaluate the PD and LGD based on the parameters set out in Ind AS 109. Accordingly, the financial assets have been segmented into stages based on the risk profiles. The three stages reflect the general pattern of credit deterioration of a financial asset. The Company categorises financial assets at the reporting date based on the days past due ('DPD') status. LGD is an estimate of loss from a transaction given that a default occurs. PD is defined as the probability of whether the borrowers will default on their obligations in the future. EAD represents the expected exposure in the event of a default and is the gross carrying amount in case of the financial assets held by the Company. The Company incorporates forward looking information into both assessments of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL. Based on the consideration of external actual and forecast information, the Company forms a 'base case' view of the future direction of relevant economic variables. This process involves developing two or more additional economic scenarios and considering the relative probabilities of each outcome. The base case represents a most likely outcome while the other scenarios represent more optimistic and more pessimistic outcomes.

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. The Company's ECL calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. The inputs and models used for calculating ECLs may not always capture all characteristics of the market at the date of the financial statements. The Company regularly reviews its models in the context of actual loss experience and makes adjustments when such differences are significantly material.

Adjustments including reversal of ECL is recognised through statement of profit and loss. After initial recognition, trade receivables are subsequently measured at amortised cost using the effective interest method, less provision for impairment. The Company follows the simplified approach required by Ind AS 109 for recognition of impairment loss allowance on trade receivables, which requires lifetime ECL to be recognised at each reporting date, right from initial recognition of the receivables.

(vi) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

Details of Property Plant & Equipment, Investment Properties, Intangible Assets and their carrying amount from beginning to end of reporting year are as follows:

Note 5 : PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

Particulars	Land (leasehold)	Buildings	Office Equipment	Computer	Vehicles	Total
Gross Carrying Value						
As at 01 April, 2023	815.51	1,340.38	1.23	-	78.30	2,235.42
Additions	-	-	3.92	1.40	-	5.32
Disposal / adjustments	-	-	-	-	-	-
As at 31 March, 2024	815.51	1,340.38	5.15	1.40	78.30	2,240.74
Additions	-	-	-	-	-	-
Disposal / adjustments	-	-	-	-	-	-
As at 31 March, 2025	815.51	1,340.38	5.15	1.40	78.30	2,240.74
As at 01 April, 2023	61.45	136.53	0.25	-	6.43	204.66
Depreciation / Amortization	13.13	24.33	0.54	0.16	9.81	47.97
Disposal / adjustments	-	-	-	-	-	-
As at 31 March, 2024	74.58	160.86	0.79	0.16	16.24	252.63
Depreciation / Amortization	13.07	27.00	1.02	0.47	9.78	51.34
Disposal / adjustments	-	-	-	-	-	-
As at 31 March, 2025	87.65	187.86	1.81	0.63	26.02	303.97
Net carrying value						
As at 31 March, 2024	740.93	1,179.52	4.36	1.24	62.06	1,988.11
As at 31 March, 2025	727.86	1,152.52	3.34	0.77	52.28	1,936.77

Note 6 : INVESTMENT PROPERTIES

(₹ in Lakhs)

Particulars	Land (Freehold)	Land (Leasehold)*	Buildings*	Total
Gross Carrying Value				
As at 01 April, 2023	1,603.10	1,205.28	9,014.70	11,823.08
Additions	-	-	-	-
Disposal / adjustments	1,076.20	322.11	107.04	1,505.35
As at 31 March, 2024	526.90	883.17	8,907.66	10,317.73
Additions	-	2.08	-	2.08
Disposal / adjustments	200.55	337.14	406.91	944.60
As at 31 March, 2025	326.35	548.11	8,500.75	9,375.21
As at 01 April, 2023	-	111.76	1,168.46	1,280.22
Depreciation / Amortization	-	11.55	160.33	171.88
Disposal / adjustments	-	48.27	21.32	69.59
As at 31 March, 2024	-	75.04	1,307.47	1,382.51
Depreciation / Amortization	-	9.83	149.90	159.73
Disposal / adjustments	-	34.28	16.71	50.99
As at 31 March, 2025	-	50.59	1,440.66	1,491.25
Net carrying value				
As at 31 March, 2024	526.90	808.13	7,600.19	8,935.22
As at 31 March, 2025	326.35	497.52	7,060.09	7,883.96

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

Note 7 : INTANGIBLE ASSETS

(₹ In Lakhs)

Particulars	Software	Total
Gross Carrying Value		
As at 01 April, 2023	-	-
Additions	4.69	4.69
Disposal / adjustments	-	-
As at 31 March, 2024	4.69	4.69
Additions	0.70	0.70
Disposal / adjustments	-	-
As at 31 March, 2025	5.39	5.39
As at 01 April, 2023	-	-
Depreciation / Amortization	-	-
Disposal / adjustments	-	-
As at 31 March, 2024	-	-
Depreciation / Amortization	1.80	1.80
Disposal / adjustments	-	-
As at 31 March, 2025	1.80	1.80
Net carrying value		
As at 31 March, 2024	4.69	4.69
As at 31 March, 2025	3.59	3.59

Other Notes

- Refer notes 19 & 22 for details of Property, Plant and Equipment that have been pledged as a security/mortgaged with various Banks/ Financial institutions against loans taken.
- The Company has not valued its Property, plant and equipment, Investment Properties and Intangible Assets.
- Management has assessed the Fair Valuation of Investment Properties as on 31 March, 2025 based on the valuation by a registered valuer under rule 2 of companies (Registered Valuer and valuation Rules, 2016) and no impairment is required in the carrying value.

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

Note 8: INVESTMENTS

(₹ In Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Investment in Equity Shares - Unquoted - At Cost		
a. Subsidiary Company		
Career Point Infra Limited (39,78,994 Equity Share of Face Value of ₹ 100 each, fully paid)"	13,495.00	13,495.00
b. Associate Company		
Imperial Infin Private Limited (34,000 Equity Share of Face Value of ₹ 100 each, fully paid)"	34.00	34.00
TOTAL (a + b)	13,529.00	13,529.00

(₹ In Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Aggregate amount of Quoted Investments	-	-
Aggregate amount of impairment in value of Quoted Investments	-	-
Aggregate amount of Unquoted Investments	13,529.00	13,529.00
Aggregate amount of impairment in value of Unquoted Investments	-	-

**"8.1 Details of equity investments/ Units held in Subsidiary and Associate Companies
(Disclosure pursuant to Ind AS - 27 - Separate financial Statements)"**

Outstanding Percentage

Particulars	Place of Business	As at 31.03.2025	As at 31.03.2024
a. Subsidiary Company			
Career Point Infra Limited	India	100%	100%
b. Associate Company			
Imperial Infin Private Limited	India	42.74%	42.74%

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

Note: 9 LOANS

(₹ In Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
At amortised cost		
a. Loan receivables - considered good - Secured	23,208.44	21,353.21
b. Loan receivables - considered good - Unsecured	14,238.56	11,401.22
c. Loan Receivables which have significant increase in credit risk	2,114.92	488.75
d. Loan Receivables – credit impaired	4,661.15	4,842.74
Loans - Gross	44,223.07	38,085.92
Less: Loss allowance	(4,782.68)	(4,683.71)
Loans - Net	39,440.39	33,402.21
a. Out of above:		
Loans receivable from related parties (Refer Note - 37B)	6,851.36	6,886.59
Loans receivable from others	37,371.71	31,199.33
	44,223.07	38,085.92
b. Non-current / current break-up of loan receivables:		
Non-current portion:		
a. Loan receivables - considered good - Secured	22,086.77	21,216.41
b. Loan receivables - considered good - Unsecured	2,470.31	3,155.27
c. Loan Receivables which have significant increase in credit risk	2,114.93	476.24
d. Loan Receivables – credit impaired	2,139.61	2,285.64
Loans - Gross - non-current portion	28,811.62	27,133.56
Less: Loss allowance	(2,235.33)	(2,133.06)
Loans - Net - non-current portion	26,576.29	25,000.50
Current portion:		
a. Loan receivables - considered good - Secured	1,121.68	136.80
b. Loan receivables - considered good - Unsecured	11,768.24	8,245.94
c. Loan Receivables which have significant increase in credit risk	-	12.51
d. Loan Receivables – credit impaired	2,521.53	2,557.11
Loans - Gross - current portion	15,411.45	10,952.36
Less: Loss allowance	(2,547.35)	(2,550.65)
Loans - Net - current portion	12,864.10	8,401.71

NOTE: 10 OTHER NON CURRENT FINANCIAL ASSETS

(₹ In Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
(Unsecured, considered good unless otherwise stated)		
Security Deposits	20.60	20.60
Total	20.60	20.60

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

NOTE: 11 INVESTMENTS

(₹ In Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
a. Investment in Mutual Funds, Quoted, FVTPL*		
- UTI Low Duration Fund - Regular Growth (795 (2024: 795 & 2023: 795) of Face Value of Rs. 1 each)	27.64	25.65
b. Investment in Optionally Convertible Debentures, Unquoted, AC*		
- Arthmatetech Private Limited (Refer note 14) (8 (2024: 8 & 2023: Nil) of Face Value of Rs. 1,00,000 each)	-	8.00
c. Investment in Equity Shares, Quoted, FVTPL*		
- Kokuyo Camlin Limited (537 (2024: 537 & 2023: 537) of Face Value of Rs. 1 each)	0.55	0.60
- Navneet Education Limited (Nil (2024: Nil & 2023: 24,000) of Face Value of Rs. 2 each)	-	-
- Yes Bank Limited (61,012 (2024: 61,012 & 2023: 24,000) of Face Value of Rs. 2 each)	10.30	14.15
TOTAL	38.49	48.40

* FVTPL: Fair Value Through Profit and Loss, AC: Amortised Cost

Particulars	As at 31.03.2025	As at 31.03.2024
Aggregate amount of Quoted Investments	38.49	40.40
Aggregate amount of impairment in value of Quoted Investments	-	-
Aggregate amount of Unquoted Investments	-	8.00
Aggregate amount of impairment in value of Unquoted Investments	-	-

NOTE: 12 CASH & CASH EQUIVALENTS

(₹ In Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Cash in hand	4.20	5.84
Balances with Banks - current accounts	425.00	459.01
Total	429.20	464.85

NOTE: 13 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ In Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Balance with banks - in unpaid dividend account	6.50	5.55
Total	6.50	5.55

NOTE: 14 OTHER FINANCIAL ASSETS

(₹ In Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Rent and other receivables	18.78	9.48
Receivable against matured Optionally Convertible Debentures	8.00	-
- Less: Impairment Loss Allowance on above (Refer note 11)	(8.00)	-
Advance to employees	0.58	-
Total	19.36	9.48

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

NOTE: 15 OTHER CURRENT ASSETS

(₹ In Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Balance with government authorities	0.21	-
Receivables against sale of investment property	394.00	-
Total	394.21	-

NOTE: 16 ASSETS CLASSIFIED AS HELD FOR SALE

(₹ In Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Plots / Land*	34.34	43.88
Total	34.34	43.88

*Company is having a plot of land in Bundi, Rajasthan measuring 119196 sq.ft. Management decided to develop the residential area on the same land and sale it and for the same they registered the project with RERA Rajasthan.

Company has sold some plots during the year. In the opinion of the management, remaining plot will be sold by March, 2026.

NOTE: 17 EQUITY SHARE CAPITAL

(₹ In Lakhs)

Particulars	As at 31.03.2025		As at 31.03.2024	
	Number	Amount	Number	Amount
Authorised				
Equity Shares of ₹ 10 each	3,38,55,000	3,385.50	3,38,55,000	3,385.50
Issued, Subscribed and Fully Paid-up				
Equity Shares of ₹ 10 each	1,81,92,939	1,819.29	1,81,92,939	1,819.29

Sub note:

(a) Reconciliation of number of shares outstanding at the beginning and end of the year :

Particulars	As at 31.03.2025	As at 31.03.2024
Opening number of equity shares outstanding at the beginning of the year	1,81,92,939	1,81,92,939
Closing number of equity shares outstanding at the beginning of the year	1,81,92,939	1,81,92,939

(b) Rights, preferences and restrictions attached to shares:

The Company has only one class of equity shares having par value of ₹ 10/- per share. Equity shareholder is entitled for one vote per share held. The shares entitle the holder to participate in dividends and in the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the company, in proportion to their shareholding.

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

(c) Promoters holding of fully paid-up equity shares:

Name of Shareholder	As at 31.03.2025		% change	As at 31.03.2024		% change
	No. of shares at the end of reporting period	% of shares held		No. of shares at the end of reporting period	% of shares held	
Mr. Pramod Kumar Maheshwari	21,16,003	11.63	-	21,16,003	11.63	-
Mr. Om Prakash Maheshwari	13,86,300	7.62	-	13,86,300	7.62	-
Mr. Nawal Kishore Maheshwari	13,85,800	7.62	-	13,85,800	7.62	-
Mrs. Kailash Bai	26,79,000	14.73	-	26,79,000	14.73	-
Mrs. Shilpa Maheshwari	13,39,500	7.36	-	13,39,500	7.36	-
Mrs. Rekha Maheshwari	13,39,500	7.36	-	13,39,500	7.36	-
Mrs. Neelima Maheshwari	13,39,500	7.36	-	13,39,500	7.36	-

(d) No Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting period.

(e) No class of shares have been bought back by the Company during the period of five years immediately preceding the reporting date.

(f) Shareholders holding more than 5% of fully paid-up equity shares:

Name of Shareholder	As at 31.03.2025		% change	As at 31.03.2024		% change
	No. of shares at the end of reporting period	% of shares held		No. of shares at the end of reporting period	% of shares held	
Mr. Pramod Kumar Maheshwari	21,16,003	11.63	-	21,16,003	11.63	-
Mr. Om Prakash Maheshwari	13,86,300	7.62	-	13,86,300	7.62	-
Mr. Nawal Kishore Maheshwari	13,85,800	7.62	-	13,85,800	7.62	-
Mrs. Kailash Bai	26,79,000	14.73	-	26,79,000	14.73	-
Mrs. Shilpa Maheshwari	13,39,500	7.36	-	13,39,500	7.36	-
Mrs. Rekha Maheshwari	13,39,500	7.36	-	13,39,500	7.36	-
Mrs. Neelima Maheshwari	13,39,500	7.36	-	13,39,500	7.36	-

NOTE: 18 OTHER EQUITY

(₹ in Lakhs)

Particulars	Reserves and surplus				Other Comprehensive Income	Total
	Securities premium	Statutory Reserve under Section 45-IA	General Reserve	Surplus in P/L Statement		
Balance as at 01 April, 2023	17,235.38	-	86.58	25,518.48	62.56	42,903.00
Adjustments on Merger / Demerger (Refer note 35)	-	603.95	-	(666.25)	(62.56)	(124.86)
Balance as at 01 April, 2023 (restated)	17,235.38	603.95	86.58	24,852.23	-	42,778.14
Adjustments on Merger / Demerger (Refer note 35)	-	-	-	(41.82)	-	(41.82)
Total profit / comprehensive income for the year	-	-	-	4,318.97	0.33	4,319.30
Transfer to Statutory Reserve under section 45-IA	-	363.03	-	(363.03)	-	-
Dividend paid	-	-	-	(545.79)	-	(545.79)
Balance as at 31 March, 2024	17,235.38	966.98	86.58	28,220.56	0.33	46,509.83
Total profit / comprehensive income for the year	-	-	-	4,066.47	(1.88)	4,064.59
Transfer to Statutory Reserve under section 45-IA	-	813.29	-	(813.29)	-	-
Dividend paid	-	-	-	(727.72)	-	(727.72)
Balance as at 31 March, 2025	17,235.38	1,780.27	86.58	30,746.02	(1.55)	49,846.69

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

Nature and purpose of Reserves & Surplus

- General Reserve amount transferred /apportioned represents is in accordance with (the Companies Act, 1956) wherein a portion of profit is apportioned to general reserve, before a Company can declare dividend.
- "Other Comprehensive Income Reserve represents the balance in equity for item to be accounted in Other Comprehensive Income. OCI is classified into
 - Items that will not be reclassified to profit & loss
 - Items that will be reclassified to profit & loss."
- The balance consists of surplus retained from earned profits after payment of dividend and taxes thereon.
- Actuarial Gain and losses for defined plans are recognized through OCI in the period in which they occur. Re-measurement are not reclassified to profit or loss in subsequent periods.
- Balance of Security Premium Reserve consists of premium on issue of shares over its face value. The balance will be utilised for issue of fully paid bonus shares, buy-back of Company's own share as per the provisions of the Companies Act, 2013.
- The Board of Directors, at its respective meetings declared the following dividends the detail of which are as follows:-

Date of Board Meeting	Type of Dividend	Dividend per equity share
27.05.2024	Final Dividend for FY 2023-24	1.00
13.08.2024	Interim Dividend for FY 2024-25	1.00
12.11.2024	Interim Dividend for FY 2024-25	1.00
14.02.2025	Interim Dividend for FY 2024-25	1.00

NOTE: 19 BORROWINGS

(₹ In Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Secured		
Term Loans from Banks	897.24	1,107.84
Term Loans from Related Party (Refer Note - 37B)	-	600.00
	897.24	1,707.84
Less: Current maturities of Borrowings (Refer note 22)	(224.52)	(220.60)
Total	672.72	1,487.24

19.1 Terms of security and repayment are given below:

- Working Capital Term Loan (Kotak Bank) of ₹ 220.91 Lakhs @ 9 % p.a.(RPRR+ 2.75%) payable by February, 2027. The loan is secured against the primary security having first charge on current assets (Present and future) and having Collateral Security on Plot No.23, Shubham Enclave, C-Scheme, Jaipur. Personal guarantee given by Mr. Om Prakash Maheshwari and Mr. Pramod Maheshwari.
- Working Capital Term Loan (Kotak Bank) of ₹ 286.84 Lakhs @ 9.25 % p.a.(RPRR+ 2.75%) payable by February, 2029. The loan is secured against the primary security having first charge on current assets (Present and future) and having Collateral Security on Plot No.23, Shubham Enclave, C-Scheme, Jaipur. Personal guarantee given by Mr. Om Prakash Maheshwari and Mr. Pramod Maheshwari.
- Term (Auto) Loan (Bank of Baroda) of ₹ 38.26 Lakhs @ 9.15 % p.a.(RBI Repo Rate +2.9 %) payable by August 2027. The loan is secured against hypothecation of vehicle. Personal guarantee given by Mr. Om Prakash Maheshwari, Mr. Nawal Kishore Maheshwari, Mr. Pramod Maheshwari.
- Term Loan (ICICI Bank) of ₹ 351.23 Lakhs @ 8.85% p.a. (Repo + 2.60%) payable by January 2034. The loan is secured against the Security on Plot No. B-28 & 28-A, 10-B Scheme, Gopalpura by pass jaipur. Mr. Pramod Kumar Maheshwari is Co applicant.

NOTE: 19.2 MATURITY PROFILE OF TERM LOANS

(₹ In Lakhs)

Particulars	Repayment Ageing for FY 2024-25				Repayment Ageing for FY 2023-24			
	Less than 1 year	1-3 year	More than 3 years	Total	Less than 1 year	1-3 year	More than 3 years	Total
Term Loans from Banks								
- Kotak Mahindra Bank	173.60	251.64	82.51	507.75	167.28	346.07	154.08	667.43
- Bank of Baroda	11.16	27.10	-	38.26	13.56	30.30	5.56	49.42
- ICICI Bank	39.76	79.52	231.95	351.23	39.76	79.52	271.71	390.99
Total	224.52	358.26	314.46	897.24	220.60	455.89	431.35	1,107.84

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

NOTE: 20 PROVISIONS

(₹ In Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Provision for Employee Benefits		
- Gratuity*	14.08	8.88
Total	14.08	8.88

* Refer Note No. 38

NOTE: 21 DEFERRED TAX LIABILITIES (NET)

Movements in Deferred Tax Liabilities / (Assets)

(₹ In Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Opening Balance	37.68	159.88
Deferred Tax Assets		
Disallowance as per Income Tax Act	1,261.47	1,226.82
Gross Deferred Tax Assets	1,261.47	1,226.82
Deferred Tax Liabilities		
Depreciation and Amortisation expenses	1,305.72	1,264.50
Gross Deferred Tax Liabilities	1,305.72	1,264.50
Deferred Tax Liabilities (Net)	44.25	37.68

NOTE: 22 BORROWINGS

(₹ In Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Secured		
Credit / overdraft facilities from a Bank	105.29	1,896.63
Current maturities of Long term borrowings*	224.52	220.60
Unsecured		
"Loans & advances from related parties and others (Refer Note - 37B)"	7,578.83	3,668.07
Total	7,908.64	5,785.30

* Refer note No 19

- Credit / overdraft Facilities from Banks are secured against the immovable properties of Company.

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

NOTE: 23 OTHER FINANCIAL LIABILITIES

(₹ In Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Payable to employees	21.73	18.40
Payable to related party	2,391.71	1,134.65
Unclaimed dividends	6.50	5.55
Security deposits	69.54	69.54
Interest accrued but not due on borrowings	4.37	11.24
Advance from customers	722.10	1,040.76
Total	3,215.95	2,280.14

Note : Refer Note 37 for related party transactions

NOTE: 24 OTHER CURRENT LIABILITIES

(₹ In Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Advance Rent	4.34	0.00
Statutory dues payable	95.56	78.13
Advance against sale of investment property	44.50	7.60
Total	144.40	85.73

NOTE: 25 PROVISION

(₹ In Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Provision for Employee Benefits		
- Gratuity*	1.67	1.11
Total	1.67	1.11

NOTE: 26 CURRENT TAX LIABILITIES (NET)

(₹ In Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Provision for Income Tax (net of advance tax)	68.72	436.79
Total	68.72	436.79

NOTE: 27 REVENUE FROM OPERATIONS

(₹ In Lakhs)

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Income from financing and investing activities		
Interest income on loans	5,174.96	4,796.21
Dividend received from Subsidiary	727.36	545.52
Processing and other fees on loans	425.70	108.97
Total	6,328.02	5,450.70

NOTE: 28 OTHER INCOME

(₹ In Lakhs)

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Rental income from Investment properties	399.89	678.35
Profit on sale of Investment properties / Asset held for sale	-	348.66
Fair valuation gain on Investments	-	60.94
Impairment loss allowance reversal on loan receivables (net)	-	35.81
Other miscellaneous income	1.90	41.63
Total	401.79	1,165.39

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

NOTE: 29 EMPLOYEE BENEFITS EXPENSES

(₹ In Lakhs)

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Salaries, Wages and Bonus etc.	322.87	286.03
Gratuity Expenses (Refer Note 38)	3.24	1.99
Total	326.11	288.02

NOTE: 30 FINANCE COSTS

(₹ In Lakhs)

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Interest expense on term loans and overdraft facilities	533.36	400.83
Bank charges	0.82	1.03
Total	534.18	401.86

NOTE: 31 DEPRECIATION AND AMORTIZATION EXPENSES

(₹ In Lakhs)

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Depreciation on property, plant and equipment (Refer Note 5)	51.34	47.97
Depreciation on investment properties (Refer Note 6)	159.73	171.88
Amortization of intangible assets (Refer Note 7)	1.80	-
Total	212.87	219.85

NOTE: 32 OTHER EXPENSES

(₹ In Lakhs)

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Advertisement expenses	0.58	0.11
Legal and professional expenses	11.20	11.29
Repairs and maintenance - Buildings	36.09	65.50
Repairs and maintenance - Hostel	24.99	37.27
Rent	9.00	12.00
Electricity & Water expenses	28.06	28.56
CSR expenses (Refer Note No. 36)	89.00	60.11
Payments to Auditors (Refer Note 39)	10.19	6.64
Impairment loss allowance on loan receivables (net)	98.98	-
Impairment loss allowance on debentures	8.00	-
Marketplace expenses	50.04	139.75
Bad debts and advances written off	-	1.26
Directors' Sitting Fees	2.56	2.40
Fair valuation loss on Investments	1.90	-
Loss on sale of investment property	6.27	-
Miscellaneous expenses	0.15	0.04
Total	377.02	364.93

NOTE: 33 Contingent Liabilities not Provided For :

(₹ In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Claims against the Company not acknowledged as debts - Disputed liabilities not adjusted as expenses in the Accounts being in appeals towards: (Refer 'Note - a' below)		
- Income tax (including interest)	19.26	14.09
Total	19.26	14.09

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

- (a) The Company is contesting above demand/s and the management including its advisers are of the view that these demand/s may not be sustainable. Pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgements/decisions pending with various forums/authorities.

34 Commitments

Estimated amount of contracts remaining to be executed on capital account (net of advances) is Nil (Previous Year Nil).

- 35** To ensure the simplification of group structure by reducing the number of entities in the Group, thereby resulting in reduction in multiplicity of legal and regulatory compliances and reduction of costs and to ensure better synergy of operations by way of focused operational efforts to improve the overall operational efficiency and effectiveness of the resources, the Board of Directors of 'Srajan Capital Limited (SCL / Transferor / Subsidiary Company)', 'CP Capital Limited (erstwhile Career Point Limited) (CPCL / Parent / Transferee / Demerged Company)' and 'Career Point Edutech Limited (CPEL / erstwhile Subsidiary / Resulting Company)' had considered and approved the Composite Scheme of Arrangement under Section 230 to 232 and other Applicable Provisions of the Companies Act, 2013 (the 'Scheme'), which provides for amalgamation of Srajan Capital Limited into CP Capital Limited and demerger of education business of CP Capital Limited into Career Point Edutech Limited on going concern basis. The Chandigarh Bench of the Hon'ble National Company Law Tribunal (NCLT) through its order dated 23 September, 2024 (issued on 22 October, 2024) had approved the Scheme with the appointed date being 1 April, 2023, and thereafter it has been filed with the Registrar of Companies on 13 November, 2024.

Upon the Scheme becoming effective, the Education business of CPCL (Demerged Company) along with the assets and liabilities thereof has been transferred to CPEL (Resulting Company) on a going concern basis and the SCL (Transferor Company) has been amalgamated into CPCL (Transferee Company) and the same have been accounted for in the financial statements as at the appointed date i.e. 1 April, 2023, in accordance with the Scheme. Accordingly the financial statements after the appointed date have been restated to include the impact of the demerger and merger in accordance with the applicable Indian Accounting Standards (Ind AS).

Further, in accordance with the Scheme, the Board of Directors of CPEL, at its meeting held on 12 May, 2025, allotted 1,82,92,939 equity shares of Rs. 10/- each as fully paid-up to the eligible shareholders of CPCL in the ratio of 1 (One) equity share of Rs. 10/- each of the CPEL for every 1 (One) equity share of Rs. 10/- each held in CPCL, whose names appeared in the Register of Members or records of the depositories as on the Record Date i.e. 9 May, 2025.

- 36** In accordance with the provision of Section 135 of the Companies Act, 2013, Board of Directors of the Company had constituted a Corporate Social Responsibility (CSR) Committee, in terms, with the provisions of the said Act. During the year, Company has contributed the following sums towards CSR initiatives.

(a) (₹ In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Gross amount required to be spent by the during the year	88.60	59.96
(ii) Amount spent during the year		
(a) Construction/ Acquisition of any assets	-	-
(b) On purposes other than (a) above	89.00	60.11

(b) (₹ In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
(I) Amount of expenditure incurred	89.00	60.11
(ii) Shortfall at the end of the year	-	-
(iii) Total of previous years shortfall,	-	-
(iv) Reason for shortfall	-	-
(v) Nature of CSR activities		
(a) Promotion of Education	89.00	60.11
(b) Social Welfare	-	-
(c) Health Services	-	-
(vi) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard.	-	-
(vii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	-	-

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

37. (A) Related party relationship and transactions

Name of the related parties with whom transactions were carried out during the period and description of relationship:

Subsidiary:

Career Point Infra Limited
 Srajan Agritech Private Limited (Subsidiary of Career Point Infra Limited)
 Coupler Enterprises Private Limited (Subsidiary of Career Point Infra Limited)

Associate:

Imperial Infin Private Limited

Key Management Personnel:

Mr. Pramod Maheshwari (Chairman, Managing Director & CEO)
 Mr. Om Prakash Maheshwari (CFO & Whole time Director)
 Mr. Nawal Kishore Maheshwari (Whole time Director)
 Mr. Pawan Kumar Lalpuria (Independent Director) (Tenure Completion on 31.03.2024)
 Mr. RS Choudhary (Independent Director) (Tenure Completion on 31.03.2024)
 Mr. Vishal Jain (Independent Director) (Resigned w.e.f 04.08.2023)
 Mr. Jagdish Prasad Sarda (Independent Director)
 Mrs. Divya Sodani (Independent Director)
 Mr. Sanjay Khandelwal (Independent Director w.e.f. 15.08.23)
 Mr. Akshay Gupta (Independent Director w.e.f. 15.08.23)
 Ms. Neha Garg (Independent Director w.e.f. 15.08.23)
 Mrs. Neelima Maheshwari (Non Executive Director)
 Mr. Manmohan Pareek (Company Secretary)
 Mr. Nikhar Jain

Relative of Key Management Personnel:

Smt. Shilpa Maheshwari (Wife of Director)
 Smt. Neelima Maheshwari (Wife of Director)
 Smt. Kailash Bai (Mother of Director)
 Smt. Rekha Maheshwari (Wife of director)
 Smt. Radha Rani (Sister of Director)
 Mr. Anmol Maheshwari

Enterprise under same Management:

Career Point Edutech Limited
 Career Point Institute of Skill Development Private Limited
 Career Point Learning Solution Limited
 Career Point Accessories Private Limited
 Edutiger Private Limited
 Diamond Business Solutions Private Limited
 Aditya Associates
 Swastika Polyolefines Private Limited
 Gopi Bai Foundation
 Global Public School a unit of Gopi Bai Foundation
 Career Point University, Kota
 Career Point University, Hamirpur
 Proseed Foundation (Career Point Gurukul Mohali) (Cease to be related party from 12.04.2024)
 Indo grains Private Limited
 Yash Foundation
 Career Point Foundation
 Aadhaar foundation
 Wellwin Technosoft Limited
 Srajan Venture Private Limited
 Gulab associates
 Om Associates
 Maheshwari Trading company
 StudyBoard Education Private Limited
 Nawal Kishore Maheshwari (HUF)
 Om Prakash Maheshwari (HUF)
 Pramod Kumar Maheshwari (HUF)
 Rubymerry Enterprises Private Limited
 Sankalp Capital Private Limited
 Shricon Industries Limited
 Eduplanet Knowledge Solutions Private Limited
 Surago Agro Private Limited
 Longway Business Solution LLP
 Maheshwari Agrobases Private Limited
 Progressive Foundation
 Soyug Private Limited

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

(B) Table showing transactions with related parties:

(₹ In Lakhs)

Particulars	During the year ended 31.03.2025	During the year ended 31.03.2024
a. Dividend Received		
Career Point Infra Limited	727.36	545.52
b. Rent Paid		
Diamond Business Solutions Private Limited	9.00	12.00
c. Remuneration		
Mr. Pramod Maheshwari (Chairman, Managing Director & CEO)	33.00	24.75
Mr. Om Prakash Maheshwari (CFO & Whole time Director)	33.00	33.00
Mr. Nawal Kishore Maheshwari (Whole time Director)	33.00	33.00
Mr. Manmohan Pareek (Company Secretary)	17.02	14.48
d. Director Sitting Fees		
Mr. Akshay Gupta (Independent Director w.e.f. 15.08.23)	0.48	0.16
Mrs. Divya Sodani (Independent Director)	0.48	0.40
Mr. Jagdish Prasad Sarda (Independent Director)	0.08	0.16
Mrs. Neelima Maheshwari (Non Executive Director)	0.48	0.40
Ms. Neha Garg (Independent Director w.e.f. 15.08.23)	0.48	0.16
Mr. Nikhar Jain	0.16	-
Mr. Sanjay Khandelwal (Independent Director w.e.f. 15.08.23)	0.40	0.16
Mahesh Gupta	-	0.08
Mr. Pawan Kumar Lalpuria (Independent Director) (Tenure Completion on 31.03.2024)	-	0.40
Mr. RS Choudhary (Independent Director) (Tenure Completion on 31.03.2024)	-	0.40
Mr. Vishal Jain (Independent Director) (Resigned w.e.f 04.08.2023)	-	0.08

(₹ In Lakhs)

Particulars	During the year ended 31.03.2025	During the year ended 31.03.2024
e. Reimbursement/Payment on behalf of related parties		
Subsidiaries / Enterprises under same Management::		
Career Point Edutech Limited	46.44	30.01
Career Point Accessories Private Limited	6.12	7.59
Srajan Agritech Private Limited	0.51	0.20
Coupler Enterprises Private Limited	17.17	26.47
Career Point Institute of Skill Development Private Limited	2.68	0.02
Career Point Infra Limited	130.92	72.79
Edutiger Private Limited	0.61	0.06
Career Point Learning Solution Limited	1.67	1.31
Surago Agro Private Limited	52.06	38.20
Aditya Associates	3.18	1.24
Yash Foundation	0.32	0.01
Gopi Bai Foundation	0.00	-
Global Public School	29.12	15.44
Career Point Foundation	0.02	0.01
Proseed Foundation	-	119.24
Aadhaar Foundation	0.32	0.01
StudyBoard Education Private Limited	0.04	0.02
Progressive Foundation	-	-
Career Point University, Kota	217.88	145.92

Particulars	During the year ended 31.03.2025	During the year ended 31.03.2024
Career Point University, Hamirpur	28.83	30.70
Wellwin Technosoft Limited	50.08	72.44
Srajan Venture Private Limited	0.02	0.02
Diamond business solution Private Limited	0.03	0.01
Gulab associates	0.59	1.08
Om Associates	-	0.03
Maheshwari Trading company	17.08	16.89
Swastika Polyolifines Private Limited	38.60	11.58
Longway Business Solution LLP	27.88	6.06
Indo Grains Private Limited	0.11	0.06
Maheshwari Agrobases Private Limited	0.01	-
Nawal Kishore Maheshwari (Huf)	0.46	0.48
Om Prakash Maheshwari (HUF)	4.57	4.00
Pramod Kumar Maheshwari (HUF)	0.28	0.30
Rubymerry Enterprises Private Limited	2.40	0.03
Sankalp Capital Private Limited	13.35	3.32
Shricon Industries Limited	1.31	1.93
Soyug Private Limited	365.10	309.79
Eduplanet Knowledge Solutions Private Limited	0.04	0.02
Associates:		
Imperial Infin Private Limited	3.47	4.06
Key Management Personnel:		
Mr. Pramod Maheshwari (Chairman, Managing Director & CEO)	23.92	7.25
Mr. Om Prakash Maheshwari (CFO & Whole time Director)	17.32	95.99
Mr. Nawal Kishore Maheshwari (Whole time Director)	-	5.40
Relatives of Key Managerial Personnel:		
Kailash Bai	-	16.52
Neelima Maheshwari	-	-
Rekha Maheshwari	8.89	3.24
Anmol Maheshwari	1.15	0.37
Radha Rani	-	0.35
Shilpa Maheshwari	10.00	21.29

37. (B) Table showing transactions with related partiescontinued

f. Loans given to related parties

(₹ In Lakhs)

Particulars	Loans Given (including interest)		Loans Recovered (including interest)		Balance outstanding	
	During the year ended 31.03.2025	During the year ended 31.03.2024	During the year ended 31.03.2025	During the year ended 31.03.2024	As at 31.03.2025	As at 31.03.2024
Enterprises under same Management:						
(i) Aditya Associates	24.21	23.31	80.82	53.83	10.70	67.32
(ii) Career Point University, Hamirpur	254.89	2,268.02	276.52	2,453.48	-	21.63
(iii) Career Point University, Kota	6,821.77	4,462.48	6,363.80	4,991.18	952.91	494.94
(iv) Maheshwari Trading Company	682.54	1,251.39	811.00	1,154.33	821.95	950.41
(v) Proseed Foundation	322.50	815.73	322.50	815.73	4,397.33	4,397.33
(vi) Singh Associates	139.36	-	11.86	-	127.50	-
(vii) Global Public School (A unit of Gopi Bai Foundation)	180.10	439.55	207.50	379.79	149.52	176.92
(viii) Swastika Polyolefines Pvt. Ltd.	416.97	645.51	802.00	54.55	391.44	776.47
(ix) Eduplanet Knowledge Solutions Pvt Ltd	0.08	1.57	1.64	0.01	-	1.56
Total	8,842.41	9,907.55	8,877.64	9,902.91	6,851.36	6,886.59

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

g. Loans taken from related parties

(₹ In Lakhs)

Particulars	Loans Received		Loans Repaid		Balance outstanding	
	During the year ended 31.03.2025	During the year ended 31.03.2024	During the year ended 31.03.2025	During the year ended 31.03.2024	As at 31.03.2025	As at 31.03.2024
Enterprises under same Management:						
(i) Diamond Business Solution Limited	9.76	27.19	-	12.54	91.62	81.86
(ii) Longway Business Solution LLP	272.00	58.06	45.00	177.61	335.58	108.58
(iii) Rubymerry Enterprises Pvt. Ltd.	2.58	31.64	2.00	0.06	32.16	31.58
(iv) Edutiger Private Limited	0.49	0.47	0.36	0.05	5.55	5.42
(v) Career Point Learning Solutions Ltd.	58.87	13.00	26.48	24.02	477.74	445.35
(vi) Career Point Inst. of Skill Develop. Pvt. Ltd	20.38	98.05	9.38	-	109.05	98.05
(vii) Career Point Edutech Ltd.	784.45	1,009.00	180.30	483.74	1,825.03	1,220.88
(viii) Career Point Accessories Private Limited	138.65	128.00	117.00	100.55	78.50	56.85
Associate						
(i) Imperial Infin Private Limited	66.61	54.36	1.20	6.04	199.62	134.21
Subsidiary						
(i) Career Point Infra Ltd.	9,440.42	8,126.64	7,121.03	8,961.35	4,392.68	2,073.30
Total	10,794.21	9,546.41	7,502.75	9,765.96	7,547.54	4,256.09

38 The disclosures required under IND AS 19 "Employee Benefits" are as given below:

A) Defined Contribution plan

The Company has classified the various benefits provided to employees' as follows:"

- Provident Fund
- Employee State Insurance Plan

Contribution to Defined Contribution Plan, recognized as expense for the Year is as under:

(₹ In Lakhs)

S.No.	Particulars	Year ended 31.03.2025	Year ended 31.03.2024
1	Company's contribution to provident fund	2.34	1.43
2	Company's contribution to ESI	1.54	1.14

B) Defined Benefit Plan:

Payable on separation as per the Payment of Gratuity Act, 1972 as amended, @ 15 days' pay, for each completed year of service to eligible employees who render continuous service of 5 years or more.

a) Amounts to be recognised in the Balance Sheet

(₹ In Lakhs)

S.No.	Particulars	Year ended 31.03.2025	Year ended 31.03.2024
	Present Value of Funded Obligation		
1	- Non Current	14.08	8.88
2	- Current	1.67	1.11
	Total Liability	15.75	9.99

b) Reconciliation of opening and closing Balance of Defined Benefit Obligation

(₹ In Lakhs)

S.No.	Particulars	Year ended 31.03.2025	Year ended 31.03.2024
1	Present value of obligation at the beginning of the year	9.99	8.44
2	Current service cost	2.57	1.42
3	Interest cost	0.68	0.57
4	Benefits paid	0.00	0.00
5	Actuarial loss/(gain)	2.51	-0.44
6	Present value of obligation at the end of year	15.75	9.99

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

The components of the gratuity are as follows:

c) Expense recognized in the Statement of Profit and Loss

(₹ In Lakhs)

S.No.	Particulars	Year ended 31.03.2025	Year ended 31.03.2024
1	Current service cost	2.57	1.42
2	Interest Cost	0.67	0.57
3	Defined benefit cost recognized in statement of Profit or loss account	3.24	1.99

d) Other comprehensive (income)/expenses (Remeasurement)

(₹ In Lakhs)

S.No.	Particulars	Year ended 31.03.2025	Year ended 31.03.2024
1	Cumulative unrecognized actuarial (gain)/loss opening. B/F	(0.44)	0.00
2	Actuarial loss/ (gain)- Obligation	2.51	(0.44)
3	Actuarial loss/ (gain)- Plan Assets	-	-
	Component of defined benefit costs recognized in Other Comprehensive Income	2.07	(0.44)

e) The principal actuarial assumptions used for estimating the Company's defined benefit obligations for gratuity and leave encashment are set out below:

S.No.	Actuarial Assumptions	Year ended 31.03.2025	Year ended 31.03.2024
1	Discount Rate	6.75%	6.75%
2	Salary Growth Rate	5.00%	5.00%
3	Withdrawal rate (Per Annum)	10.00%	10.00%
4	Mortality	IALM 2012-14	IALM 2012-14

The principal assumptions are the discount rate & salary growth rate. The discount rate is generally based upon the market yields available on Government bonds. The estimate of rate of escalation in salary considered in actuarial valuation, taken into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

f) Sensitivity analysis:

(₹ In Lakhs)

	Particulars	Change in Assumptions	Increase/(decrease) in Gratuity Obligations 31.03.2025	Increase/(decrease) in Gratuity Obligations 31.03.2024
1	Discount rate	1%	14.80	9.35
		(1)%	16.82	10.71
2	Salary Growth rate	1%	16.83	10.72
		(1)%	14.77	9.33
3	Withdrawal Rate	1%	15.78	10.04
		(1)%	15.70	9.93

The above sensitivity analysis is based on change in an assumption while holding all other assumption constant in practice, this is unlikely to occur, and change in some of the assumption may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumption the same method [projected unit credit method] has been applied as when calculating the defined benefit obligation recognized within the balance sheet.

g) Estimate of expected benefit payments

(₹ In Lakhs)

S.No.	Particulars	Year ended 31.03.2025	Year ended 31.03.2024
1	0 - 1 year	1.67	1.11
2	1 - 2 year	0.68	0.42
3	2 - 3 year	2.64	0.42
4	3 - 4 year	0.51	1.31
5	4 - 5 year	0.68	0.32
6	5 year onwards	9.55	6.40

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

The company is depositing P.F contribution only for eligible employees within statutory limits. The employees whose income is above the statutory limits have opted not to subscribe and accordingly, the company is not required to make the contribution.

39. AUDIT FEES (EXCLUSIVE OF APPLICABLE TAXES)

(₹ In Lakhs)

S.No.	Payment to Auditors	Year ended 31.03.2025	Year ended 31.03.2024
i)	Statutory Audit Fees (including Limited Reviews)	9.25	6.00
ii)	Out of Pocket Expenses	0.69	0.64
iii)	Certification etc.	0.25	-
	Total	10.19	6.64

40. EARNING PER SHARE (EPS)

(₹ In Lakhs)

S.No.	Earning Per Equity Share	Year ended 31.03.2025	Year ended 31.03.2024
1	"Net profit for the year attributable to equity shareholders (in Lakhs)"	4,066.47	4,318.97
2	Weighted average number of equity shares outstanding	1,81,92,939	1,81,92,939
3	Basic/Diluted earnings per share (face value of 10 each)	22.35	23.74

Earning Per Share (EPS) is computed in accordance with Indian Accounting Standard (Ind As -33) on "Earnings Per Share"

41. SEGMENT REPORTING

The Company is primarily engaged only in the business of providing loans to customers and has no overseas operations/units and as such, no segment reporting is required under Ind AS- 108 dealing with the Segment Reporting.

42 "The balances in the accounts of the loans and advances and other parties are subject to confirmation / reconciliation. Adjustment, if any will be accounted for on confirmation / reconciliation of the same, which in the opinion of the management will not have a material impact."

43 "SCL (Transferor Company), which was a Non-Banking Financial Company (NBFC) registered with the Reserve Bank of India (RBI), to ensure its amalgamation with CPCL (Transferee Company) had surrendered its Certificate of Registration as NBFC ('COR') after the Scheme of Arrangement became effective and as its business was amalgamated in CPCL (Transferee Company) on a going concern basis, CPCL to carry out the business as NBFC had applied for the COR, which has since granted by RBI w.e.f. 1 April, 2025.

Further, with the necessary approvals of the shareholders and the Registrar of Companies, Jaipur, CPCL had altered its object clause of the Memorandum of Association w.e.f. 10 September, 2021 to include activities related with NBFC and though CPCL is now registered as NBFC, however, considering that its COR as NBFC is applicable / effective from 1 April, 2025, its financial statements as at 31 March, 2025 and for the year ended on that date, have been presented in accordance with the Division II of Schedule III of the Companies Act, 2013 as applicable to Ind AS Compliant Non- NBFC Companies."

44. Financial risk management objectives and policies

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company activities.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

In performing its Operating, Investing and Financing activities the Company is exposed to the Liquidity and Funding Risk, Interest Rate Risk and Credit Risk.

(A) **Interest rate risk:** Interest rate risk stems from movements in market factors, such as interest rates, credit spreads which impacts investments, income and the value of portfolios.

"Interest rate risk is:

- measured using Valuation at Risk ('VaR'), and modified duration analysis and other measures, including the sensitivity of net interest income.
- monitored by assessment of probable impacts of interest rate sensitivities under simulated stress test scenarios given range of probable interest rate movement so on both fixed and floating assets and liabilities."

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

A change in 25 basis points in interest rates would have following impact on profit after tax

(₹ In Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Change in basis point	+25.00	+25.00
Effect on profit after tax	(14.82)	(11.15)
Change in basis point	(25.00)	(25.00)
Effect on profit after tax	14.82	11.15

(B) **Credit Risk:** Credit risk is the risk of financial loss arising out of a customer or counter party failing to meet their repayment obligations to the Company.

"Credit risk is:

- measured as the amount at risk due to repayment default to a customer or counter party to the Company. Various matrices such as EMI default rate, overdue position, collection efficiency, customers non-performing loans etc. are used as leading indicators to assess credit risk.

- monitored by Risk Management Committee using level of credit exposures, portfolio monitoring, repurchase rate, bureau data of portfolio performance and industry, geographic, customer and portfolio concentration risks.

- managed by a robust control framework by the risk department which continuously align credit policies, obtaining external data from credit bureaus and reviews of portfolios and delinquencies by senior and middle Management team comprising of risk, analytics, collection and fraud containment along with business. The same is periodically reviewed by the Board appointed Risk Management Committee."

Financial Instruments

Credit risk from balances with banks, trade receivables, loans and advances and financial institutions is managed by the Company top management in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the top management on an annual basis, and may be updated throughout the year subject to approval of the Company's board of directors. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Company has a well-defined sale policy to minimize its risk or credit defaults. Outstanding receivables are regularly monitored and assessed. Impairment analysis is performed based on historical data at each reporting date on an individual basis.

Financial assets are written off when there is no reasonable expectation of recovery, such as customer failing to engage in a repayment plan with the company.

Deposits with Bank: The deposits with banks constitute mostly the liquid investment of the company and are generally not exposed to credit risk.

(C) **"Liquidity and Funding Risk:** Liquidity risk arises from mismatches in the timing of cash flows.

Funding risk arises:

- when long term assets cannot be funded at the expected term resulting in cash flow mismatches;
- amidst volatile market conditions impacting sourcing of funds from banks and money markets "

"Liquidity and funding risk is:

- measured by identifying gaps in the structural and dynamic liquidity statements.

- monitored by

- assessment of the gap between visibility of funds and the near-term liabilities given current liquidity conditions.

- a constant calibration of sources of funds in line with emerging market conditions in banking and money markets.

The table below summarizes the maturity profile of company's financial liabilities based on contractual undiscounted payments: (₹ In Lakhs)

Particulars	As at 31.03.2025			Total
	Carrying Amount	< 1Year/On Demand	> 1Year	
Interest bearing borrowings	8,581.36	7,908.64	672.72	8,581.36
Trade Payable	-	-	-	-
Other Liabilities	3,215.95	3,215.95	-	3,215.95
Total	11,797.31	11,124.59	672.72	11,797.31
Particulars	As at 31.03.2024			Total
	Carrying Amount	< 1Year/On Demand	> 1Year	
Interest bearing borrowings	7,272.54	5,785.30	1,487.24	7,272.54
Trade Payable	-	-	-	-
Other Liabilities	2,280.14	2,280.14	-	2,280.14
Total	9,552.68	8,065.44	1,487.24	9,552.68

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

45. Capital Risk Management:

The Company's policy is to maintain an adequate capital base so as to maintain customer and market confidence and to sustain future development. Capital includes issued capital, share premium and all other equity reserves attributable to equity holders. The primary objective of the Company's capital management is to maintain an optimal structure so as to maximize the shareholder's value. In order to strengthen the capital base, the Company may use appropriate means to enhance or reduce capital, as the case may be. No changes were made in the objectives, policies or processes during the year ended 31 March, 2025 and 31 March, 2024.

The Company is not subject to any external imposed capital requirement. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net Debt is calculated as borrowings less cash and cash equivalents.

(₹ In Lakhs)

Particulars	As at March 31,2025	As at March 31,2024
Borrowings (A)	8,581.36	7,272.54
Less: Cash and Cash equivalents (B)	(429.20)	(464.85)
Net debt (C = A - B)	8,152.16	6,807.69
Equity Share Capital (D)	1,819.29	1,819.29
Other Equity (E)	49,846.69	46,509.83
Total Capital (F = D+E)	51,665.98	48,329.12
Capital and net debt (G =C +F)	59,818.14	55,136.81
Gearing ratio (C/G)	13.63%	12.35%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest - bearing loans and borrowings that defined capital structure requirements. Breaches in meeting the financial covenants would permit the Bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing borrowings in the current period.

46. As required by section 22 of The Micro, Small and Medium Enterprises Development Act, 2006 the following information is disclosed:

(₹ In Lakhs)

Particulars	2024-25	2023-24
Principal and interest amount due and remaining unpaid at the end of the accounting year	-	-
Interest paid in terms of section 16 of the MSME Act during the year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified.	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
The amount of further interest remaining due & payable in succeeding year, until such interest when the interest dues above are actually paid.	-	-

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

47. Fair valuation techniques

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

(₹ In Lakhs)

Particulars	As at 31.03.2025		As at 31.03.2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
(i) Financial Assets				
(a) At fair value through Profit & Loss				
- Current Investment in Mutual Fund	27.64	27.64	25.65	25.65
- Current investment in Quoted shares	10.85	10.85	14.75	14.75
(b) At Amortized Cost / Cost				
- Investment in Subsidiaries & Associate (unquoted)	13,529.00	13,529.00	13,529.00	13,529.00
- Optionally Convertible Debentures	-	-	8.00	8.00
- Loans	39,440.39	39,440.39	33,402.21	33,402.21
- Cash and cash equivalents	429.20	429.20	464.85	464.85
- Other bank balances	6.50	6.50	5.55	5.55
- Others	39.96	39.96	30.08	30.08
Total	53,483.54	53,483.54	47,480.09	47,480.09
(ii) Financial Liabilities				
(a) At Fair value through Profit & Loss	-	-	-	-
(a) At Amortized Cost / Cost				
- Borrowings	8,581.36	8,581.36	7,272.54	7,272.54
- Others	3,215.95	3,215.95	2,280.14	2,280.14
Total	11,797.31	11,797.31	9,552.68	9,552.68

* Investments in Subsidiaries are accounted at cost in accordance with IND AS 27

The following methods and assumptions were used to estimate the fair values:

- 1) Fair value of cash and deposits, other bank balances, trade receivables, loans, trade payables, and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- 2) Long-term fixed-rate and variable-rate receivables / borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, credit risk and other risk characteristics. Fair value of variable interest rate borrowings approximates their carrying values. For fixed interest rate borrowing fair value is determined by using the discounted cash flow (DCF) method using discount rate that reflects the issuer's borrowings rate. Risk of non-performance for the company is considered to be insignificant in valuation.

Fair Value Hierarchy

All financial assets and liabilities for which fair value is measured in the financial statements are categorised within the fair value hierarchy, described as follows:-

Level 1 - Quoted prices in active markets.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Inputs that are not based on observable market data.

The following table presents the fair value measurement hierarchy of financial assets and liabilities, which have been measured subsequent to initial recognition at fair value as at 31st March, 2025 & 31st March 2024.

(₹ In Lakhs)

Assets / Liabilities measured at fair value through Profit or loss (Accounted)	As at March 31, 2025		
	Level 1	Level 2	Level 3
Financial assets			
- Investment in Mutual Funds (through P&L)	27.64	-	-
- Investment in Listed Equity Shares (through P&L)	10.85	-	-

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

(₹ In Lakhs)

Assets / Liabilities measured at fair value through Profit or loss (Accounted)	As at March 31, 2024		
	Level 1	Level 2	Level 3
Financial assets			
- Investment in Mutual Funds (through P&L)	25.65	-	-
- Investment in Listed Equity Shares (through P&L)	14.75	-	-

48. INCOME TAX

A) Amounts recognized in statement of profit and loss

(₹ In Lakhs)

Particulars	2024-25	2023-24
Current Income Tax		
-Current Year	1,185.52	1,109.28
-Adjustment in respect of current income tax of earlier year	20.44	35.49
Deferred Tax-Relating to origination and reversal of temporary differences	7.20	(122.31)
Income tax expense reported in the statement of profit and loss	1,213.16	1,022.46

B) Income tax recognized in other comprehensive income

(₹ In Lakhs)

Particulars	2024-25	2023-24
Income tax on Re-measurement losses on defined benefit plans	0.63	(0.11)
Total	0.63	(0.11)

C) Reconciliation of effective tax rate

(₹ In Lakhs)

Particulars	2024-25	2023-24
Accounting profit before tax	5,279.63	5,341.43
At Statutory Income Tax rate @25.168%	1,328.78	1,344.33
Fair valuation/ Sale of financial assets and others	(1.44)	114.44
Sale of Property Plant & Equipment (Land)	1.43	(374.42)
Non-deductible expenses	(115.61)	(61.89)
Accounting profit after tax	4,066.47	4,318.97
Effective Tax rate	22.98%	19.14%

49.

(₹ In Lakhs)

Actuarial Assumptions	Year Ended March 31, 2025	Year Ended March 31, 2024
Remeasurement gain of the net defined benefit liability		
Item that will not be reclassified subsequently to profit or loss		
- Actuarial (Loss) / Gain on Remeasurement of Defined Benefit Plan*	(2.51)	0.44
- Tax on Above	0.63	(0.11)
Total	(1.88)	0.33

* Refer Note No. 38

50. Additional Disclosures

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988.

(ii) The Company has not done any transaction with Struck off Companies during the year ended 31 March, 2025.

(iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) The Company is not declared wilful defaulter by any bank or financial institution or any other lenders.

(v) The Company has not advanced or loaned or invested funds to any other person(s) or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

-directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

-provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries”

(vi) The Company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

-directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

-provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.”

(vii) The Company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961.

(viii) The Company has not been sanctioned working capital limit in excess of 5 crore, in aggregate, at points of time during the year, from bank on the basis of security of current assets.

(ix) The Company has utilized the borrowings from banks and financial institutions for the specific purpose for which it was taken during the financial year.

(x) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.

(xi) The Company does not make any Loan and Advances in the nature of Loans to Promoter, Director and KMPs.

(xii) The title deed of immovable properties of the Company are held in the name of the Company.

51. The Company uses accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except in certain components where the audit trail were not operating due to system limitations. Further at no instance the Audit Trail feature was tempered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

52. Ratio's

SN	Ratio	Numerator	Denominator	Times/ %age	31st March 2025	31st March 2024	Percentage Variance	Reason for variance
1	Current Ratio	Current Assets	Current Liabilities	Times	1.21	1.04	16.65%	-
2	Debt-equity ratio	Total Debt	Shareholder's Equity	Times	0.17	0.16	10.10%	-
3	Debt Service Coverage ratio	PAT+Depreciation loan / Amortisation + Interest on term	Principal repayments of Current Maturity of Long term borrowings+ Interest on term loan	Times	6.34	7.94	-20.07%	-
4	Return on Equity	Net Profit after tax	Average Shareholder's Equity	%age	8.13%	9.30%	-12.50%	-
5	Inventory Turnover	Net Sales from study material	Average Inventory	Times	NA	NA	-	-
6	Trade receivables Turnover	Net Sales from services and products	Average trade receivables	Times	NA	NA	-	-
7	Trade Payables Turnover	Net purchases	Average Trade payables	Times	NA	NA	-	-
8	Net Capital Turnover	Net Sales	Working Capital	Times	2.62	15.99	-83.59%	Increase in working capital due to current loans
9	Net Profit ratio	Net Profit after tax	Total Income	%age	64.26%	79.24%	-18.90%	-
10	Return on capital employed	EBIT	Capital employed (Tangible Networth+ Total Debt+Deferred tax liability)	%age	3.39%	3.12%	8.95%	-
11	Return on Investment	Total Return	Cost of Investment	%age	5.35%	4.02%	33.08%	Increase in dividend income

CP Capital Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2025

53. The previous year's figures have been regrouped and reclassified wherever considered necessary. Further, as the financial statements for the previous year include the impact of the demerger and amalgamation as detailed in note 35, accordingly the same may not be comparable.

As per our report of even date

For S.P. Chopra & Co.

Chartered Accountants

Firm Registration no. 000346N

(Gautam Bhutani)

Partner

Membership No. 524485

Place : Kota (Rajasthan)

Date: 30 May, 2025

For and on behalf of the Board of Directors

Pramod Maheshwari

Managing Director & CEO

DIN : 00185711

Manmohan Pareek

Company Secretary

Membership No. ACS34858

Om Prakash Maheshwari

Executive director & CFO

DIN: 00185677

**INDEPENDENT AUDITORS' REPORT
ON CONSOLIDATED FINANCIAL STATEMENTS
TO THE MEMBERS OF CP CAPITAL LIMITED
(ERSTWHILE CAREER POINT LIMITED)**

I Opinion

We have audited the accompanying consolidated financial statements of CP Capital Limited (erstwhile Career Point Limited) (hereinafter referred to as the "Holding Company" / "Parent Company") and its Subsidiary (the Holding Company and its Subsidiary, together referred to as 'the Group') and the Group's share of profit/loss in its associate, which comprise the Consolidated Balance Sheet as at 31 March, 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on separate/consolidated financial statements / financial information of the subsidiary and associate referred to in the other matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at 31 March, 2025 and its Profit (including Other Comprehensive Loss), its changes in equity and its cash flows for the year ended on that date.

II Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associate in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion.

III. Key Audit Matters

We have determined that there are no key audit matters to be communicated in our report.

IV. Emphasis of Matter

We draw attention to the Note 39 to the consolidated financial statements, regarding amalgamation of Srajan Capital Limited into CP Capital Limited and demerger of education business of CP Capital Limited into Career Point EduTech Limited on going concern basis under the Composite Scheme of Arrangement (the 'Scheme') as approved by the Hon'ble National Company Law Tribunal ('NCLT') with an appointed date of 1 April, 2023, and the accounting of the same in the consolidated financial statements and restatement thereof, as fully described in the said note.

Our opinion is not modified in respect of above matter.

V. Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Holding Company's Annual Report particularly with respect to Management Discussion and Analysis, Board's Report including annexures to Board's Report, Report on Corporate Governance and Shareholder's Information but does not include the consolidated financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available, compare with the financial statements/financial information of the subsidiaries and associate audited by the other auditors, to the extent it relates to these entities and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. . Other information so far as it relates to the subsidiaries and associate, is traced from their financial statements /financial information audited by the other auditors.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to report that fact to those charged with governance.

VI. Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial

statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the Companies included in the Group and its associate are responsible for assessing the ability of their respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group and of its associate are responsible for overseeing the financial reporting process of their respective Company / Group and its associate.

VII. Auditor's Responsibilities for the audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(l) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Holding Company, its Subsidiary and Associate have adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group and its associate's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report.

However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group and its associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Holding Company among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication. We have determined that there are no key audit matters to be communicated in our report.

VIII. Other Matters

- I. We did not audit the consolidated financial statements of one Wholly Owned Subsidiary, whose financial statements reflect total revenues of Rs. 778.99 lakhs, net profit after tax of Rs. 421.54 lakhs and total comprehensive income of Rs. 421.54 lakhs and net cash outflow of Rs. 14.30 lakhs for the year ended 31 March, 2025 and total assets of Rs. 16,581.52 lakhs as at 31 March, 2025, as considered in these consolidated financial statements. These financial statements have been audited by other auditor whose report have been furnished to us by the Holding Company's Management and our Opinion, Emphasis of Matter and Other Matters, on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the

said Subsidiary is based on the report of the said other auditor, and after consideration of the further facts and information provided to us by the Holding Company's management, at the time of consolidation of these consolidated financial statements and the procedures performed by us as stated in Basis for Opinion paragraph above.

- ii. These consolidated financial statements include the Group's share of net profit of Rs. 15.27 lakhs and total comprehensive income of Rs. 51.06 lakhs for the year ended 31 March, 2025, as considered in these consolidated financial statements in respect of an Associate and whose financial statements have not been audited by us.
- iii. We draw attention to the fact that the corresponding figures for the year ended 31 March, 2024 are based on the financial statements which were audited by the predecessor auditor M/s. Lodha & Co LLP, who had expressed unmodified opinion thereon vide their audit report dated 27 May, 2024, after restatement in accordance with the Composite Scheme of Arrangement as mentioned in "Emphasis of Matter" section of this report.

Our opinion on the consolidated financial statements, and our Report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters.

IX. Report on Other Legal and Regulatory Requirements

- 1. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order" / "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Holding Company and the CARO report issued by other auditor for Subsidiary Company and Associate as stated in 'Other Matters' above which are included in the consolidated financial statements of the Group, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports, except to the extent stated hereinbelow:

Sr. No.	Name of the Company	CIN	Holding Company/ Subsidiary /Associate Company	Clause number of the CARO having qualification or adverse remarks
1.	CP Capital Limited	L64990PB2000PLC054497	Holding Company	3(xvii)
2.	Srajan Agritech Private Limited	U01122RJ2013PTC044626	Step-down Subsidiary	3(xvii)

2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as appears from our examination of those books;
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company for the purpose of preparation of the consolidated financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards ("Ind AS") notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time;
- e. On the basis of the written representations received from the directors of the Holding Company and taken on record by its Board of Directors and the reports of the auditors of its Subsidiary and Associate, none of the directors of the Holding Company, Subsidiary and Associate is disqualified as on 31 March, 2025 from being appointed as a director in terms of Section 164(2) of the Act;
- f. With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and operating effectiveness of such controls refer to our separate report in Annexure-'A' which is based on the audit report of the Holding Company issued by us, and audit reports of the other auditor in respect of the Subsidiary and Associate, not audited by us.
- g. In our opinion, the remuneration paid by the Holding Company / Subsidiary / Associate to its Directors, wherever

- applicable, is in accordance with the provisions of Section 197 read with Schedule V of the Act;
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Consolidated financial statements disclose the impact of pending litigations on the Consolidated financial position of the Group and its associate – Refer Note 37 to the consolidated financial statements;
 - ii. The Holding Company, its Subsidiary and Associate has not entered into any long-term contracts including derivative contracts.
 - iii. There has been no amount, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, Subsidiary and associate.
 - iv. (a) The Managements of the companies considered in the consolidated financial statements have represented that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group and its associate to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group and its associate ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Managements of the companies considered in the consolidated financial statements have represented, that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Group and its associate from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group and its associate shall, whether, directly or

indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. (a) The dividend paid during the year (for FY 2023-24) by the Holding Company and its Subsidiary is in compliance with section 123 of the Companies Act, 2013.
- (b) The interim dividend declared and paid by the Holding Company and its associate during the year and until the date of this report is in compliance with Section 123 of the Act.
- (c) The Board of Directors of the Holding Company have proposed dividend for the year which is subject to the approval of the members in the ensuing General meeting. The

amount of dividend proposed is in accordance with section 123 of the Companies Act, 2013.

- vi. Based on our examination, which included test checks and based on the other auditor's reports of subsidiary and associate, the Holding Company, Subsidiary and Associate has used accounting software/s for maintaining its books of account for the financial year ended 31 March, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except in case of Holding Company audited by us where certain components of audit trail were not operating due to system limitation, which were duly addressed as described in note 52 to the consolidated financial statements. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Group and its associate as per the statutory requirements for record retention.

For S. P. Chopra & Co.
Chartered Accountants
Firm Regn. No. 000346N

(Gautam Bhutani)
Partner
M. No. 524485
UDIN: 25524485BMIFXL5435

Place : Kota
Dated: 30 May, 2025

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2.f under 'Report on Other Legal and Regulatory Requirements' section of the independent auditor's report of even date on the Consolidated Financial Statements of 'CP Capital Limited' for the year ended 31 March, 2025)

Report on the Internal Financial Controls under Clause (i) of Sub section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to the Consolidated financial statements of CP Capital Limited (erstwhile Career Point Limited) ("the Holding Company") and its Subsidiary (the Holding Company and its Subsidiary, together referred to as 'the Group') and its associate for the year ended 31 March, 2025, in conjunction with our audit of the consolidated financial statements of the Group for the year ended as on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its Subsidiary and its associate, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the "Guidance Note on Audit of Internal Financial Controls Over Financial Reporting" (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Group and its associate's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by the Institute of Chartered Accountants of India and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Group and its

associate's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other matters paragraph below, the Holding Company, its Subsidiary and Associate have, in all material respects, adequate internal financial controls with reference to the financial statements and such internal financial controls with reference to the financial statements were operating effectively as at 31 March, 2025, based on the internal control over financial reporting criteria established by the Group and its associate considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

Our aforesaid report under Section 143(3)(l) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to the financial statements in so far as it relates to Subsidiary and Associate, not audited by us, is based on the corresponding report of the auditor of the said Companies.

Our opinion is not modified in respect of the above matter.

Financial Statements-Consolidated

For S. P. Chopra & Co.
Chartered Accountants
Firm Regn. No. 000346N

(Gautam Bhutani)
Partner
M. No. 524485

Place : Kota
Dated: 30 May, 2025

CP Capital Limited
(Erstwhile Career Point Limited)
Consolidated Balance Sheet as at 31 March, 2025

(₹ in Lakhs)

Particulars	Note No.	As at 31.03.2025	As at 31.03.2024
ASSETS			
(1) Non-current Assets			
(a) Property, plant and equipment	5	1,948.12	1,999.97
(b) Investment properties	6	17,058.83	17,430.52
(c) Intangible assets	7	3.59	4.69
(d) Financial Assets			
(i) Investments	8	34.00	34.00
(ii) Loans	9	26,576.29	25,000.50
(iii) Other non-current Financial Assets	10	39.31	39.32
(e) Other non-current assets	11	22.00	43.49
Total Non Current Assets		45,682.14	44,552.49
(2) Current Assets			
(a) Inventories	12	2,175.37	-
(b) Financial Assets			
(i) Investments	13	89.55	102.11
(ii) Cash and Cash Equivalents	14	444.17	494.12
(iii) Bank Balances other than (ii) above	15	6.50	5.55
(iv) Loans	9	13,624.46	12,069.44
(v) Other financial assets	16	24.61	811.82
(c) Other current assets	17	394.21	-
Total Current Assets		16,758.87	13,483.04
(3) Assets classified as held-for-sale	18	34.34	43.88
TOTAL ASSETS		62,475.35	58,079.41
EQUITY AND LIABILITIES			
(1) EQUITY:			
(a) Equity Share Capital	19	1,819.29	1,819.29
(b) Other Equity	20	52,748.11	48,050.44
Total Equity		54,567.40	49,869.73
LIABILITIES:			
(2) Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	672.72	919.90
(b) Provisions	22	14.08	8.88
(c) Deferred Tax Liabilities (Net)	23	261.70	230.90
Total Non Current Liabilities		948.50	1,159.68
(3) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	24	3,515.95	4,366.50
(ii) Other Financial liabilities	25	3,218.00	2,289.93
(b) Other Current Liabilities	26	146.87	85.73
(c) Provisions	27	1.67	1.11
(d) Current Tax Liabilities (Net)	28	76.96	306.73
Total Current Liabilities		6,959.46	7,050.00
TOTAL EQUITY AND LIABILITIES		62,475.35	58,079.41

Financial Statements-Consolidated

Company overview, Material Accounting Policies and Other Notes : 1 to 4 & 37 to 55
The accompanying notes are an integral part of the Consolidated financial statements

**As per our report of even date
For S.P. Chopra & Co.**
Chartered Accountants
Firm Registration no. 000346N

For and on behalf of the Board of Directors

Pramod Maheshwari
Managing Director & CEO
DIN : 00185711

Om Prakash Maheshwari
Executive director & CFO
DIN: 00185677

(Gautam Bhutani)
Partner
Membership No. 524485

Manmohan Pareek
Company Secretary
Membership No. ACS34858

Place : Kota (Rajasthan)
Date: 30 May, 2025

CP Capital Limited
(Erstwhile Career Point Limited)
Consolidated Statement of Profit and Loss for the year ended 31 March, 2025

(₹ in Lakhs)

Particulars	Note No.	Year ended 31.03.2025	Year ended 31.03.2024
1 Revenue			
Revenue from operations	29	5,663.13	4,908.71
Other income	30	997.89	1,698.23
Total Revenue		6,661.02	6,606.94
2 Expenses			
Purchase of stock-in-trade	31	2,270.73	-
Changes in inventories of stock-in-trade	32	(2,175.37)	-
Employee benefits expenses	33	346.23	301.34
Finance costs	34	420.21	289.75
Depreciation and amortisation expenses	35	282.86	292.56
Other expenses	36	389.83	378.96
Total Expenses		1,534.49	1,262.61
3 Profit before Share of profit/loss in Associate and tax (1-2)		5,126.53	5,344.33
4 Share of profit in Associate		51.06	53.71
5 Profit before tax (3+4)		5,177.59	5,398.04
6 Tax expense:			
Current Tax		1,311.02	1,109.28
Deferred Tax		31.44	(93.81)
Current Tax - earlier year's		23.42	36.11
7 Profit for the year (5-6)		3,811.71	4,346.46
8 Other Comprehensive Income	50		
Items that will not be reclassified to profit or loss			
" - Remeasurement benefit (loss) / gain on defined benefit plans"		(2.51)	0.44
- Tax impact on above		0.63	(0.11)
Total Other Comprehensive (Loss) / Income		(1.88)	0.33
9 Total Comprehensive Income for the year, net of tax (5+6)		3,809.83	4,346.79
10 Earnings per share (in)	40		
Basic EPS		20.95	23.89
Diluted EPS		20.95	23.89

Company overview, Material Accounting Policies and Other Notes : 1 to 4 & 37 to 55
The accompanying notes are an integral part of the Consolidated financial statements

As per our report of even date
For S.P. Chopra & Co.
Chartered Accountants
Firm Registration no. 000346N

For and on behalf of the Board of Directors

Pramod Maheshwari
Managing Director & CEO
DIN : 00185711

Om Prakash Maheshwari
Executive director & CFO
DIN: 00185677

(Gautam Bhutani)
Partner
Membership No. 524485

Manmohan Pareek
Company Secretary
Membership No. ACS34858

Place : Kota (Rajasthan)
Date: 30 May, 2025

CP Capital Limited
(Erstwhile Career Point Limited)
Consolidated Statement of Cash Flows for the year ended 31 March 2025

(₹ in Lakhs)

Particulars	Year ended 31.03.2025	Year ended 31.03.2024
A Cash Flows from Operating Activities		
Profit before tax	5,177.59	5,398.03
Adjustments for:		
Depreciation and amortization expense	282.86	292.56
Finance costs	540.63	411.26
Loss / (Profit) on sale of Investment properties / Asset held for sale	(78.62)	(348.66)
Fair valuation gain on Investments	1.90	(60.94)
Impairment loss allowance reversal on loan receivables (net)	98.98	(35.81)
Impairment loss allowance on debentures	8.00	-
Share of profit in Associate	(51.06)	(53.71)
Bad debts written off	-	1.26
Operating Profit before Working Capital Changes	5,980.28	5,603.99
(Increase)/Decrease in Loans	(5,635.10)	(9,183.55)
(Increase)/Decrease in Inventories (conversion to stock in trade)	(2,175.37)	-
(Increase)/Decrease in other non-current financial assets	-	56.70
Increase/(Decrease) in other financial assets	873.17	161.38
(Increase)/Decrease in others current assets	(270.11)	(61.56)
(Increase)/Decrease in others non-current assets	21.49	-
Increase/(Decrease) in Provisions	3.24	1.99
Increase/(Decrease) in other financial liabilities	937.41	2,021.37
Increase/(Decrease) in other current liabilities	58.66	(147.54)
Cash generated from / (used in) operations	(206.33)	(1,547.22)
Direct taxes paid	(1,688.33)	(1,025.61)
Net Cash used in Operating Activities	(1,894.66)	(2,572.83)
B Cash Flow from Investing Activities		
Sale / (Purchase) of Property Plant & Equipment, Investment Properties and Intangible assets (including CWIP) (net)	1,870.93	1,586.73
Sale of assets classified as held for sale (net)	9.54	18.88
Subsidy Received	18.75	-
Sale of Investments (net)	-	92.53
Net Cash generated from Investing Activities	1,899.22	1,698.14
C Cash Flows from Financing Activities		
Proceeds from Borrowings (net)	1,221.66	1,506.19
Adjustment on merger / demerger	-	(41.82)
Dividend Paid	(728.67)	(547.29)
Interest paid	(547.50)	(404.90)
Net Cash generated from / (used in) Financing Activities	(54.51)	512.18
Net (decrease) in cash and cash equivalents (A + B + C)	(49.95)	(362.51)
Cash and Cash Equivalents at beginning of the year	494.12	856.63
Cash and Cash Equivalents at end of the year	444.17	494.12

Notes:

- The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind - AS) - 7 'Statement of Cash Flows'.
- Cash and cash equivalents in the balance sheet comprises of Cash in hand and Balances with Banks.

Cash in hand	5.36	6.97
Balances with Banks - current accounts	438.81	468.40
Term deposits with Bank having original maturity of 3 months or less	-	18.75
	444.17	494.12

Financial Statements-Consolidated

Company overview, Material Accounting Policies and Other Notes : 1 to 4 & 37 to 55
The accompanying notes are an integral part of the Consolidated financial statements

**As per our report of even date
For S.P. Chopra & Co.**
Chartered Accountants
Firm Registration no. 000346N

For and on behalf of the Board of Directors

(Gautam Bhutani)
Partner
Membership No. 524485

Place : Kota (Rajasthan)
Date: 30 May, 2025

Pramod Maheshwari
Managing Director & CEO
DIN : 00185711

Manmohan Pareek
Company Secretary
Membership No. ACS34858

Om Prakash Maheshwari
Executive director & CFO
DIN: 00185677

CP Capital Limited
(Erstwhile Career Point Limited)
Consolidated Statement of Changes in Equity for the year ended 31 March, 2025

A. EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	Balance at the beginning of the Reporting Year	Changes in Equity Share Capital During the Year	Balance as at the end of Reporting Year
Balance as at March 31, 2024	1,819.29	-	1,819.29
Balance as at March 31, 2025	1,819.29	-	1,819.29

B. OTHER EQUITY

(₹ in Lakhs)

Particulars	Reserves and Surplus						Other Comprehensive Income	Total
	Securities Premium	Capital Reserve	Statutory Reserve Under Section 45-IA	General Reserve	Revaluation Reserve	Surplus		
Balance as at 01 April, 2023	17,234.69	0.60	603.95	93.48	-	28,127.56	71.68	46,131.96
Adjustments on Merger/ Demerger (Refer note 39)	0.69	-	-	(6.90)	-	(1,804.63)	(71.68)	(1,882.52)
Balance as at 01 April, 2023 (restated)	17,235.38	0.60	603.95	86.58	-	26,322.93	-	44,249.44
Total profit / comprehensive income for the year	-	-	-	-	-	4,346.46	0.33	4,346.79
Transfer to Statutory Reserve under section 45-IA	-	-	363.03	-	-	(363.03)	-	-
Dividend paid	-	-	-	-	-	(545.79)	-	(545.79)
Balance as at 31 March, 2024	17,235.38	0.60	966.98	86.58	-	29,760.57	0.33	48,050.44
Total profit / comprehensive income for the year	-	-	-	-	-	3,811.71	(1.88)	3,809.83
Transfer to Statutory Reserve under section 45-IA	-	-	813.29	-	-	(813.29)	-	-
Revaluation reserve created during the year	-	-	-	-	1,669.29	-	-	1,669.29
Revaluation reserve transferred during the year	-	-	-	-	(1,669.29)	1,669.29	-	-
Adjustments on Merger / Demerger (Refer note 39)	-	-	-	-	-	(53.73)	-	(53.73)
Dividend paid	-	-	-	-	-	(727.72)	-	(727.72)
Balance as at 31 March, 2025	17,235.38	0.60	1,780.27	86.58	-	33,646.83	(1.55)	52,748.11

Company overview, Material Accounting Policies and Other Notes : 1 to 4 & 37 to 55

The accompanying notes are an integral part of the Consolidated financial statements

As per our report of even date**For S.P. Chopra & Co.**

Chartered Accountants

Firm Registration no. 000346N

For and on behalf of the Board of Directors**Pramod Maheshwari**

Managing Director & CEO

DIN : 00185711

Om Prakash Maheshwari

Executive director & CFO

DIN: 00185677

(Gautam Bhutani)

Partner

Membership No. 524485

Place : Kota (Rajasthan)

Date: 30 May, 2025

Manmohan Pareek

Company Secretary

Membership No. ACS34858

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

1 Company overview

CP Capital Limited (erstwhile Career Point Limited) (the 'Company' or 'Holding Company') is a Public Limited Company domiciled in India and is incorporated under the provisions of the Companies Act, 2013 (erstwhile Companies Act, 1956) applicable in India. The Company is listed with BSE Limited and National Stock Exchange of India. The registered office of the Company is situated at Village Tangori, Banur, Punjab - 140601-India. The main object of the Company is to originate, provide and service loans and provide ancillary services in relation to said business activity (whether short or long term loan or working capital finance, development finance, or any other debt related funding).

The accompanying Consolidated Financial Statements relate to CP Capital Limited, its Subsidiary and Associate (referred to collectively as "the Group").

The Consolidated Financial Statements of the Group for the year ended 31 March, 2025 are approved for issue by the Company's Board of Directors on 30 May, 2025.

2 Statement of compliance and basis of preparation of consolidated financial statements.**(i) Statement of compliance and basis of preparation**

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), as prescribed under section 133 of the Companies Act, 2013 ('Act') (to the extent notified) read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time. Accounting policies have been consistently applied except where a newly issued Indian accounting standard is initially adopted or a revision to an existing Indian accounting standard requires a change in the accounting policy hitherto in use.

These consolidated financial statements which comprises the Consolidated Balance Sheet as at 31 March, 2025, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended and a summary of the material accounting policies and other explanatory information (together herein after referred to as "consolidated financial statements").

(ii) Basis of Measurement

"The Company maintains its accounts on accrual basis following the historical cost convention, except for certain items that have been measured at fair value as required by the relevant Ind AS.

The consolidated financial statements are presented in Indian Rupees (₹), which is the Company's functional and presentation currency and all amounts are rounded to the nearest lakhs (₹ 00,000) and two decimals thereof, except as stated otherwise."

(iii) Current versus non-current classification

"The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is classified as current when it is:

- expected to be realized, or intended to be sold or consumed in normal operating cycle;
- held primarily for the purpose of trading;
- expected to be realized within 12 months after the reporting period; or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months

after the reporting date.

All other assets are classified as non-current.

A liability is classified as current when it is:

- expected to be settled in the normal operating cycle;
- held primarily for the purpose of trading;
- due to be settled within 12 months after the reporting date; or
- there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting date.

All other liabilities are classified as non-current."

(iv) Deferred tax assets & liabilities

Deferred tax assets & liabilities are classified as non-current assets and liabilities.

(v) Use of Estimates & Judgements

"The preparation of financial statements in conformity with Ind AS 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. The estimates and assumptions used in financial statements are based upon management's evaluation of the relevant facts and circumstances as at the date of financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on periodic basis.

(Refer note No. 4 on critical accounting estimates, assumptions & judgments.)"

These estimates could change from period to period and also the actual results could vary from the estimates. Appropriate changes are made to the estimates as the management becomes aware of changes in circumstances surrounding these estimates. The changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

(vi) Principles of Consolidation

A. The consolidated financial statements relate to the Company, its Subsidiary and Associate. The consolidated financial statements have been prepared on the following basis:

(i) The Company determines the basis of control in line with the requirements of Ind AS-110, 'Consolidated Financial Statements'. The entities considered in consolidation are controlled by the Group.

The Group controls an entity when the Holding Company has the power over the entity, it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

(ii) The financial statements of subsidiary / associate are included in the consolidated financial statements from the date on which control commences until the date on which control ceases. The Group re-assesses whether or not it controls an entity if facts and circumstances indicate that there are changes in control.

(iii) The financial statements of the Holding Company and its controlled entities are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes and expenses, after eliminating intra-group balances and intra-group transactions in full.

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

- (iv) The consolidated financial statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Holding Company's separate financial statements.
- (v) Financial statement of subsidiary / associate used for the purpose of Consolidation are drawn up to the same reporting date as that of the Company.
- (vi) The difference between the proceeds from disposal of investment in subsidiary and the carrying amount of its assets less liabilities as on the date of disposal is recognised in the Consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary.
- (vii) Non-controlling interests in the net assets (excluding goodwill) of consolidated subsidiary is identified separately from the Company's equity. The interest of non-controlling shareholders may be initially measured either at fair value or at the non-controlling interest's proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition to acquisition basis. Subsequent to acquisition, the carrying amount of non controlling interest is the amount of those interests at initial recognition plus the non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if it results in the non-controlling interest having a deficit balance.
- (viii) Equity accounted investees are entities in respect of which, the Company has significant influence, but not control, over the financial and operating policies. Generally, associates and joint venture companies come under this category. Investments in such entities are accounted for using the equity method (equity accounted investees) and are initially recognized at cost. The carrying amount of investment is increased/ decreased to recognize investors' share of profit or loss of the investee after the acquisition date post eliminating unrealized profits and losses resulting from transactions between the Company and its equity accounted entities to the extent of its share, through its Consolidated Statement of Profit and Loss, to the extent such change is attributable to the equity accounted entities' Statement of Profit and Loss and through its reserves for the balance based on available information.
- (ix) As per Ind AS - 111, 'Joint Arrangements', when all the parties, or a group of the parties, considered collectively, are able to direct the activities that significantly affect the returns of the arrangement (i.e. the relevant activities), the parties control the arrangement collectively. After concluding that all the parties, or a group of the parties, control the arrangement collectively, an entity shall assess whether it has joint control of the arrangement. Joint control exists only when decisions about the relevant activities require the unanimous consent of the parties that collectively control the arrangement.

The Consolidated Financial Statements of the Holding Company include the results of following entities:

(₹ in Lakhs)

Name of the Entity	% of equity shareholdings		Country of Incorporation / Place of Business
	As at March 31, 2025	As at march 31, 2024	
Subsidiary			
"Career Point Infra Limited (Including its Subsidiaries i.e. Srajan Agritech Private Limited and Coupler Enterprises Private Limited)"	100%	100%	India
Associate			
Imperial Infin Private Limited	42.74%	42.74%	India

- C. Refer note 39 regarding amalgamation of Srajan Capital Limited into CP Capital Limited and demerger of education business of CP Capital Limited into Career Point Edutech Limited on going concern basis under the Composite Scheme of Arrangement (the 'Scheme') as approved by the Hon'ble National Company Law Tribunal ('NCLT') with an appointed date of 1 April, 2023, and the accounting of the same in these financial statements and restatement thereof.
- D. The previous year's figures have been regrouped and reclassified wherever considered necessary. Further, as the consolidated financial statements for the previous year include the impact of the demerger and amalgamation as detailed in note 39, accordingly the same may not be comparable.

3 Material Accounting Policies**(i) Foreign Currency Transactions**

Foreign currency transactions are recorded on initial recognition in reporting currency, using the exchange rate at the date of transaction. At each Balance sheet date, 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.

(ii) Financial Instruments

"A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A financial assets or a liability is recognised when the group becomes a Party to the contractual provision of the instrument."

(A) Financial assets

Financial assets include cash, or an equity instrument of another entity, or a contractual right to receive cash or another financial asset from another entity. Few examples of financial assets are loan receivables, investment in equity instruments, trade receivables and cash and cash equivalents etc.

Initial Measurement

All financial assets are recognised initially at fair value including transaction costs that are attributable to the acquisition of financial assets except in the case of financial assets recorded at

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

FVTPL where the transaction costs are charged to profit or loss. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent measurement

(i) "Classification and Measurement of Financial assets (other than Equity instruments)

For the purpose of subsequent measurement, financial assets (other than equity instruments) are classified into three categories:

- (a) Financial Assets at amortised cost
- (b) Financial Assets at FVOCI
- (c) Financial Assets at FVTPL

(a) Financial Assets at amortised cost

"The Company measures its financial assets at amortised cost if both the following conditions are met:

- The asset is held within a business model of collecting contractual cash flows; and
- Contractual terms of the asset give rise on specified dates to cash flows that are Sole Payments of Principal and Interest (SPPI) on the principal amount outstanding.

To make the SPPI assessment, the Company applies judgment and considers relevant factors such as the nature of portfolio and the period for which the interest rate is set.

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective. The Company's business model is not assessed on an instrument by instrument basis, but at a higher level of aggregated portfolios. If cash flows after initial recognition are realised in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated financial assets going forward.

The business model of the Company for assets subsequently measured at amortised cost category is to hold and collect contractual cash flows. However, considering the economic viability of carrying the delinquent portfolios in the books of the Company, it may sell these portfolios to banks and/or asset reconstruction companies.

After initial measurement, such financial assets are subsequently measured at amortised cost on effective interest rate (EIR).

(b) Financial Assets at FVOCI

"The Company subsequently classifies its financial assets as FVOCI, only if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and
- Contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

Financial Assets included within the FVOCI category are measured at each reporting date at fair value with such changes being recognised in other comprehensive income (OCI). The interest income on these assets is recognised in profit or loss.

On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified to profit or loss."

(c) Financial Assets at FVTPL

The Company classifies financial assets which are held for

trading under FVTPL category. Held for trading assets are recorded and measured in the Balance Sheet at fair value. Interest and dividend incomes are recorded in interest income and dividend income, respectively according to the terms of the contract, or when the right to receive the same has been established. Gain and losses on changes in fair value of financial assets are recognised on net basis through profit or loss.

(ii) Classification and Measurement of Equity instruments

All equity investments other than in subsidiaries are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company at initial recognition makes an irrevocable election to classify it as either FVTOCI or FVTPL. The Company makes such election on an instrument by instrument basis. An equity investment classified as FVTOCI is initially measured at fair value plus transaction costs. Subsequently, it is measured at fair value and, all fair value changes are recognised in Other Comprehensive Income (OCI) and accumulated in Reserve. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company transfers the same within equity.

(iii) De-recognition of Financial Assets

"The Company derecognises a financial asset (or, where applicable, a part of a financial asset) when:

- The right to receive cash flows from the asset have expired; or
- The Company has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under an assignment arrangement and the Company has transferred substantially all the risks and rewards of the asset. Once the asset is derecognised, the Company does not have any continuing involvement in the same.

The Company transfers its financial assets through the partial assignment route and accordingly derecognises the transferred portion as it neither has any continuing involvement in the same nor does it retain any control. If the Company retains the right to service the financial asset for a fee, it recognises either a servicing asset or a servicing liability for that servicing contract. A service liability in respect of a service is recognised at fair value if the fee to be received is not expected to compensate the Company adequately for performing the service. If the fees to be received is expected to be more than adequate compensation for the servicing, a service asset is recognised for the servicing right at an amount determined on the basis of an allocation of the carrying amount of the larger financial asset. On de-recognition of a financial asset in its entirety, the difference between:

- the carrying amount (measured at the date of de-recognition) and
- the consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss."

(iv) Impairment of financial assets

"Expected Credit Loss (ECL) are recognised for financial assets held under amortised cost, measured at FVOCI, and certain loan commitments.

Financial assets where no significant increase in credit risk has been observed are considered to be in 'stage 1' and for

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

which a 12-month ECL is recognised. Financial assets that are considered to have significant increase in credit risk are considered to be in 'stage 2' and those which are in default or for which there is an objective evidence of impairment are considered to be in 'stage 3'. Lifetime ECL is recognised for stage 2 and stage 3 financial assets.

At initial recognition, allowance (or provision in the case of loan commitments) is required for ECL towards default events that are possible in the next 12 months, or less, where the remaining life is less than 12 months.

In the event of a significant increase in credit risk, allowance (or provision) is required for ECL towards all possible default events over the expected life of the financial instrument ('lifetime ECL').

Financial assets (and the related impairment loss allowances) are written off in full, when there is no realistic prospect of recovery.

Treatment of the different stages of financial assets and the methodology of determination of ECL**(a) Credit impaired (stage 3)**

The Company recognises a financial asset to be credit impaired and in stage 3 by considering relevant objective evidence, primarily whether:

- Contractual payments of either principal or interest are past due for more than 180 days;
- The loan is otherwise considered to be in default.

Restructured loans, where repayment terms are renegotiated as compared to the original contracted terms due to significant credit distress of the borrower, are classified as credit impaired. Such loans continue to be in stage 3 until they exhibit regular payment of renegotiated principal and interest over a minimum observation period, typically 12 months – post renegotiation, and there are no other indicators of impairment. Having satisfied the conditions of timely payment over the observation period these loans could be transferred to stage 1 or 2 and a fresh assessment of the risk of default be done for such loans.

Interest income is recognised by applying the EIR to the net amortised cost amount i.e. gross carrying amount less ECL allowance.

(b) Significant increase in credit risk (stage 2)

An assessment of whether credit risk has increased significantly since initial recognition is performed at each reporting period by considering the change in the risk of default of the loan exposure. However, unless identified at an earlier stage, 90 days past due is considered as an indication of financial assets to have suffered a significant increase in credit risk.

The measurement of risk of defaults under stage 2 is computed on homogenous portfolios, generally by nature of loans, tenors, underlying collateral, geographies and borrower profiles. The default risk is assessed using PD (probability of default) derived from past behavioural trends of default across the identified homogenous portfolios. These past trends factor in the past customer behavioural trends, credit transition probabilities and macroeconomic conditions. The assessed PDs are then aligned considering future economic conditions that are determined to have a bearing on ECL.

(c) Without significant increase in credit risk since initial recognition (stage 1)

ECL resulting from default events that are possible in the next 12 months are recognised for financial instruments in stage 1. The Company has ascertained default possibilities on past behavioural trends witnessed for each homogenous portfolio using application/behavioural score cards and other performance indicators, determined statistically.

(d) Measurement of ECL

The assessment of credit risk and estimation of ECL are unbiased and probability weighted. It incorporates all information that is relevant including information about past events, current conditions and reasonable forecasts of future events and economic conditions at the reporting date. In addition, the estimation of ECL takes into account the time value of money. Forward looking economic scenarios determined with reference to external forecasts of economic parameters that have demonstrated a linkage to the performance of our portfolios over a period of time have been applied to determine impact of macro-economic factors.

The Company has calculated ECL using three main components: a probability of default (PD), a loss given default (LGD) and the exposure at default (EAD). ECL is calculated by multiplying the PD, LGD and EAD and adjusted for time value of money using a rate which is a reasonable approximation of EIR.

- Determination of PD is covered above for each stage of ECL.
- EAD represents the expected balance at default, taking into account the repayment of principal and interest from the Balance Sheet date to the date of default together with any expected drawdowns of committed facilities.
- LGD represents expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value at the time it is expected to be realised and the time value of money."

(B) Financial liabilities

Financial liabilities include liabilities that represent a contractual obligation to deliver cash or another financial assets to another entity, or a contract that may or will be settled in the entities own equity instruments. Few examples of financial liabilities are trade payables, borrowings etc.

Initial measurement

All financial liabilities are recognised initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade payables, borrowings and other payables.

Subsequent measurement

After initial recognition, all financial liabilities are subsequently measured at amortised cost using the EIR. Any gains or losses arising on derecognition of liabilities are recognised in the Statement of Profit and Loss.

Derecognition

The Company derecognises a financial liability when the obligation under the liability is discharged, cancelled or

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

expired.

(C) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet only if there is an enforceable legal right to offset the recognised amounts with an intention to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

(iii) Property, Plant and Equipment**(A) Recognition and measurement**

(a) The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to Statement of Profit and Loss in the period in which the costs are incurred.

(b) An item of property, plant and equipment is derecognised upon disposal. Any gain or loss arising on the disposals determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss.

(c) Assets in the course of construction are capitalised in the assets under capital work in progress account (CWIP). At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences.

(d) Property, plant and equipment except freehold land held for use in the supply or administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any. Freehold land is stated at historical cost

(B) Depreciation/ Amortisation

The Assets' residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate. Depreciation on Plant, Property and equipment (other than freehold land) has been provided using straight line method over the useful life of assets. Useful life is the period over which an asset is expected to be used by an enterprise. The estimated total useful life of the assets are as follows-

Block of Assets	Useful Life
Building	60 Years
Plant & Machinery	8-22 Years
Furniture & Fixtures	8 Years
Computer	3 Years
Vehicle	8-10 Years
Office Equipments	5 Years

(iv) Investment properties

"Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the group, is classified as investment property. Investment property is measured initially at its cost, including related transaction

costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. Freehold land is stated at historical cost and Leasehold land is stated at historical cost less amortisation. Leasehold land is amortised over the period of lease as per lease agreement. Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on annual evaluation performed by an external independent valuer/Internal assessment.

Depreciation on investment property, is provided on a pro-rata basis on straight line method, over the useful life of the property estimated by the management, in the manner prescribed in Schedule of the Companies Act, 2013. The property's residual values, useful lives and method of depreciation are reviewed at the end of each reporting period and necessary adjustments are made accordingly, wherever required.

Investment property is derecognized when either it has been disposed off or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss arising on de-recognition of the investment property is included in the Statement of Profit and Loss."

(v) Intangible Assets

Identifiable intangible assets are recognised a) when the Company controls the asset, b) it is probable that future economic benefits attributed to the asset will flow to the Company and c) the cost of the asset can be reliably measured.

Computer softwares are capitalised at the amounts paid to acquire the respective license for use which comprises purchase price, installation cost borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use less any discount and rebates and these intangible assets are amortised over the period of license, generally not exceeding six years on straight line basis. The assets useful lives are reviewed at each financial year end. Software is amortised over an estimated useful life of 3 years.

(vi) Investment in Subsidiaries and Associates

Investments in equity instruments of subsidiaries and equity instruments/ units of associates are carried at cost, less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries and associates, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

(vii) Borrowing Costs

"Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset (including real estate projects) are considered as part of the cost of the asset / project.

A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use or sale. All

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

other borrowing costs are charged to the statement of profit and loss in the year in which incurred.”

(viii) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(ix) Impairment of Non financial assets

At each Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine the provision for impairment loss required, if any, or the reversal required of impairment loss recognized in previous periods, if any.

An impairment loss is recognized whenever the carrying amount of an asset or its cash generating units exceed its recoverable amount.

Recoverable amount is determined:

- In the case of an individual asset, at higher of the net selling price or value in use.
- In the case of cash generating unit, at higher of the cash generating unit's net selling price or value in use.

(x) Employee Benefits

The Company participates in various employee benefit plans. These benefit plans are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee.

Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company.

In case of defined benefit plan, all actuarial gains or losses are immediately recognized in other comprehensive income, net of taxes and permanently excluded from profit and loss. Further, the profit or loss will no longer include an expected return on plan assets. The actual return on plan assets above or below the discount rate is recognized as part of re-measurement of net defined liability or asset through other comprehensive income, net of taxes.

The Company does not provide carry forward & encashment of leaves.

(a) Short term employee benefits

All employee benefits payable / available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognized in the same period in which the employee renders the related service.

(b) Defined Contribution plan

Company's contributions paid/ payable during the year to Provident Fund, Employee state insurance are recognized in the Statement of Profit and Loss.

The Company is depositing P.F. & ESI contribution only for eligible employees within statutory limits. The employees whose income is above the statutory limits have opted not to subscribe and accordingly, the Company is not required to make the contribution.

(c) Defined Benefit Plan

Retirement benefits in the form of Gratuity are considered as defined benefit obligations and are provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Actuarial Gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income (OCI) in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods. All other expenses related to defined benefit plans are recognized in Statement of Profit and Loss as employee benefit expenses.

(xi) Provisions, Contingent Liabilities and Contingent Assets**(i) Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting period and are adjusted to reflect the current best estimate.

(ii) Contingencies

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognized in financial statements but are disclosed, if any.

(xii) "Non-Current Assets Held for Sale

The Company classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale/distribution rather than through continuing use and the sale is considered highly probable. Management is committed to the sale within one year from the date of classification. The Company treats sale/distribution of the asset or disposal group to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset (or disposal group),
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value.
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicated that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. Non-current asset held for sale/for distribution to owners and disposal groups are measured at the lower of their carrying amount and the fair value less costs to sell/distribute. Assets and liabilities classified as held for sale/distribution are

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

presented separately in the balance sheet. Property, plant and equipment and intangible assets once classified as held for sale/distribution to owners are neither depreciated nor amortized.

(xiii) Leases**(a) Right of use assets**

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

(b) Lease Liabilities

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The Company recognise a lease liability at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on a lease by lease basis.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet.

(c) Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All

other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

(xiv) Revenue Recognition**(i) Interest Income**

"The Company recognises interest income using Effective Interest Rate (EIR) on all financial assets subsequently measured at amortised cost or fair value through other comprehensive income (FVOCI). EIR is calculated by considering all costs and incomes attributable to acquisition of a financial asset or assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments / receipts through the expected life of the financial asset / financial liability to the gross carrying amount of a financial asset or to the amortised cost of a financial liability.

The Company recognises interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets after setting-off of collateral amounts. In case of credit-impaired financial assets regarded as 'stage 3', the Company recognises interest income on the amortised cost net of impairment loss of the financial asset at EIR, to the extent of probability of its recovery. If the financial asset is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis.

Interest on financial assets subsequently measured at fair value through profit and loss, is recognized on accrual basis in accordance with the terms of the respective contract.

(ii) Dividend Income

Dividend Income on investments is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

(iii) Fees and Commission

Processing fees and other servicing fees is recognized on accrual basis. The Company recognizes service and administration charges towards rendering of additional services to its loan customers on satisfactory completion of service delivery. Fees on value added services and products are recognized on rendering of services and products to the customer.

(iv) Net Gain/ (Loss) on fair value change

Any differences between the fair value of investment in mutual funds classified as fair value through the profit or loss, held by the company on the balance sheet date is recognised as an unrealised gain/(loss) in the statement of profit or loss. In cases there is net gain in aggregate, the same is recognised in Net gains on fair value changes under the revenue from operations and if there is net loss the same is disclosed under "Other Expenses" in the statement of profit or loss.

(v) Other Income / Revenue

Other income / revenue is recognized to the extent that it is probable that the economic benefit will flow to the Company and it can be reliably measured. Hostel revenue is recognized on accrual basis i.e. income is booked on month to month basis.

(xv) Finance Costs

Finance cost comprises interest cost on borrowings. Borrowing cost that are not directly attributable to a qualifying asset are recognized in the statement of profit & loss account using effective

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

interest rate.

Processing fees charged on term loan is recognized in the statement of profit & loss over the tenure of the loan and balance of the processing fee is reduced from loan amount of current period.

(xvi) Taxation

Income tax expense represents the sum of current and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income.

Current tax provision is computed for Income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

"Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that in future taxable profits will be available to set off such deductible temporary differences. Deferred tax assets and liabilities are measured at the applicable tax rates.

Deferred tax assets and deferred tax liabilities are off set, and presented as net.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilised.

(xvii) Earning per Share

Earnings considered in ascertaining the company's earning per share comprises the net profit after tax attributable to equity shareholders.

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed using the weighted average number of equity and dilutive equivalent shares outstanding during the period.

(xviii) Statement of Cash Flows

"Statement of cash flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

- i) changes during the period in operating receivables and payables transactions of a non-cash nature;
- ii) non-cash items such as depreciation, provisions, deferred taxes, unrealised gains and losses; and
- iii) all other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet."

(xix) Dividend Distribution

The Company recognizes a liability to make payment of dividend to owners of equity when the distribution is authorized and is no longer at the discretion of the Company and is declared by the shareholders. A corresponding amount is recognized directly in the Equity.

(xx) Fair value measurement

"The Company measures its qualifying financial instruments at

fair value on each Balance Sheet date.

Fair value is the price that would be received against sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place in the accessible principal market or the most advantageous accessible market as applicable.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy into Level I, Level II and Level III based on the lowest level input that is significant to the fair value measurement as a whole.

For assets and liabilities that are fair valued in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.

(xxi) Inventories

"Inventories are valued at lower of cost or net estimated realisable value, mainly comprises of publication and printed material. The cost of publication and printed materials have been computed on the basis of cost of materials, labour, cost of conversion and other costs incurred for bringing the inventories to their present location and condition. Cost is determined using the FIFO method.

4 Critical accounting estimates, assumptions and judgements:- In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgements, which have significant effect on the amounts recognised in the financial statement. Uncertainty about these assumptions and estimates could result in outcome that requires a material adjustment to assets or liabilities affected in future periods.

(i) Property, plant and equipment and Investment properties
Property, Plant and equipment and Investment properties represent a significant proportion of the asset base of the Company. The useful lives and residual value of the Company's asset are determined by the management at the time the asset is acquired and reviewed at each reporting date.

(ii) Income taxes

The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

(iii) Contingencies

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

(iv) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the assets's recoverable amount. An assets's recoverable amount is the higher of an assets's or CGU's fair value less costs of disposal and its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

(v) Impairment of financial assets and Allowance for uncollected loans and advances

"The Company to provide for impairment of its loan receivables (designated at amortised cost) using the expected credit loss (ECL) approach. ECL involves an estimation of probability weighted loss on financial instruments over their life, considering reasonable and supportable information about past events, current conditions, and forecasts of future economic conditions which could impact the credit quality of the Company's loans and advances.

In the process, a significant degree of judgement has been applied by the Management for: Staging of loans [i.e. classification in 'significant increase in credit risk' ('SICR') and 'default' categories]; Grouping of borrowers based on homogeneity by using appropriate statistical techniques; Estimation of behavioral life; Determining macro-economic factors impacting credit quality of receivables; Estimation of losses for loan products with no/ minimal historical defaults.

"The Company applies the expected credit loss ('ECL') model in accordance with Ind AS 109 for recognising impairment loss on financial assets. The ECL allowance is based on the credit losses expected to arise from all possible default events over the expected life of the financial asset ('lifetime ECL'), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12-month ECL. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is calculated on a collective basis, considering the retail nature of the underlying portfolio of financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. When determining whether the risk of default on a financial asset has increased significantly since initial recognition, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis based on a provision matrix which takes into account the Company's historical credit loss experience, current economic conditions, forward looking information and scenario analysis. The expected credit loss is a product of exposure at default ('EAD'), probability of default ('PD') and loss given default ('LGD'). The Company has devised an internal model to evaluate the PD and LGD based on the parameters set out in Ind AS 109. Accordingly, the financial assets have been segmented into stages based on the risk profiles. The three stages reflect the general pattern of credit deterioration of a financial asset. The Company categorises financial assets at the reporting date

based on the days past due ('DPD') status. LGD is an estimate of loss from a transaction given that a default occurs. PD is defined as the probability of whether the borrowers will default on their obligations in the future. EAD represents the expected exposure in the event of a default and is the gross carrying amount in case of the financial assets held by the Company. The Company incorporates forward looking information into both assessments of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL. Based on the consideration of external actual and forecast information, the Company forms a 'base case' view of the future direction of relevant economic variables. This process involves developing two or more additional economic scenarios and considering the relative probabilities of each outcome. The base case represents a most likely outcome while the other scenarios represent more optimistic and more pessimistic outcomes.

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. The Company's ECL calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. The inputs and models used for calculating ECLs may not always capture all characteristics of the market at the date of the financial statements. The Company regularly reviews its models in the context of actual loss experience and makes adjustments when such differences are significantly material. Adjustments including reversal of ECL is recognised through statement of profit and loss. After initial recognition, trade receivables are subsequently measured at amortised cost using the effective interest method, less provision for impairment. The Company follows the simplified approach required by Ind AS 109 for recognition of impairment loss allowance on trade receivables, which requires lifetime ECL to be recognised at each reporting date, right from initial recognition of the receivables.

(vi) Fair value measurement of financial instruments

When the fair values of financials assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

CP Capital Limited
(Erstwhile Career Point Limited)
Notes to the Consolidated Financial Statements for the year ended 31 March, 2025

Details of Property Plant & Equipment, Investment Properties, Intangible Assets and their carrying amount from beginning to end of reporting year are as follows:

(₹ in Lakhs)

Particulars	NOTE 5 : PROPERTY, PLANT AND EQUIPMENT							NOTE 6 : INVESTMENT PROPERTIES				NOTE 7 : INTANGIBLE ASSETS		
	Land (Leasehold)	Buildings	Office Equipment	Computer	Vehicle	Furniture & Fixture	Plant & Machinery	Total	Land (Freehold)	Land (Leasehold)	Buildings & Flats	Total	Soft ware	Total
Gross Carrying Value														
As at 01 April, 2023	815.51	1,340.38	1.23	1.13	78.30	2.64	13.43	2,252.62	5,002.10	3,731.97	11,745.04	20,479.11	-	-
Additions	-	-	3.92	1.40	-	-	-	5.32	184.92	-	2.74	187.66	4.69	4.69
Disposal / adjustments	-	-	-	-	-	-	-	-	1,076.20	322.11	107.04	1,505.35	-	-
As at 31 March, 2024	815.51	1,340.38	5.15	2.53	78.30	2.64	13.43	2,257.94	4,110.82	3,409.86	11,640.74	19,161.42	4.69	4.69
Additions	-	-	-	-	-	-	-	-	1,321.35	2.08	0.01	1,323.44	0.70	0.70
Disposal / adjustments**	-	-	-	-	-	-	-	-	728.80	363.57	425.67	1,518.04	-	-
As at 31 March, 2025	815.51	1,340.38	5.15	2.53	78.30	2.64	13.43	2,257.94	4,703.37	3,048.37	11,215.08	18,966.82	5.39	5.39
As at 01 April, 2023	61.45	136.53	0.25	1.13	6.43	2.63	1.07	209.50	-	230.29	1,326.14	1,556.43	-	-
Depreciation / Amortization	13.13	24.33	0.54	0.16	9.81	0.01	0.50	48.48	-	39.42	204.66	244.08	-	-
Disposal / adjustments	-	-	-	-	-	-	-	-	-	48.27	21.32	69.59	-	-
As at 31 March, 2024	74.58	160.86	0.79	1.29	16.24	2.64	1.57	257.97	-	221.44	1,509.48	1,730.92	-	-
Depreciation / Amortization	13.07	27.00	1.02	0.47	9.78	-	0.50	51.84	-	37.71	191.50	229.21	1.80	1.80
Disposal / adjustments	-	-	-	-	-	-	-	-	-	35.43	16.71	52.14	-	-
As at 31 March, 2025	87.65	187.86	1.81	1.76	26.02	2.64	2.08	309.82	-	223.72	1,684.27	1,907.99	1.80	1.80
Net carrying value														
As at 31 March, 2024	740.93	1,179.52	4.36	1.24	62.06	-	11.86	1,999.97	4,110.84	3,188.42	10,131.26	17,430.52	4.69	4.69
As at 31 March, 2025	727.86	1,152.52	3.34	0.77	52.28	-	11.35	1,948.12	4,703.37	2,824.65	9,530.81	17,058.83	3.59	3.59

Other Notes

- Refer notes 21 & 24 for details of Property, Plant and Equipment that have been pledged as a security/mortgaged with various Banks/ Financial institutions against loans taken.
- The Group has not valued its Property, plant and equipment, Investment Properties and Intangible Assets.
- Management has assessed the Fair Valuation of Investment Properties as on 31 March, 2025 based on the valuation by a registered valuer under rule 2 of companies (Registered Valuer and valuation Rules, 2016) and no impairment is required in the carrying value.
- Flats are not put to used. So depreciation has not been charged on flat
- Leasehold land of Rs. 12.98 lakh are not amortised because lease deed is not issued till date.
- **The Group has converted a fixed land asset situated at DhakarKhedi, Kota, into stock-in-trade for development purposes as on 01.07.2024. The land was subsequently divided and sold as individual residential plots. The cost of the land on 01.07.2024 was Rs. 5,28,26,360.00, with a fair market value of Rs. 22,70,72,600.00 on the same date.

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

NOTE 8: INVESTMENTS

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Investment in Equity Shares - Unquoted - At Cost		
Associate Company		
"Imperial Infin Private Limited (34,000 Equity Share of Face Value of 100 each, fully paid)"	34.00	34.00
TOTAL	34.00	34.00

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Aggregate amount of Quoted Investments	-	-
Aggregate amount of impairment in value of Quoted Investments	-	-
Aggregate amount of Unquoted Investments	34.00	34.00
Aggregate amount of impairment in value of Unquoted Investments	-	-

8.1 Details of equity investments/ Units held in Associate Companies

(Disclosure pursuant to Ind AS - 28 - Investments in Associates and Joint Ventures)

Outstanding Percentage

Particulars	Place of Business	As at 31.03.2025	As at 31.03.2024
Associate Company			
Imperial Infin Private Limited	India	42.74%	42.74%

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

NOTE 9: LOANS

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
At amortised cost		
a. Loan receivables - considered good - Secured	23,208.44	21,971.70
b. Loan receivables - considered good - Unsecured	14,998.92	14,450.46
c. Loan Receivables which have significant increase in credit risk	2,114.92	488.75
d. Loan Receivables – credit impaired	4,661.15	4,842.74
Loans - Gross	44,983.43	41,753.65
Less: Loss allowance	(4,782.68)	(4,683.71)
Loans - Net	40,200.75	37,069.94
a. Out of above:		
Loans receivable from related parties (Refer Note - 41B)	7,611.72	10,551.04
Loans receivable from others	37,371.71	31,202.61
	44,983.43	41,753.65
b. Non-current / current break-up of loan receivables:		
Non-current portion:		
a. Loan receivables - considered good - Secured	22,086.77	21,216.41
b. Loan receivables - considered good - Unsecured	2,470.31	3,155.27
c. Loan Receivables which have significant increase in credit risk	2,114.93	476.24
d. Loan Receivables – credit impaired	2,139.61	2,285.64
Loans - Gross - non-current portion	28,811.62	27,133.56
Less: Loss allowance	(2,235.33)	(2,133.06)
Loans - Net - non-current portion	26,576.29	25,000.50
Current portion:		
a. Loan receivables - considered good - Secured	1,121.68	755.29
b. Loan receivables - considered good - Unsecured	12,528.60	11,295.18
c. Loan Receivables which have significant increase in credit risk	-	12.51
d. Loan Receivables – credit impaired	2,521.53	2,557.11
Loans - Gross - current portion	16,171.81	14,620.09
Less: Loss allowance	(2,547.35)	(2,550.65)
Loans - Net - current portion	13,624.46	12,069.44

NOTE 10: OTHER NON CURRENT FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
(Unsecured, considered good unless otherwise stated)		
Security Deposits	39.31	39.32
Total	39.31	39.32

NOTE 11: OTHER NON CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
(Unsecured, considered good unless otherwise stated)		
Capital Advance*	22.00	43.49
Total	22.00	43.49

* In relation to this Capital Advance, Group has initiated legal proceedings against the counter party for defaulting in repayment of this capital advance, under section 138 of the Indian Negotiable Instruments Act, 1881, which deals with the dishonour of cheques due to insufficiency of funds in the drawer's account. The capital advance paid by as on 04.12.2024.

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

NOTE: 12: INVENTORIES

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Stock In Trade		
Stock in Trade - Land	2,175.37	-
Total	2,175.37	-

"The Group has converted a fixed land asset situated at DhakarKhedi, Kota, into stock-in-trade for development purposes as on 01.07.2024. The land was subsequently divided and sold as individual residential plots. The cost of the land on 01.07.2024 was Rs. 5,28,26,360.00, with a fair market value of Rs. 22,70,72,600.00 on the same date."

NOTE: 13: INVESTMENTS

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
a. Investment in Mutual Funds, Quoted, FVTPL*		
- UTI Low Duration Fund - Regular Growth (795 (2024: 795) of Face Value of Rs. 1 each)	27.64	25.65
b. Investment in Optionally Convertible Debentures, Unquoted, AC*		
- Arthmatetech Private Limited (Refer note 16) (8 (2024: 8) of Face Value of Rs. 1,00,000 each)	-	8.00
c. Investment in Equity Shares, Quoted, FVTPL*		
- Kokuyo Camlin Limited (537 (2024: 537) of Face Value of Rs. 1 each)	0.55	0.60
- Navneet Education Limited (Nil (2024: Nil) of Face Value of Rs. 2 each)	-	-
- Yes Bank Limited (61,012 (2024: 61,012) of Face Value of Rs. 2 each)	10.30	14.15
d. Other Investments - current	51.06	53.71
TOTAL	89.55	102.11

* FVTPL: Fair Value Through Profit and Loss, AC: Amortised Cost

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Aggregate amount of Quoted Investments	38.49	40.40
Aggregate amount of impairment in value of Quoted Investments	-	-
Aggregate amount of Unquoted Investments	51.06	61.71
Aggregate amount of impairment in value of Unquoted Investments	-	-

NOTE: 14 CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Cash in hand	5.36	6.97
Balances with Banks - current accounts	438.81	468.40
Other Bank Balance - fixed deposits	-	18.75
Total	444.17	494.12

NOTE: 15 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Balance with banks - in unpaid dividend account	6.50	5.55
Total	6.50	5.55

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

NOTE: 16 OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Rent and other receivables	18.78	9.48
Receivable against matured Optionally Convertible Debentures	8.00	-
- Less: Impairment Loss Allowance on above (Refer note 13)	(8.00)	-
Advance to employees	0.58	-
Other Receivable considered good	5.25	802.34
Total	24.61	811.82

NOTE: 17 OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Balance with government authorities	0.21	-
Receivables against sale of investment property	394.00	-
Total	394.21	-

NOTE: 18 ASSETS CLASSIFIED AS HELD FOR SALE

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Plots / Land*	34.34	43.88
Total	34.34	43.88

*Holding Company is having a plot of land in Bundi, Rajasthan measuring 119196 sq.ft. Management decided to develop the residential area on the same land and sale it and for the same they registered the project with RERA Rajasthan. Holding Company has sold some plots during the year. In the opinion of the management, remaining plot will be sold by March, 2026.

NOTE: 19 EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	As at 31.03.2025		As at 31.03.2024	
	Number	Amount	Number	Amount
Authorised				
Equity Shares of 10 each	3,38,55,000	3,385.50	3,38,55,000	3,385.50
issued, Subscribed and Fully Paid-up				
Equity Shares of 10 each	1,81,92,939	1,819.29	1,81,92,939	1,819.29

Sub note:**(a) Reconciliation of number of shares outstanding at the beginning and end of the year :**

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Opening number of equity shares outstanding at the beginning of the year	1,81,92,939	1,81,92,939
Closing number of equity shares outstanding at the beginning of the year	1,81,92,939	1,81,92,939

(b) Rights, preferences and restrictions attached to shares:

The Group has only one class of equity shares having par value of ₹10/- per share. Equity shareholder is entitled for one vote per share held. The shares entitle the holder to participate in dividends and in the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the company, in proportion to their shareholding.

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

(c) Promoters holding of fully paid-up equity shares:

Name of Shareholder	As at 31.03.2025		% of change	As at 31.03.2024		% of change
	No. of shares at the end of reporting period	% of shares held		No. of shares at the end of reporting period	% of shares held	
Mr. Pramod Kumar Maheshwari	21,16,003	11.63	-	2,116,003	11.63	-
Mr. Om Prakash Maheshwari	13,86,300	7.62	-	1,386,300	7.62	-
Mr. Nawal Kishore Maheshwari	13,85,800	7.62	-	1,385,800	7.62	-
Mrs. Kailash Bai	26,79,000	14.73	-	2,679,000	14.73	-
Mrs. Shilpa Maheshwari	13,39,500	7.36	-	1,339,500	7.36	-
Mrs. Rekha Maheshwari	13,39,500	7.36	-	1,339,500	7.36	-
Mrs. Neelima Maheshwari	13,39,500	7.36	-	1,339,500	7.36	-

(d) No Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting period.

(e) No class of shares have been bought back by the Group during the period of five years immediately preceding the reporting date.

(f) Shareholders holding more than 5% of fully paid-up equity shares:

Name of Shareholder	As at 31.03.2025		% of change	As at 31.03.2024		% of change
	No. of shares at the end of reporting period	% of shares held		No. of shares at the end of reporting period	% of shares held	
Mr. Pramod Kumar Maheshwari	2,116,003	11.63	-	2,116,003	11.63	-
Mr. Om Prakash Maheshwari	1,386,300	7.62	-	1,386,300	7.62	-
Mr. Nawal Kishore Maheshwari	1,385,800	7.62	-	1,385,800	7.62	-
Mrs. Kailash Bai	2,679,000	14.73	-	2,679,000	14.73	-
Mrs. Shilpa Maheshwari	1,339,500	7.36	-	1,339,500	7.36	-
Mrs. Rekha Maheshwari	1,339,500	7.36	-	1,339,500	7.36	-
Mrs. Neelima Maheshwari	1,339,500	7.36	-	1,339,500	7.36	-

NOTE: 20 OTHER EQUITY

(₹ in Lakhs)

Particulars	Reserves and Surplus						Other Comprehensive Income	Total
	Securities Premium	Capital Reserve	Statutory Reserve Under Section 45-IA	General Reserve	Revaluation Reserve	Surplus		
Balance as at 01 April, 2023	17,234.69	0.60	603.95	93.48	-	28,127.56	71.68	46,131.96
Adjustments on Merger/ Demerger (Refer note 39)	0.69	-	-	(6.90)	-	(1,804.63)	(71.68)	(1,882.52)
Balance as at 01 April, 2023 (restated)	17,235.38	0.60	603.95	86.58	-	26,322.93	-	44,249.44
Total profit / comprehensive income for the year	-	-	-	-	-	4,346.46	0.33	4,346.79
Transfer to Statutory Reserve under section 45-IA	-	-	363.03	-	-	(363.03)	-	-
Dividend paid	-	-	-	-	-	(545.79)	-	(545.79)
Balance as at 31 March, 2024	17,235.38	0.60	966.98	86.58	-	29,760.57	0.33	48,050.44
Total profit / comprehensive income for the year	-	-	-	-	-	3,811.71	(1.88)	3,809.83
Transfer to Statutory Reserve under section 45-IA	-	-	813.29	-	-	(813.29)	-	-
Revaluation reserve created during the year	-	-	-	-	1,669.29	-	-	1,669.29
Revaluation reserve transferred during the year	-	-	-	-	(1,669.29)	1,669.29	-	-
Adjustments on Merger / Demerger (Refer note 39)	-	-	-	-	-	(53.73)	-	(53.73)
Dividend paid	-	-	-	-	-	(727.72)	-	(727.72)
Balance as at 31 March, 2025	17,235.38	0.60	1,780.27	86.58	-	33,646.83	(1.55)	52,748.11

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

Nature and purpose of Reserves & Surplus

- General Reserve amount transferred /apportioned represents is in accordance with (the Companies Act, 1956) wherein a portion of profit is apportioned to general reserve, before a Company can declare dividend.
- "Other Comprehensive Income Reserve represents the balance in equity for item to be accounted in Other Comprehensive Income. OCI is classified into
 - Items that will not be reclassified to profit & loss
 - Items that will be reclassified to profit & loss."
- The balance consists of surplus retained from earned profits after payment of dividend and taxes thereon.
- Actuarial Gain and losses for defined plans are recognized through OCI in the period in which they occur. Re-measurement are not reclassified to profit or loss in subsequent periods.
- Balance of Security Premium Reserve consists of premium on issue of shares over its face value. The balance will be utilised for issue of fully paid bonus shares, buy-back of Holding Company's own share as per the provisions of the Companies Act, 2013.
- The Board of Directors of Group, at its respective meetings declared the following dividends the detail of which are as follows:-

Date of Board Meeting	Type of Dividend	Dividend per equity share
27.05.2024	Final Dividend for FY 2023-2024	1.00
13.08.2024	Interim Dividend for FY 2024-2025	1.00
12.11.2024	Interim Dividend for FY 2024-2025	1.00
14.02.2025	Interim Dividend for FY 2024-2025	1.00

NOTE: 21 BORROWINGS

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Secured		
Term Loans from Banks	897.24	1,195.00
	897.24	1,195.00
Less: Current maturities of Borrowings (Refer note 24)	(224.52)	(275.10)
Total	672.72	919.90

21.1 Terms of security and repayment are given below:

- Working Capital Term Loan (Kotak Bank) of ₹220.91 Lakhs @ 9 % p.a.(RPRR+ 2.75%) payable by February, 2027. The loan is secured against the primary security having first charge on current assets (Present and future) and having Collateral Security on Plot No.23, Shubham Enclave, C-Scheme, Jaipur. Personal guarantee given by Mr. Om Prakash Maheshwari and Mr. Pramod Maheshwari.
- Working Capital Term Loan (Kotak Bank) of ₹286.84 Lakhs @ 9.25 % p.a.(RPRR+ 2.75%) payable by February, 2029. The loan is secured against the primary security having first charge on current assets (Present and future) and having Collateral Security on Plot No.23, Shubham Enclave, C-Scheme, Jaipur. Personal guarantee given by Mr. Om Prakash Maheshwari and Mr. Pramod Maheshwari.
- Term (Auto) Loan (Bank of Baroda) of ₹38.26 Lakhs @ 9.15 % p.a.(RBI Repo Rate +2.9 %) payable by August 2027. The loan is secured against hypothecation of vehicle. Personal guarantee given by Mr. Om Prakash Maheshwari, Mr. Nawal Kishore Maheshwari, Mr. Pramod Maheshwari.
- Term Loan (ICICI Bank) of ₹351.23 Lakhs @ 8.85% p.a. (Repo + 2.60%) payable by January 2034. The loan is secured against the Security on Plot No. B-28 & 28-A, 10-B Scheme, Gopalpura by pass jaipur. Mr. Pramod Kumar Maheshwari is Co applicant.
- Term Loan (Central Bank of India) of ₹0.00 (₹87.16 Lakhs) @ 9.94% p.a., against the security of Land & Building at Khasra No. 269, Village Alaniya, Tehsil Ladpura, Kota, Rajasthan and Hypothecation of Plan & Machinery and Furniture & Fixtures. There is no outstanding Loan as on 31.03.2025, It is fully repaid on 07.12.2024.

NOTE: 21.2 MATURITY PROFILE OF TERM LOANS

(₹ in Lakhs)

Particulars	Repayment Ageing for FY 2024-25				Repayment Ageing for FY 2023-24			
	Less than 1 year	1-3 years	More than 3 years	Total	Less than 1 year	1-3 years	More than 3 years	Total
Term Loans from Banks								
- Kotak Mahindra Bank	173.60	251.64	82.51	507.75	167.28	346.07	154.08	667.43
- Bank of Baroda	11.16	27.10	-	38.26	13.56	30.30	5.56	49.42
- ICICI Bank	39.76	79.52	231.95	351.23	39.76	79.52	271.71	390.99
- Central Bank of India	-	-	-	-	54.50	32.66	-	87.16
Total	224.52	358.26	314.46	897.24	275.10	488.55	431.35	1,195.00

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

NOTE: 22 PROVISIONS

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Provision for Employee Benefits		
- Gratuity*	14.08	8.88
Total	14.08	8.88

* Refer Note No. 42

NOTE: 23 DEFERRED TAX LIABILITIES (NET)**Movements in Deferred Tax Liabilities / (Assets)**

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Opening Balance	230.90	324.60
Deferred Tax Assets		
Disallowance as per Income Tax Act	1,261.47	1,226.82
Gross Deferred Tax Assets	1,261.47	1,226.82
Deferred Tax Liabilities		
Depreciation and Amortisation expenses	1,523.17	1,457.72
Gross Deferred Tax Liabilities	1,523.17	1,457.72
Deferred Tax Liabilities (Net)	261.70	230.90

NOTE: 24 BORROWINGS

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Secured		
Credit / overdraft facilities from a Bank	105.29	1,896.63
Current maturities of Long term borrowings*	224.52	275.10
Unsecured		
"Loans & advances from related parties and others (Refer Note - 41B)"	3,186.14	2,194.77
Total	3,515.95	4,366.50

* Refer Note No. 21

- Credit / overdraft Facilities from Banks are secured against the immovable properties of Group.

NOTE: 25 OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Payable to employees	23.23	23.00
Payable to related party	2,391.71	1,134.65
Unclaimed dividends	6.50	5.55
Security deposits	69.54	70.01
Interest accrued but not due on borrowings	4.37	11.24
Advance from customers	722.10	1,040.76
Other Payable / Cheque in Transit	0.55	4.72
Total	3,218.00	2,289.93

Note : Refer Note 41 for related party transactions

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

NOTE: 26 OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Advance Rent	4.34	-
Statutory dues payable	98.03	78.13
Advance against sale of investment property	44.50	7.60
Total	146.87	85.73

NOTE: 27 PROVISIONS

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Provision for Employee Benefits		
- Gratuity*	1.67	1.11
Total	1.67	1.11

* Refer Note No. 42

NOTE: 28 CURRENT TAX LIABILITIES (NET)

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Provision for Income Tax (net of advance tax)	76.96	306.73
Total	76.96	306.73

NOTE: 29 REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Income from financing and investing activities		
Interest income on loans	5,054.54	4,674.70
Processing and other fees on loans	425.70	108.97
Rent Income	80.90	125.04
Sale of Plots (From Stock In Trade)	101.99	-
Total	5,663.13	4,908.71

NOTE: 30 OTHER INCOME

(₹ in Lakhs)

Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Interest income on loans	502.46	519.24
Rental income from Investment properties	399.89	678.35
Profit on sale of Investment properties / Asset held for sale	84.89	348.66
Fair valuation gain on Investments	-	60.94
Impairment loss allowance reversal on loan receivables (net)	-	35.81
Other miscellaneous income	10.65	55.23
Total	997.89	1,698.23

NOTE: 31 PURCHASE OF STOCK IN TRADE

(₹ in Lakhs)

Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Fixed Assets converted into Stock-in-trade	2,270.73	-
Total	2,270.73	-

NOTE: 32 CHANGE OF INVENTORIES OF STOCK-IN-TRADE

(₹ in Lakhs)

Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Opening Stock	-	-
Less: Closing Stock	2,175.37	-
Total	(2,175.37)	-

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

NOTE: 33 EMPLOYEE BENEFITS EXPENSES

(₹ in Lakhs)

Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Salaries, Wages and Bonus etc.	342.99	299.35
Gratuity Expenses (Refer Note 42)	3.24	1.99
Total	346.23	301.34

NOTE: 34 FINANCE COST

(₹ in Lakhs)

Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Interest expense on term loans and overdraft facilities	419.39	288.72
Bank charges	0.82	1.03
Total	420.21	289.75

NOTE: 35 DEPRECIATION AND AMORTIZATION EXPENSES

(₹ in Lakhs)

Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Depreciation on property, plant and equipment (Refer Note 5)	51.85	48.48
Depreciation on investment properties (Refer Note 6)	229.21	244.08
Amortization of intangible assets (Refer Note 7)	1.80	-
Total	282.86	292.56

NOTE: 36 OTHER EXPENSES

(₹ in Lakhs)

Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Advertisement expenses	0.58	0.11
Legal and professional expenses	12.04	13.27
Repairs and maintenance - Buildings	36.09	65.50
Repairs and maintenance - Hostel	24.99	37.27
Rent	9.22	12.00
Electricity & Water expenses	29.19	29.90
CSR expenses	98.50	70.01
Payments to Auditors	10.63	7.01
Impairment loss allowance on loan receivables (net)	98.98	-
Impairment loss allowance on debentures	8.00	-
Marketplace expenses	50.04	139.75
Bad debts and advances written off	-	1.26
Directors' Sitting Fees	2.56	2.40
Fair valuation loss on Investments	1.90	-
Loss on sale of investment property	6.27	-
Miscellaneous expenses	0.84	0.48
Total	389.83	378.96

NOTE: 37 Contingent Liabilities not provided for:

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Claims against the Group not acknowledged as debts - Disputed liabilities not adjusted as expenses in the Accounts being in appeals towards: (Refer 'Note - a' below)		
- Income tax (including interest)	21.36	16.19
Total	21.36	16.19

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

- (a) The Group is contesting above demand/s and the management including its advisers are of the view that these demand/s may not be sustainable. Pending resolution of the respective proceedings, it is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgements/decisions pending with various forums/authorities.

38 Commitments

Estimated amount of contracts remaining to be executed on capital account (net of advances) is Nil (Previous Year Nil).

- 39 To ensure the simplification of group structure by reducing the number of entities in the Group, thereby resulting in reduction in multiplicity of legal and regulatory compliances and reduction of costs and to ensure better synergy of operations by way of focused operational efforts to improve the overall operational efficiency and effectiveness of the resources, the Board of Directors of 'Srajan Capital Limited (SCL / Transferor / Subsidiary Company)', 'CP Capital Limited (erstwhile Career Point Limited) (CPCL / Parent / Transferee / Demerged Company)' and 'Career Point Edutech Limited (CPEL / erstwhile Subsidiary / Resulting Company)' had considered and approved the Composite Scheme of Arrangement under Section 230 to 232 and other Applicable Provisions of the Companies Act, 2013 (the 'Scheme'), which provides for amalgamation of Srajan Capital Limited into CP Capital Limited and demerger of education business of CP Capital Limited into Career Point Edutech Limited on going concern basis. The Chandigarh Bench of the Hon'ble National Company Law Tribunal (NCLT) through its order dated 23 September, 2024 (issued on 22 October, 2024) had approved the Scheme with the appointed date being 1 April, 2023, and thereafter it has been filed with the Registrar of Companies on 13 November, 2024.

Upon the Scheme becoming effective, the Education business of CPCL (Demerged Company) along with the assets and liabilities thereof has been transferred to CPEL (Resulting Company) on a going concern basis and the SCL (Transferor Company) has been amalgamated into CPCL (Transferee Company) and the same have been accounted for in the financial statements as at the appointed date i.e. 1 April, 2023, in accordance with the Scheme. Accordingly the consolidated financial statements after the appointed date have been restated to include the impact of the demerger and merger in accordance with the applicable Indian Accounting Standards (Ind AS).

Further, in accordance with the Scheme, the Board of Directors of CPEL, at its meeting held on 12 May, 2025, allotted 1,82,92,939 equity shares of Rs. 10/- each as fully paid-up to the eligible shareholders of CPCL in the ratio of 1 (One) equity share of Rs. 10/- each of the CPEL for every 1 (One) equity share of Rs. 10/- each held in CPCL, whose names appeared in the Register of Members or records of the depositories as on the Record Date i.e. 9 May, 2025.

NOTE: 40 EARNING PER SHARE (EPS)

(₹ in Lakhs)

Earning Per Equity Share	Year ended 31.03.2025	Year ended 31.03.2024
Net profit for the year attributable to equity shareholders	3,811.71	4,346.46
Weighted average number of equity shares outstanding	1,81,92,939.00	1,81,92,939.00
Basic/Diluted earnings per share (face value of 10 each)	20.95	23.89

Earning Per Share (EPS) is computed in accordance with Indian Accounting Standard (Ind AS -33) on "Earnings Per Share".

41. (A) Related party relationship and transactions

Name of the related parties with whom transactions were carried out during the period and description of relationship:

Associate:

Imperial Infin Private Limited

Key Management Personnel:

Mr. Pramod Maheshwari (Chairman, Managing Director & CEO)
 Mr. Om Prakash Maheshwari (CFO & Whole time Director)
 Mr. Nawal Kishore Maheshwari (Whole time Director)
 Mr. Pawan Kumar Lalpuria (Independent Director) (Tenure Completion on 31.03.2024)
 Mr. RS Choudhary (Independent Director) (Tenure Completion on 31.03.2024)
 Mr. Vishal Jain (Independent Director) (Resigned w.e.f 04.08.2023)
 Mr. Jagdish Prasad Sarada (Independent Director)
 Mrs. Divya Sodani (Independent Director)
 Mr. Sanjay Khandelwal (Independent Director w.e.f. 15.08.23)
 Mr. Akshay Gupta (Independent Director w.e.f. 15.08.23)
 Ms. Neha Garg (Independent Director w.e.f. 15.08.23)
 Mrs. Neelima Maheshwari (Non Executive Director)
 Mr. Manmohan Pareek (Company Secretary)
 Mr. Nikhar Jain

Relative of Key Management Personnel:

Smt. Shilpa Maheshwari (Wife of Director)
 Smt. Neelima Maheshwari (Wife of Director)
 Smt. Kailash Bai (Mother of Director)
 Smt. Rekha Maheshwari (Wife of director)
 Smt. Radha Rani (Sister of Director)
 Mr. Anmol Maheshwari

Enterprise under same Management:

Career Point Edutech Limited
 Career Point Institute of Skill Development Private Limited
 Career Point Learning Solution Limited
 Career Point Accessories Private Limited
 Edutiger Private Limited
 Diamond Business Solutions Private Limited
 Aditya Associates
 Swastika Polyolefines Private Limited
 Gopi Bai Foundation
 Global Public School a unit of Gopi Bai Foundation
 Career Point University, Kota
 Career Point University, Hamirpur

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

Proseed Foundation (Career Point Gurukul Mohali) (Cease to be related party from 12.04.2024)
Indo grains Private Limited
Yash Foundation
Career Point Foundation
Aadhaar foundation
Wellwin Technosoft Limited
Srajan Venture Private Limited
Gulab associates
Om Associates
Maheshwari Trading company
StudyBoard Education Private Limited

Nawal Kishore Maheshwari (HUF)
Om Prakash Maheshwari (HUF)
Pramod Kumar Maheshwari (HUF)
Rubymerry Enterprises Private Limited
Sankalp Capital Private Limited
Shricon Industries Limited
Eduplanet Knowledge Solutions Private Limited
Surago Agro Private Limited
Longway Business Solution LLP
Maheshwari Agrobases Private Limited
Progressive Foundation
Soyug Private Limited

(B) Table showing transactions with related parties:

(₹ in Lakhs)

Particulars	During the Year ended 31.03.2025	During the Year ended 31.03.2024
a. Rent Paid		
Diamond Business Solutions Private Limited	9.00	12.00
b. Renting of Warehousing Services Provided (Income)		
Wellfin Technosoft Limited	-	54.00
c. Remuneration		
Mr. Pramod Maheshwari (Chairman, Managing Director & CEO)	33.00	24.75
Mr. Om Prakash Maheshwari (CFO & Whole time Director)	33.00	33.00
Mr. Nawal Kishore Maheshwari (Whole time Director)	33.00	33.00
Mr. Manmohan Pareek (Company Secretary)	17.02	14.48
d. Director Sitting Fees		
Mr. Akshay Gupta (Independent Director w.e.f. 15.08.23)	0.48	0.16
Mrs. Divya Sodani (Independent Director)	0.48	0.40
Mr. Jagdish Prasad Sarda (Independent Director)	0.08	0.16
Mrs. Neelima Maheshwari (Non Executive Director)	0.48	0.40
Ms. Neha Garg (Independent Director w.e.f. 15.08.23)	0.48	0.16
Mr. Nikhar Jain	0.16	-
Mr. Sanjay Khandelwal (Independent Director w.e.f. 15.08.23)	0.40	0.16
Mr. Mahesh Gupta	-	0.08
Mr. Pawan Kumar Lalpuria (Independent Director) (Tenure Completion on 31.03.2024)	-	0.40
Mr. RS Choudhary (Independent Director) (Tenure Completion on 31.03.2024)	-	0.40
Mr. Vishal Jain (Independent Director) (Resigned w.e.f 04.08.2023)	-	0.08
e. Reimbursement/Payment on behalf of related parties		
Enterprises under same Management::		
Career Point Edutech Limited	46.44	30.01
Career Point Accessories Private Limited	6.12	7.59
Career Point Institute of Skill Development Private Limited	2.68	0.02
Career Point Infra Limited	130.92	72.79
Edutiger Private Limited	0.61	0.06
Career Point Learning Solution Limited	1.67	1.31
Surago Agro Private Limited	52.06	38.20
Aditya Associates	3.18	1.24
Yash Foundation	0.32	0.01
Gopi Bai Foundation	0.00	-
Global Public School	29.12	15.44

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

Particulars	During the Year ended 31.03.2025	During the Year ended 31.03.2024
Career Point Foundation	0.02	0.01
Proseed Foundation	-	119.24
Aadhaar Foundation	0.32	0.01
StudyBoard Education Private Limited	0.04	0.02
Progressive Foundation	-	-
Career Point University, Kota	217.88	145.92
Career Point University, Hamirpur	28.83	30.70
Wellwin Technosoft Limited	50.08	72.44
Srajan Venture Private Limited	0.02	0.02
Diamond business solution Private Limited	0.03	0.01
Gulab associates	0.59	1.08
Om Associates	-	0.03
Maheshwari Trading company	17.08	16.89
Swastika Polyolifines Private Limited	38.60	11.58
Longway Business Solution LLP	27.88	6.06
Indo Grains Private Limited	0.11	0.06
Maheshwari Agrobases Private Limited	0.01	-
Nawal Kishore Maheshwari (Huf)	0.46	0.48
Om Prakash Maheshwari (HUF)	4.57	4.00
Pramod Kumar Maheshwari (HUF)	0.28	0.30
Rubymerry Enterprises Private Limited	2.40	0.03
Sankalp Capital Private Limited	13.35	3.32
Shricon Industries Limited	1.31	1.93
Soyug Private Limited	365.10	309.79
Eduplanet Knowledge Solutions Private Limited	0.04	0.02
Associates:		
Imperial Infin Private Limited	3.47	4.06
Key Management Personnel:		
Mr. Pramod Maheshwari (Chairman, Managing Director & CEO)	23.92	7.25
Mr. Om Prakash Maheshwari (CFO & Whole time Director)	17.32	95.99
Mr. Nawal Kishore Maheshwari (Whole time Director)	-	5.40
Relatives of Key Managerial Personnel:		
Smt. Kailash Bai	-	16.52
Smt. Neelima Maheshwari	-	-
Smt. Rekha Maheshwari	8.89	3.24
Smt. Anmol Maheshwari	1.15	0.37
Smt. Radha Rani	-	0.35
Smt. Shilpa Maheshwari	10.00	21.29
f. Outstanding Balance (Trade Receivables)		
Caereer Point University, Hamirpur	-	800.00

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

41. (B) Table showing transactions with related partiescontinued

g. Loans given to related parties

(₹ In Lakhs)

Particulars	Loan Given (including interest)		Loan Recovered (including interest)		Balance outstanding	
	During the Year ended 31.03.2025	During the Year ended 31.03.2024	During the Year ended 31.03.2025	During the Year ended 31.03.2024	As at 31.03.2025	As at 31.03.2024
Enterprises under same Management:						
(i) Aditya Associates	24.21	23.31	80.82	53.83	10.70	67.32
(ii) Career Point University, Hamirpur	254.89	2,268.02	276.52	2,453.48	-	21.63
(iii) Career Point University, Kota	6,821.77	4,462.48	6,363.80	4,991.18	952.91	494.94
(iv) Maheshwari Trading Company	682.54	1,251.39	811.00	1,154.33	821.95	950.41
(v) Proseed Foundation	322.50	815.73	322.50	815.73	4,397.33	4,397.33
(vi) Singh Associates	139.36	-	11.86	-	127.50	-
(vii) Global Public School (A unit of Gopi Bai Foundation)	180.10	439.55	207.50	379.79	149.52	176.92
(viii) Swastika Polyolefines Pvt. Ltd.	416.97	645.51	802.00	54.55	391.44	776.47
(ix) Eduplanet Knowledge Solutions Pvt Ltd	0.08	1.57	1.64	0.01	-	1.56
(x) Srajan Venture Private Limited	-	-	-	-	181.46	181.46
(xi) Study Board Education Private Limited	0.06	0.06	0.77	0.01	-	0.71
(xii) Surago Agro Private Limited	56.80	180.77	95.69	306.08	578.90	617.79
(xiii) Wellwin Technosoft Limited	-	7,737.86	-	9,711.06	-	-
(xiv) Soyug Limited	6,073.06	4,016.10	8,937.55	1,151.61	-	2,864.49
Total	14,972.33	21,842.34	17,911.65	21,071.67	7,611.72	10,551.04

h. Loans taken from related parties

Particulars	Loan Given (including interest)		Loan Recovered (including interest)		Balance outstanding	
	During the Year ended 31.03.2025	During the Year ended 31.03.2024	During the Year ended 31.03.2025	During the Year ended 31.03.2024	As at 31.03.2025	As at 31.03.2024
Enterprises under same Management:						
(i) Diamond Business Solution Limited	9.76	27.19	-	12.54	91.62	81.86
(ii) Longway Business Solution LLP	272.00	58.06	45.00	177.61	335.58	108.58
(iii) Rubymerry Enterprises Pvt. Ltd.	2.58	31.64	2.00	0.06	32.16	31.58
(iv) Edutiger Private Limited	0.49	0.47	0.36	0.05	5.55	5.42
(v) Career Point Learning Solutions Ltd.	58.87	13.00	26.48	24.02	477.74	445.35
(vi) Career Point Inst. of Skill Develop. Pvt. Ltd	20.38	98.05	9.38	-	109.05	98.05
(vii) Career Point Edutech Ltd.	784.45	1,009.00	180.30	483.74	1,825.03	1,220.88
(viii) Career Point Accessories Private Limited	138.65	128.00	117.00	100.55	78.50	56.85
(ix) Wellfin Technosoft Limited	73.68	-	73.68	-	-	-
Associate						
(i) Imperial Infin Private Limited	66.61	54.36	1.20	6.04	199.62	134.21
Total	1,427.47	1,419.77	455.40	804.61	3,154.85	2,182.78

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

42 The disclosures required under IND AS 19 "Employee Benefits" are as given below:**"A) Defined Contribution plan**

The Group has classified the various benefits provided to employees' as follows:"

- a) Provident Fund
- b) Employee State Insurance Plan

Contribution to Defined Contribution Plan, recognized as expense for the Year is as under:

(₹ in Lakhs)

S.N.	Particulars	Year ended 31.03.2025	Year ended 31.03.2024
1	Group's contribution to provident fund	2.34	1.43
2	Group's contribution to ESI	1.54	1.14

B) Defined Benefit Plan:

Payable on separation as per the Payment of Gratuity Act, 1972 as amended, @ 15 days' pay, for each completed year of service to eligible employees who render continuous service of 5 years or more.

a) Amounts to be recognised in the Balance Sheet

(₹ in Lakhs)

S.N.	Particulars	Year ended 31.03.2025	Year ended 31.03.2024
	Present Value of Funded Obligation		
1	- Non Current	14.08	8.88
2	- Current	1.67	1.11
	Total Liability	15.75	9.99

b) Reconciliation of opening and closing Balance of Defined Benefit Obligation

(₹ in Lakhs)

S.N.	Particulars	Year ended 31.03.2025	Year ended 31.03.2024
1	Present value of obligation at the beginning of the year	9.99	8.44
2	Current service cost	2.57	1.42
3	Interest cost	0.68	0.57
4	Benefits paid	0.00	0.00
5	Actuarial loss/(gain)	2.51	-0.44
6	Present value of obligation at the end of year	15.75	9.99

The components of the gratuity are as follows:

c) Expense recognized in the Statement of Profit and Loss

(₹ in Lakhs)

S.N.	Particulars	Year ended 31.03.2025	Year ended 31.03.2024
1	Current service cost	2.57	1.42
2	Interest Cost	0.67	0.57
3	Defined benefit cost recognized in statement of Profit or loss account	3.24	1.99

d) Other comprehensive (income)/expenses (Remeasurement)

(₹ in Lakhs)

S.N.	Particulars	Year ended 31.03.2025	Year ended 31.03.2024
1	Cumulative unrecognized actuarial (gain)/loss opening. B/F	(0.44)	0.00
2	Actuarial loss/ (gain)- Obligation	2.51	(0.44)
3	Actuarial loss/ (gain)- Plan Assets	-	-
	Component of defined benefit costs recognized in Other Comprehensive Income	2.07	(0.44)

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

e) The principal actuarial assumptions used for estimating the Group's defined benefit obligations for gratuity and leave encashment are set out below:

(₹ in Lakhs)

S.N.	Particulars	Year ended 31.03.2025	Year ended 31.03.2024
1	Discount Rate	6.75%	6.75%
2	Salary Growth Rate	5.00%	5.00%
3	Withdrawal rate (Per Annum)	10.00%	10.00%
4	Mortality	IALM 2012-14	IALM 2012-14

The principal assumptions are the discount rate & salary growth rate. The discount rate is generally based upon the market yields available on Government bonds. The estimate of rate of escalation in salary considered in actuarial valuation, taken into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

f) Sensitivity analysis:

(₹ in Lakhs)

S.N.	Particulars	Change in Assumptions	"Increase/(decrease) in Gratuity Obligations 31 March, 2025	"Increase/(decrease) in Gratuity Obligations 31 March, 2024
1	Discount rate	1%	14.80	9.35
		(1)%	16.82	10.71
2	Salary Growth rate	1%	16.83	10.72
		(1)%	14.77	9.33
3	Withdrawal Rate	1%	15.78	10.04
		(1)%	15.70	9.93

The above sensitivity analysis is based on change in an assumption while holding all other assumption constant in practice, this is unlikely to occur, and change in some of the assumption may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumption the same method [projected unit credit method] has been applied as when calculating the defined benefit obligation recognized within the balance sheet.

g) Estimate of expected benefit payments

(₹ in Lakhs)

S.N.	Particulars	Year ended 31.03.2025	Year ended 31.03.2024
1	0 - 1 year	1.67	1.11
2	1 - 2 year	0.68	0.42
3	2 - 3 year	2.64	0.42
4	3 - 4 year	0.51	1.31
5	4 - 5 year	0.68	0.32
6	5 year onwards	9.55	6.40

The Group is depositing P.F contribution only for eligible employees within statutory limits. The employees whose income is above the statutory limits have opted not to subscribe and accordingly, the company is not required to make the contribution.

43 Information about segments:

- The Group's operating segments are established on the basis of those components of the group that are evaluated regularly by the Executive Committee (the 'Chief Operating Decision Maker' as defined in Ind AS 108 - 'Operating Segments'), in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.
- The Group's primary business comprises of 'Financing (Interest on Loans) Activities' and 'Infra Division'. The business segments have been identified considering the nature of services, the differing risks and returns, the organization structure and the internal financial reporting system.
- As per Indian Accounting Standard 108 - Operating Segments, the Group has reported segment information on consolidated basis including businesses conducted through its subsidiaries.
- Segment revenue, results, assets and liabilities have been accounted for on the basis of their relationship to the operating activities of the segment and amounts allocated on a reasonable basis.
- Revenue and expenses directly attributable to segments are reported under each reportable segment. Expenses incurred on behalf of other segments and not directly identifiable to each reportable segment have been allocated to each segment on the basis of associated revenues of each segment. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

- (vi) "Assets and liabilities that are directly attributable to segments are disclosed under each reportable segment. Common assets have been allocated to each segment on the basis of associated revenues of each segment. Common liabilities have been allocated to each segment on the basis of total segment expense. All other assets and liabilities are disclosed as unallocable.
If the segment result of a segment includes interest or dividend income, its segment assets include the related receivables, loans, investments, or other interest or dividend generating assets.
If the segment result of a segment includes interest expense, its segment liabilities include the related interest-bearing liabilities"
- (vii) The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted by the Group. Revenue and expenses, which relate to the Group as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocated expenses/income". Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments.
- (viii) The Group provides its services in india only and hence there is no geographical segment.

(a) Segment Information is as under:

(₹ in Lakhs)

S.N.	Particulars	31.03.2025	31.03.2024
1	Segment Revenue (Net Sales Income from Segment)		
	Financing Division	5,480.24	4,783.67
	Infra Division	182.89	125.04
	Less:Inter Segment Revenue	-	-
	Net Sales/Income from Operation	5,663.13	4,908.71
2	Segment Results Profit/(Loss) before interest and Tax		
	Financing Division*	4,201.53	3,684.23
	Infra Division	-21.84	15.58
	Total	4,179.69	3,699.81
	Add: Other Un-allocable income Net of Un-allocable Expenditure	997.90	1,698.23
	Profit before Tax (Including share of profit/(loss) of Associate)	5,177.59	5,398.04
3	Segment Assets		
	Financing (NBFC) Division	43,241.15	40,648.89
	Infra Division	19,234.20	17,430.52
	Unallocated Assets	-	-
	Total	62,475.35	58,079.41
4	Segment Liabilities		
	Financing Division	7,564.77	7,662.26
	Infra Division	4.52	9.79
	Unallocated Liabilities	338.66	537.63
	Total	7,907.95	8,209.68

(b) Revenue from major customers

The Group is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer.

44. The balances in the accounts of the loans and advances and other parties are subject to confirmation / reconciliation. Adjustment, if any will be accounted for on confirmation / reconciliation of the same, which in the opinion of the management will not have a material impact.
45. SCL (Transferor Company), which was a Non-Banking Financial Company (NBFC) registered with the Reserve Bank of India (RBI), to ensure its amalgamation with CPCL (Transferee Company) had surrendered its Certificate of Registration as NBFC ('COR') after the Scheme of Arrangement became effective and as its business was amalgamated in CPCL (Transferee Company) on a going concern basis, CPCL to carry out the business as NBFC had applied for the COR, which has since granted by RBI w.e.f. 1 April, 2025.

Further, with the necessary approvals of the shareholders and the Registrar of Companies, Jaipur, CPCL had altered its object clause of the Memorandum of Association w.e.f. 10 September, 2021 to include activities related with NBFC and though CPCL is now registered as NBFC, however, considering that its COR as NBFC is applicable / effective from 1 April, 2025, its financial statements as at 31 March, 2025 and for the year ended on that date, have been presented in accordance with the Division II of Schedule III of the Companies Act, 2013 as applicable to Ind AS Compliant Non- NBFC Companies."

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

46 Financial risk management objectives and policies

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group activities.

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework.

In performing its Operating, Investing and Financing activities the Group is exposed to the Liquidity and Funding Risk, Interest Rate Risk and Credit Risk.

- (A) **Interest rate risk:** Interest rate risk stems from movements in market factors, such as interest rates, credit spreads which impacts investments, income and the value of portfolios.

Interest rate risk is:

- measured using Valuation at Risk ("VaR"), and modified duration analysis and other measures, including the sensitivity of net interest income.
- monitored by assessment of probable impacts of interest rate sensitivities under simulated stress test scenarios given range of probable interest rate movement so on both fixed and floating assets and liabilities."

- (B) **Credit Risk:** Credit risk is the risk of financial loss arising out of a customer or counter party failing to meet their repayment obligations to the Group.

Credit risk is:

- measured as the amount at risk due to repayment default to a customer or counter party to the Group. Various matrices such as EMI default rate, overdue position, collection efficiency, customers non-performing loans etc. are used as leading indicators to assess credit risk.
- monitored by Risk Management Committee using level of credit exposures, portfolio monitoring, repurchase rate, bureau data of portfolio performance and industry, geographic, customer and portfolio concentration risks.
- managed by a robust control framework by the risk department which continuously align credit policies, obtaining external data from credit bureaus and reviews of portfolios and delinquencies by senior and middle Management team comprising of risk, analytics, collection and fraud containment along with business. The same is periodically reviewed by the Board appointed Risk Management Committee."

Financial Instruments

Credit risk from balances with banks, trade receivables, loans and advances and financial institutions is managed by the Group's top management in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the top management on an annual basis, and may be updated throughout the year subject to approval of the Group's board of directors. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Group has a well-defined sale policy to minimize its risk or credit defaults. Outstanding receivables are regularly monitored and assessed. Impairment analysis is performed based on historical data at each reporting date on an individual basis.

Financial assets are written off when there is no reasonable expectation of recovery, such as customer failing to engage in a repayment plan with the Group.

Deposits with Bank: The deposits with banks constitute mostly the liquid investment of the Group and are generally not exposed to credit risk.

- (C) **"Liquidity and Funding Risk:** Liquidity risk arises from mismatches in the timing of cash flows.

Funding risk arises:

- when long term assets cannot be funded at the expected term resulting in cash flow mismatches;
- amidst volatile market conditions impacting sourcing of funds from banks and money markets

Liquidity and funding risk is:

- measured by identifying gaps in the structural and dynamic liquidity statements.
- monitored by assessment of the gap between visibility of funds and the near-term liabilities given current liquidity conditions.
 - a constant calibration of sources of funds in line with emerging market conditions in banking and money markets.

The table below summarizes the maturity profile of company's financial liabilities based on contractual undiscounted payments: -

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

(₹ in Lakhs)

Particulars	As at 31.03.2025			
	Carrying Ammount	<1 Year on Demand	>1 Year	Total
Interest bearing borrowings	4,118.67	3,515.95	672.72	4,188.67
Trade Payable	-	-	-	-
Other Liabilities	3,215.95	3,218.00	-	3,218.00
Total	7,334.62	6,733.95	672.72	7,406.67
	As at 31.03.2024			
Interest bearing borrowings	5,286.40	4,366.50	919.90	5,286.40
Trade Payable	-	-	-	-
Other Liabilities	2,289.93	2,289.93	-	2,289.93
Total	7,576.33	6,656.43	919.90	7,576.33

47 Capital Risk Management:

The Group's policy is to maintain an adequate capital base so as to maintain customer and market confidence and to sustain future development. Capital includes issued capital, share premium and all other equity reserves attributable to equity holders. The primary objective of the Group's capital management is to maintain an optimal structure so as to maximize the shareholder's value. In order to strengthen the capital base, the Group may use appropriate means to enhance or reduce capital, as the case may be. No changes were made in the objectives, policies or processes during the year ended 31 March, 2025 and 31 March, 2024.

The Company is not subject to any external imposed capital requirement. The Group Companies monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net Debt is calculated as borrowings less cash and cash equivalents.

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Borrowings (A)	4,118.67	5,286.40
Less: Cash and Cash equivalents (B)	(444.17)	(494.12)
Net debt (C = A - B)	3,674.50	4,792.28
Equity Share Capital (D)	1,819.29	1,819.29
Other Equity (E)	52,748.11	48,050.44
Total Capital (F = D+E)	54,567.40	49,869.73
Capital and net debt (G = C +F)	58,241.90	54,662.01
Gearing ratio (C/G)	6.31%	8.77%

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest - bearing loans and borrowings that defined capital structure requirements. Breaches in meeting the financial covenants would permit the Bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest- bearing borrowings in the current period.

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

48. Fair valuation techniques

The Group maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

(₹ in Lakhs)

Particulars	As at 31.03.2025		As at 31.03.2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
(i) Financial Assets				
(a) At fair value through Profit & Loss				
- Current Investment in Mutual Fund	27.64	27.64	25.65	25.65
- Current investment in Quoted shares	10.85	10.85	14.75	14.75
(b) At Amortized Cost / Cost				
- Investment in Associate (unquoted)	34.00	34.00	34.00	34.00
- Optionally Convertible Debentures	-	-	8.00	8.00
- Loans	40,200.75	40,200.75	37,069.94	37,069.94
- Cash and cash equivalents	444.17	444.17	494.12	494.12
- Other bank balances	6.50	6.50	5.55	5.55
- Others	114.98	114.98	904.85	904.85
Total	40,838.89	40,838.89	38,556.86	38,556.86
(ii) Financial Liabilities				
(a) At Amortized Cost / Cost				
- Borrowings	4,188.67	4,188.67	5,286.40	5,286.40
- Others	3,218.00	3,218.00	2,289.93	2,280.14
Total	7,406.67	7,406.67	7,576.33	7,566.54

* Investments in associate is accounted using equity method as per Ind AS 28 - Investments in Associates and Joint Ventures.

The following methods and assumptions were used to estimate the fair values:

- 1) Fair value of cash and deposits, other bank balances, trade receivables, loans, trade payables, and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- 2) Long-term fixed-rate and variable-rate receivables / borrowings are evaluated by the Group based on parameters such as interest rates, specific country risk factors, credit risk and other risk characteristics. Fair value of variable interest rate borrowings approximates their carrying values. For fixed interest rate borrowing fair value is determined by using the discounted cash flow (DCF) method using discount rate that reflects the issuer's borrowings rate. Risk of non-performance for the Group is considered to be insignificant in valuation.

Fair Value Hierarchy

All financial assets and liabilities for which fair value is measured in the financial statements are categorised within the fair value hierarchy, described as follows:-

Level 1 - Quoted prices in active markets.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Inputs that are not based on observable market data.

The following table presents the fair value measurement hierarchy of financial assets and liabilities, which have been measured subsequent to initial recognition at fair value as at 31st March, 2025 & 31st March 2024.

Assets / Liabilities measured at fair value through Profit or loss (Accounted)	As at 31 March, 2025		
	Level 1	Level 2	Level 3
Financial assets			
- Investment in Mutual Funds (through P&L)	27.64	-	-
- Investment in Listed Equity Shares (through P&L)	10.85	-	-

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

Assets / Liabilities measured at fair value through Profit or loss (Accounted)	As at 31 March, 2024		
	Level 1	Level 2	Level 3
Financial assets			
- Investment in Mutual Funds (through P&L)	25.65	-	-
- Investment in Listed Equity Shares (through P&L)	14.75	-	-

49 INCOME TAX**A) Amounts recognized in statement of profit and loss**

(₹ in Lakhs)

Particulars	2024-25	2023-24
Current Income Tax		
-Current Year	1,311.02	1,109.28
-Adjustment in respect of current income tax of earlier year	23.42	36.11
Deferred Tax-Relating to origination & reversal of temporary differences	31.44	(93.81)
Income tax expense reported in the statement of profit and loss	1,365.88	1,051.58

B) Income tax recognized in other comprehensive income

(₹ in Lakhs)

Particulars	2024-25	2023-24
Income tax on Re-measurement losses on defined benefit plans	0.63	(0.11)
Total	0.63	(0.11)

© Reconciliation of effective tax rate

(₹ in Lakhs)

Particulars	2024-25	2023-24
Accounting profit before tax	5,177.59	5,398.04
At Statutory Income Tax rate @25.168%	1,303.10	1,358.58
Fair valuation/ Sale of financial assets and others	(1.44)	114.44
Sale of Property Plant & Equipment (Land)	1.43	(374.42)
Non-deductible expenses	62.79	(47.02)
Accounting profit after tax	3,811.71	4,346.46
Effective Tax rate	26.38%	19.48%

50 Other Comprehensive Income/ (Loss)

(₹ in Lakhs)

Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Remeasurement gain of the net defined benefit liability		
Item that will not be reclassified subsequently to profit or loss		
- Actuarial (Loss) / Gain on Remeasurement of Defined Benefit Plan*	(2.51)	0.44
- Tax on Above	0.63	(0.11)
Total	(1.88)	0.33

* Refer Note No. 42

51 Additional Disclosures

- (i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988.
- (ii) The Group has not done any transaction with Struck off Companies during the year ended 31 March, 2025.
- (iii) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (iv) The Group Companies has not declared wilful defaulter by any bank or financial institution or any other lenders.
- (v) The Group has not advanced or loaned or invested funds to any other person(s) or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries"

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

- (vi) The Group has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. "
- (vii) The Group has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961.
- (viii) The Group Companies have not been sanctioned working capital limit in excess of 5 crore, in aggregate, at points of time during the year, from bank on the basis of security of current assets.
- (ix) The Group has utilized the borrowings from banks and financial institutions for the specific purpose for which it was taken during the financial year.
- (x) The Group does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- (xi) The Group does not make any Loan and Advances in the nature of Loans to Promoter, Director and KMPs.
- (xii) The title deed of immovable properties of the Group Companies are held in the name of the Group Companies.
- 52 The Group and its Associate uses accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except in case of Holding Company, in certain components where the audit trail were not operating due to system limitations. Further at no instance the Audit Trail feature was tempered with and the audit trail has been preserved by the Group and its Associate as per the statutory requirements for record retention.

53 In compliance with Ind AS 112 on disclosure of interests in other entities, following disclosures are made in respect of:

(₹ in Lakhs)

Particulars	Career Point Infra Limited	Imperial infin Private Limited
Country of Incorporation	India	India
Relation with holding company	Subsidiary	Associate
Summarized Balance Sheet		
Percentage of Shareholding/Control	100%	42.74%
Share Capital	397.90	79.55
Other equity	15,947.46	425.53
Current Assets	7,354.59	201.34
Non-Current Assets	9,226.93	333.56
Current Liabilities	18.71	6.62
Non-Current Liabilities	217.45	23.20
Revenue	778.99	44.31
Tax Expense	152.72	7.26
Profit/(Loss) for the year	421.54	35.73
Other Comprehensive Income	-	83.74
Total Comprehensive Income	421.54	119.47

CP Capital Limited (Erstwhile Career Point Limited)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2025

54 Additional information pursuant to Schedule iii of the Companies Act, 2013 as at 31 March, 2025

(₹ In Lakhs)

Name of the Entity	Net Assets i.e. Total Assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	Amount	As a % of consolidated net assets	Amount	As a % of consolidated Profit & Loss	Amount	As a % of consolidated Profit & Loss	Amount	As a % of consolidated total comprehensive income
Parent Company								
CP Capital Limited	42,563.67	78.00%	3,459.53	90.76%	(1.88)	100.00%	3,457.65	90.76%
Subsidiary Company								
Career Point Infra Limited	11,952.67	21.90%	301.12	7.90%	-	0.00%	301.12	7.90%
Associate								
Imperial Infin Private Limited	51.06	0.10%	51.06	1.34%	-	0.00%	51.06	1.34%

55. The previous year's figures have been regrouped and reclassified wherever considered necessary. Further, as the financial statements for the previous year include the impact of the demerger and amalgamation as detailed in note 39, accordingly the same may not be comparable.

As per our report of even date**For S.P. Chopra & Co.**

Chartered Accountants

Firm Registration no. 000346N

For and on behalf of the Board of Directors**Pramod Maheshwari**

Managing Director & CEO

DIN : 00185711

Om Prakash Maheshwari

Executive director & CFO

DIN: 00185677

(Gautam Bhutani)

Partner

Membership No. 524485

Place : Kota (Rajasthan)

Date: 30 May, 2025

Manmohan Pareek

Company Secretary

Membership No. ACS34858

NOTICE OF THE 25TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Fifth Annual General Meeting ("AGM") of the Members of CP Capital Limited (Erstwhile Career Point Limited) (CIN- L64990PB2000PLC054497) will be held on Monday, 29th day of September, 2025 at 4.00 p.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

- To receive consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2025 together with the reports of the Board of Directors and the Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

- To receive consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2025 together with the reports of the Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

"RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

- To appoint a Director Mr. Om Prakash Maheshwari (DIN: 00185677), who retires by rotation as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Om Prakash Maheshwari (DIN: 00185677), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

- To appoint a Director Mr. Nawal Kishore Maheshwari (DIN: 00185762), who retires by rotation as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Nawal Kishore Maheshwari (DIN: 00185762), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

- Appointment of M/s. S P Chopra & Co., Chartered Accountants, as Statutory Auditors of the Company for a period of five consecutive years**

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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and guidelines issued by the Reserve Bank of India for appointment of Statutory central auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks and NBFCs, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on Company's Policy on appointment of Statutory Auditors and on the recommendation of Audit Committee and the Board of Directors, consent of the members be and is hereby accorded to appoint M/s. S P Chopra &

Co., Chartered Accountants (Firm Registration No. 000346N) as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 25th Annual General Meeting (AGM) until the conclusion of the 30th AGM to be held for the financial year ending 31 March 2030, on such remuneration as may be recommended by the Audit Committee and decided by the Board of Directors in consultation with the Statutory Auditors of the Company in addition to applicable taxes, reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.

RESOLVED FURTHER THAT the Board and Key Managerial Personnel of the Company be and are hereby severally and/ or jointly authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all applications, documents, writings and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

SPECIAL BUSINESS:

- Appointment of Secretarial Auditor for a period of five consecutive years**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the provisions of Section 204(1) of the Companies Act, 2013 along with the applicable Rules thereunder, and other applicable provisions, if any, of the Companies Act, 2013 and based on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for appointment of M/s Bharat Rathore & Associates, Practicing Company Secretary (Firm Registration No. – S2018RJ589300 and Peer review No. – 1713/2022) as the Secretarial Auditor of the Company, to conduct Secretarial Audit of the Company for five consecutive financial years respectively ending on 31 March 2026, 31 March 2027, 31 March 2028, 31 March 2029, 31 March 2030 ('the Term') and to issue (i) the Secretarial Audit Report under Section 204 of the Act for the Term and (ii) the Secretarial Audit Reports under Regulation 24A(1)(a) of the Listing Regulations for the Term, at a remuneration to be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT Managing Director, Chief Financial Officer and Company Secretary be and are hereby severally authorised to file necessary forms with Registrar of Companies and to do all such acts, deeds and things, as may be necessary, to give effect to the above said resolution."

- To approve material related party transactions of the company and its subsidiaries and in this regard, to consider, and if thought fit, to pass the following resolution as an ordinary resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 2 (1) (zc), 23 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, and Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act'), read with Rule framed thereunder (including any amendment(s) or statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable laws / statutory provisions, if any (hereinafter collectively referred to as "Applicable Laws"), the Company's policy on related party transactions as well as subject to such approval(s), consent(s) and or permission(s) as may be required and based on the recommendation of the Audit Committee, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly authorized committee of Directors constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), to enter into and / or to carry out and / or continue to enter, carry out contracts / arrangements / material related party transactions, whether by way of renewal(s) or extension(s) or modification(s) of earlier contracts/ arrangements / transactions or otherwise, related parties within the meaning of Regulation 2(1)(zb) of the Listing Regulations ("Related Party Transactions"), on such terms and conditions as the Board may decide, for a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026, up to a maximum value and/or total outstanding on any date during the financial year of the Related Party Transaction(s) as mentioned in terms of the explanatory statement to this resolution and more specifically set out in Statement nos. A-1 to A-17 in the explanatory statement to this resolution on the respective material terms & conditions set out in each of Statement nos. A-1 to A-17, notwithstanding the fact that the aggregate value of Related Party Transactions may exceed materiality threshold as prescribed under the Applicable Laws, provided however, that the said Related Party Transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company and/ or its subsidiaries, and such Related Party Transactions shall be in the nature of:

- a) Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from related parties including but not limited to payment services, acquiring/issuing services for offline and online transactions and

- b) other services, up to a maximum aggregate value and/or total outstanding on any date during the period as detailed in the explanatory statement to this resolution.
 rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to related parties including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of related parties, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding on any date during the period as detailed in the explanatory statement to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and as the Board may in its absolute discretion deem necessary, desirable or expedient, including but not limited to finalizing the terms and conditions, methods and modes, finalizing and executing necessary documents, including contracts, schemes, agreements and such other papers, documents as may be required, filing applications and seeking all necessary approvals from relevant authorities (if required) to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby further authorized to delegate all or any of the powers herein conferred to director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

**Kota (Rajasthan),
August 13, 2025**

Registered Office:

Village Tangori, Banur,
Mohali, Punjab- 140601

Corporate Office:

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

**By Order of the Board
For CP Capital Limited
(Erstwhile Career Point Limited)**
s/d

**CS Manmohan Pareek
Company Secretary
ICSI Membership No. A34858**

NOTES:

- The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), and regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 setting out material facts relating to Special Business under item Nos. 5 to 7 to be transacted at the 25th Annual General Meeting ("AGM") is annexed hereto and forms part of the Notice.

GENERAL INSTRUCTIONS FOR PARTICIPATION AT 25th AGM AND E-VOTING

- Pursuant to the Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 followed by latest Circular Nos. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "**MCA Circulars**") and the relaxations provided vide SEBI Circulars dated May 12, 2020, May 13, 2022, January 05, 2023, October 7, 2023 and latest circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (hereinafter collectively referred to as "**SEBI Circulars**") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Accordingly the 25th Annual General Meeting ("**AGM**") of the Company will be held through the Video Conferencing (VC) or Other Audio Visual Means (OAVM) and the members can attend and participate in the ensuing AGM through VC/ OAVM. The deemed venue for the 25th AGM of the Company shall be the corporate office of the Company.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circular issued by the Ministry of Corporate Affairs dated January 13, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 in continuation and read with its Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has appointed and entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized E-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL. A member may exercise his/ her vote at the General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid Rule.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the

quorum under Section 103 of the Companies Act, 2013.

- Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with, accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed hereto.
- Pursuant to the provisions of Section 112 and Section 113 of the Companies Act, 2013, the representatives of the members such as the President of India or the Governor of a State or a body corporate can attend the AGM through VC/OAVM and cast their votes by authorizing their representatives to participate and vote at the AGM. Accordingly it is requested to send a certified copy of the Board resolution by such body corporate members, authorization letter by the governing body to the Company or upload on the VC portal/ e-voting portal.
- SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD 1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("**ODR Portal**") for resolution of disputes arising in the Indian Securities Market.
Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://cpcapital.in/>
- In line with the measures undertaken by the Ministry of Corporate Affairs ("**MCA**") for promotion of Green Initiative, the MCA has introduced the provision for sending the notice of the meeting and other shareholder correspondences through electronic mode. Accordingly, the electronic copies of the Notice of the AGM along with the Annual Report for the Financial Year 2024-25 is being sent to all the shareholders whose email addresses are registered/ available with the Company/ Depository Participants and Registrar to an Issue ("**RTA**") as on the cut-off date i.e. Friday, August 22, 2025 and the same also have been uploaded on the website of the Company at <https://cpcapital.in/>.
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.
The Notice and Annual Report can also be accessed from the website of the Stock Exchanges i.e BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com
- The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022 10/2022 and 09/2023 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021, 5th May 2022, 28th December, 2022, September 25, 2023 and September 19, 2024 respectively, ("**MCA Circulars**").

11. Members are requested to notify immediately the change, if any of their name, postal address, email address, mobile number, PAN, Nomination and bank particulars to their DP, if the shares are held by them in electronic form and to the Registrar & Share Transfer Agent ("RTA") of the Company i.e. Ankit Consultancy Pvt. Ltd., if shares are held in physical form, in prescribed form ISR-1 as available on website of RTA at www.ankitonline.com and also available on the website of the Company at <https://cpcapital.in/> and along with such other forms, pursuant to SEBI Circular No. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. Further the shareholders are requested to submit duly filled the Form ISR-1 along with all necessary documents at the address of RTA at "60, Electronic Complex, Pardeshipura, Indore, Madhya Pradesh-452010 or at the E-mail ID of RTA i.e. investor@ankitonline.com. Pursuant to the above referred SEBI Circular, in case any of the above cited documents/details are not available in the folio(s) of physical securities on or after October 01, 2023, RTA shall be constrained to freeze such folio(s). To prevent fraudulent transactions, members are allowed to exercise due diligence and not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
12. Institutional Investors and Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-voting are requested to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority Letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at amitgupta01cp@gmail.com with a copy marked to evoting@nsdl.com and investors@cpil.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under the "e-Voting" tab in their login.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection at the Corporate office of the Company at CP Tower-1, Road No.-1, IPIA, Kota, Rajasthan-324005, India between 3:00 P.M and 5:00 P.M in working days till the date of AGM
14. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, the September 23, 2025 to Monday, the 29th September, 2025 (both days inclusive) for annual closing.
15. The Members holding shares in the same name or same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company.
16. Members are requested to quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
17. Non Resident Indian Members are requested to inform Registrar and Share Transfer Agent of the Company regarding any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
18. Members are requested to address all correspondence, including on dividends, to the Registrar and Share Transfer Agents, Ankit Consultancy Private Limited at 60, Electronic Complex, Pardeshipura, Indore, Madhya Pradesh-452010.
19. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to the Company. Members holding shares in electronic form may submit the same to their respective depository participant.
20. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
21. The Members desirous of obtaining any information/ clarification concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.
22. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, the Company may send notice of general meeting, directors' report, auditors' report, audited Financial Statements and other documents through electronic mode. Further, pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rule, 2014, the Company shall provide an advance opportunity at least once in a financial year to the members to register their e-mail address and changes therein. In view of the same, Members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID to the Company.
23. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
24. As per Section 136 of the Companies Act, 2013 read with Rule 11 of Companies (Accounts) Rules, 2014, Financial Statements may be sent to the Members:
 - a) by electronic mode to such Members whose shares are held in dematerialized form and whose email IDs are registered with Depository for communication purposes;
 - b) where Shares are held in physical form, to such Members who have positively consented in writing for receiving by electronic mode; and
 - c) by dispatch of physical copies through any recognized mode of delivery as specified under Section 20 of the Act, in all other cases.
 In case, you desire to receive the aforesaid documents in electronic mode in lieu of physical mode, kindly update your e-mail ID with:
 - i. Our RTA: for the Shares held in physical form and
 - ii. Your respective Depository Participants: for the Shares held in dematerialized form.
25. SEBI vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 had mandated the companies to use any of the RBI approved electronic mode of payment such as ECS (Local ECS/Regional ECS/National ECS), NEFT, RTGS etc. for distribution of dividends and other cash benefits to investors. The Circular also mandated the companies or their registrar & share transfer agents (RTA) to maintain bank details of investors. In case the securities are held in demat mode, the companies or their RTA shall seek relevant bank

details from depositories and in case the securities are held in physical mode, the companies or their RTA shall take necessary steps to maintain updated bank details at their end. The members are requested to ensure that correct and updated particulars of their bank account are available with their respective depository participants and the Company / its RTA to facilitate necessary payments through electronic mode.

26. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents as mentioned above, or to the Company Secretary, at the Company's corporate office address. Also to be noted that dividends which are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF) as per Section 124 of the Act.

Further, those shares on which the dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.

27. It is also informed to the members that pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2015-16, to the Investor Education and Protection Fund ("IEPF") established by the Central Government.

Further pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company i.e. <https://cpcapital.in/>.

In this regard, the concerned Shareholders may still claim the shares or apply for refund to the IEPF Authority in Web Form No.IEPF-5 available on www.iepf.gov.in

28. In case the Dividend has remained unclaimed in respect of financial years from 2016-17 (Final Dividend) to the financial year 2024-25, the Shareholders may approach the Company with their dividend warrants for revalidation with the Letter of Undertaking for issue of duplicate dividend warrants.
29. The annual accounts of the subsidiary company along with the related detailed information is available for inspection at the Corporate Office of the Company and of the subsidiary concerned and copies will also be made available to Shareholders of the Company and its subsidiary company upon request and the same are also available on the website of the Company i.e. <https://cpcapital.in/>
30. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/ 24 dated June 08, 2018 and Notification No. SEBI/ LAD-NRO/GN/2018/49 dated November 30, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has mandated that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of the same, now the shares cannot be transferred in the physical mode. Accordingly, the Company/ Registrar and Share Transfer Agent has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to dematerialize their shareholdings immediately. Further, the Members can request for transmission or transposition of securities to the RTA or Company by adopting procedure as per SEBI Circular No. SEBI/HO/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022
31. Disclosure pursuant to Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, with respect to Directors seeking appointment/re-appointment at the Annual General Meeting, is as follows:

Name of Director	Mr. Om Prakash Maheshwari	Mr. Nawal Kishore Maheshwari
Designation	Executive Director & CFO	Executive Director
Date of Birth	September 12, 1968	February 05, 1975
Date of Appointment	March 31, 2000	March 31, 2000
Experience in Specific functional areas	Over 27 years of experience in the field of finance and legal matters	Over 23 years of experience in the field of Administration
Educational Qualifications	B.E. (Mechanical Engineering) from University of Rajasthan	B.Com from MDS University Ajmer
Details of shares held	1386300 equity shares	1385800 equity shares
List of companies (other than CP Capital Limited (Erstwhile Career Point Ltd.) in which Directorships held as on 31.03.2025 (excluding Pvt. Ltd. Companies)	1.Career Point Infra Ltd. 2.Career Point Edutech Ltd 3.Wellwin Technosoft Ltd. 4.Career Point Learning Solutions Ltd 5.Soyug Limited 6.Shricon Industries Limited	1.Career Point Infra Ltd. 2.Wellwin Technosoft Ltd. 3.Soyug Limited
Chairman / Member of the Committees of companies (other than CP Capital Limited (Erstwhile Career Point Ltd.) in which he/she is a Director as on 31.03.2025	5 (Five)	1 (One)
Relationship with other directors	Relative of Mr. Pramod Kumar Maheshwari, Managing Director, Mr. Nawal Kishore Maheshwari, Executive Director and Mrs. Neelima Maheshwari Non-executive Director	Relative of Mr. Pramod Kumar , Maheshwari Managing Director, Mr. Om Prakash Maheshwari, Executive Director & CFO
-		

- For other details such as number of meetings of the Board attended during the year, remuneration drawn in respect of the aforesaid directors, please refer to the Corporate Governance Report.
32. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date i.e. Monday, September 22, 2025 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the notice, who shall have no voting rights as on the Cut-off date, shall treat this notice as intimation only.
 33. A person who has acquired the shares and has become a member of the Company after the dispatch of the notice of the AGM and prior to the Cut-off date i.e. Monday, September 22, 2025 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the process mentioned in this part.
 34. The remote e-voting will commence on Thursday at 9:00 A.M. on September 25, 2025 and will end on Sunday at 05:00 P.M. on September 28, 2025. During this period, the members of the Company holding shares either in physical form or in Demat form as on the Cut-off date i.e. Monday, September 22, 2025 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote evoting module shall be disabled for voting by NSDL thereafter.
 35. Once the vote on a resolution is cast by a member, he/she shall not be allowed to change it subsequently or cast the vote again.
 36. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Monday, September 22, 2025.
 37. The Company has appointed Mr. Amit Gupta, Practicing Advocate, Kora (BAR Membership No. 1550/2005) as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote evoting and e-voting on the date of the AGM and make, not later than 2 working days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.
- The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company <https://cpccapital.in/> and on Service Provider's website i.e. <https://www.evoting.nsdl.com> immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of the Company are listed.
38. E-voting: Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their votes at the AGM by electronic means and the business may be transacted through e-voting as per instructions below:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 25.09.2025, at 9:00 A.M. and ends on 28.09.2025, at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22.09.2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22.09.2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="435 151 1477 354">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="435 364 1477 588">2. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="435 598 1477 679">3. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="435 689 1477 940">4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="435 951 1477 1207">5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;">  <p>NSDL Mobile App is Available on  </p> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="435 1218 1477 1328">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. <li data-bbox="435 1338 1477 1508">2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. <li data-bbox="435 1518 1477 1599">3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. <li data-bbox="435 1609 1477 1881">4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the

- icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps

mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two

options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- | | |
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| <ol style="list-style-type: none"> 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status. 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting". 3. Now you are ready for e-Voting as the Voting page opens. 4. Cast your vote by selecting appropriate options i.e. assent or | <ol style="list-style-type: none"> 5. dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted. 5. Upon confirmation, the message "Vote cast successfully" will be displayed. 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page. 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote. |
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General Guidelines for shareholders

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| <ol style="list-style-type: none"> 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to amitgupta01cp@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login. | <ol style="list-style-type: none"> 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password. 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on 022 4886 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com |
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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@cpil.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@cpil.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login**

method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under the "**Join General meeting**" menu against the company name. You are requested to click on the VC/OAVM link placed under the Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and

Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/comments in advance by 21st September, 2025 mentioning their name, demat account number/ folio number, email id, mobile number at investors@cpil.in. The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

**Kota (Rajasthan),
August 13, 2025**

Registered Office:

Village Tangori, Banur,
Mohali, Punjab- 140601

Corporate Office:

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

**By Order of the Board
For CP Capital Limited**
(Erstwhile Career Point Limited)
s/d
CS Manmohan Pareek
Company Secretary
ICSI Membership No. A34858

STATEMENT/ EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SEBI (LODR) REGULATION, 2015 AND CIRCULAR ISSUED THEREUNDER

The Statement/ Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), and Regulation 23 of the given here under sets out material facts relating to the special business mentioned at Item Nos. 5 to 7 of the accompanying Notice dated 13th August, 2025.

Item No. 5

M/s. Lodha & Co. LLP, Chartered Accountants (Firm Registration No. 30105E/E300284), tendered their resignation as the Statutory Auditors of the Company with effect from 11 November 2024, citing their inability to continue as the Statutory Auditors of the Company, citing reason of number of audits as per the guidelines issued by RBI (Notification Ref. No. DoS.CO.ARG/ SEC.01/08.91.001/2021-22 dated April 27, 2021). The said resignation resulted in a casual vacancy in the office of Statutory Auditors.

Pursuant to Section 139(8) of the Companies Act, 2013, any casual vacancy arising from the resignation of an auditor shall be filled by the Board of Directors, subject to the approval of the shareholders at a general meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors, recommended for appointment of M/s. S P Chopra & Co., Chartered Accountants (Firm Registration No. 000346N) to fill the said casual vacancy through Postal Ballot Process. The said appointment was approved by the members of the Company through a postal ballot process concluded on 03 February, 2025 authorizing M/s. S P Chopra & Co. to conduct the statutory audit of the Company for the financial year 2024-25.

It is now proposed to appoint M/s. S P Chopra & Co., Chartered Accountants, as the Statutory Auditors of the Company for a further term of five (5) consecutive years commencing from the conclusion of the 25th Annual General Meeting (AGM) until the conclusion of the 30th AGM, to be held for the financial year ending on 31 March, 2030.

M/s. S P Chopra & Co. have consented to their appointment as the Statutory Auditors of the Company and have confirmed their eligibility under Sections 139 and 141 of the Companies Act, 2013, and the rules framed thereunder, as well as in accordance with the guidelines issued by the Reserve Bank of India for the appointment of Statutory Central Auditors (SCAs) / Statutory Auditors (SAs) of Commercial Banks and NBFCs. It is proposed that their remuneration shall be 7.00 lakh (Rupees Seven Lakh only) per annum for conducting the statutory audit of the standalone and consolidated financial statements, including the limited review of quarterly financial results, plus applicable taxes and reimbursement of out-of-pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors, in consultation with the Auditors. The said remuneration shall be determined from time to time by the Board, based on the recommendation of the Audit Committee. The Company will seek shareholder approval in the event of any material change in the remuneration of the Statutory Auditors due to a significant enhancement in the scope of work.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are, in any manner, concerned or interested, financially or otherwise, in the proposed resolution.

The Resolution at Item No. 5 of the Notice is recommended by the Board to be passed as an Ordinary Resolution.

Item No.6

The Board of Directors, based on the recommendation of the Audit Committee, at its meeting held on 13 August 2025, has recommended the appointment of M/s. Bharat Rathore & Associates, Practicing Company Secretary (Firm Registration No. -S2018RJ589300 and Peer review No. -1713/2022), as the Secretarial Auditor of the Company, in accordance with the provisions of Section 204 of the Companies Act,

2013 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for a term of 5 (Five) consecutive years starting from the conclusion of this 25th Annual General Meeting till the conclusion of the 30th Annual General Meeting, subject to approval of the Members at this Annual General Meeting, shall conduct Secretarial Audit of the Company from the Financial Year ended 31 March, 2025 to the Financial Year ended 31 March, 2030.

M/s Bharat Rathore & Associates has provided their consent to act the as Secretarial Auditors of the Company for the proposed period of appointment. They have further confirmed their eligibility, qualifications and confirmation on non-disqualification referred to in Regulation 24A of SEBI Listing Regulations, 2015. The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached herewith.

It is proposed that the remuneration for conducting the secretarial audit shall be Rs. 0.20 Lakhs per annum plus applicable taxes and reimbursement of out of pocket expenses. The said remuneration shall be determined from time to time, by the Board based on the recommendation of the Audit Committee. In addition to the remuneration, the Secretarial Auditors shall be entitled to receive the out-of pocket expenses as may be incurred by them during the course of the Audit or issuance of any other certificate, report, opinion, prescribed approved services. The Company will seek shareholder approval in case there is a material change in the remuneration of secretarial auditor owing to significant enhancement in scope of work.

The consent and Peer Review Certificate received from M/s Bharat Rathore & Associates, Company Secretary and the letter of engagement inter-alia containing the terms of engagement including remuneration, shall be available for inspection by the members in electronic form up to the date of Annual General Meeting. The members seeking to inspect these documents may send an email request at: investors@cpcapital.in

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are, in any manner, concerned or interested, financially or otherwise, in the proposed resolution.

The Resolution at Item No. 6 of the Notice is recommended by the Board to be passed as an Ordinary Resolution.

Item No.7

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective, April 1, 2022, states that all Material Related Party Transaction ('RPT') with an aggregate value exceeding `1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

It is in the above context that Resolutions No. 7 is placed for the approval of the Shareholders of the Company.

The Company was primarily engaged in the business of providing educational services and other ancillary and incidental services etc.

and w.e.f. switched its business to work as non-banking financial company after receipt of order of hon'ble NCLT Chandigarh Bench on the Composite scheme of arrangement and NBFC licence issued by Reserve Bank of India and is required to enter into various operational transactions with its related parties in the ordinary course of business to achieve business objectives, which are carried out either directly or through its subsidiaries. The annual consolidated turnover of the Company as on March 31, 2025 is Rs. 66.61 crore (excluding duties and taxes) and standalone turnover of the Company as on March 31, 2025 is Rs. 67.30 crore (excluding duties and taxes).

In furtherance of its business activities, the Company and its Subsidiaries have entered into / will enter into transactions / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

The Company has a well-defined governance process for the related party transactions undertaken by it. These transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar types of transactions and these analyses are presented to the Audit Committee.

Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee. The Audit Committee of the Company currently comprises independent directors. All related party transactions have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals. The related party transactions between the Company and its subsidiaries and their related parties are approved by the audit committees consisting of a majority of independent directors.

Members may note that these Related Party Transactions as placed for members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall continue to be an arm's length basis and in the ordinary course of business of the Company. As per the amended Listing Regulations which are effective from January 01, 2022, all the related party transactions are required to be approved by only those members of the Audit committee, who are independent directors.

The aforesaid related party transactions with related parties shall also be reviewed/ monitored by the Audit Committee of the Company as per requirements of the Listing Regulations and the Act and shall remain within the limits as approved by the members. Any subsequent material modifications in the proposed transactions, as defined by the Audit committee forming part of Company's policy on related party transactions available at <https://cpcapital.in/> shall be placed before the members for approval, in terms of Regulation 23(4) of the Listing Regulations.

The related party transactions with related parties shall not, in any manner, be detrimental to the interest of minority members and be in the best interest of the Company and its members.

Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and Mr. Om Prakash Maheshwari, Chief Financial Officer and Key Managerial Personnel of the Company, Mrs. Neelima Maheshwari Non Executive Non Independent Director are interested in the Ordinary Resolution set out at Item No. 7.

The relative(s) of Mr. Pramod Kumar Maheshwari and Mr. Om Prakash Maheshwari may be deemed to be interested in the said Ordinary Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way,

concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No.7 of the Notice.

Pursuant to Regulation 23 of the Listing Regulations, in respect of voting on this resolution, no related party shall vote to approve resolution set out at Item No. 7.

The Board accordingly recommends the resolution set forth in Item no. 7 for approval of the members as Ordinary Resolution.

A. TRANSACTIONS BETWEEN THE COMPANY AND ITS SUBSIDIARIES ON THE ONE HAND AND RELATED PARTIES ON THE OTHER HAND AS PER RESOLUTION NO. 7

A-1. TRANSACTION WITH CAREER POINT UNIVERSITY, KOTA

Career Point University, Kota ("CPUK") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

CPUK is engaged in the business of providing formal educational services. The details of Related Party Transactions entered by the Company and its subsidiaries, with CPUK during the preceding two financial years 2023-24 and 2024-25, are given below:

Category of Transactions	FY 2023-24	FY 2024-25
Availing of services	49.91 Cr	63.64 Cr
Rendering of services	44.62 Cr	68.22 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with CPUK, during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with CPUK.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with CPUK, are outlined as under:

1. Name of the Related Party and Relationship

CPUK is an University established vide Career Point University Act, 2012 and group entity of the Company. Mr. Pramod Kumar Maheshwari Chairman, Managing Director & CEO of the Company is the Chairperson of the University and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are members of Board of Management of the University.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and Mr. Om Prakash Maheshwari, Whole Time Director & CFO are members of the Board of Management of the University.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with CPUK on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other services:

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from CPUK including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 50 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

b. Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to CPUK including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of CPUK, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 50 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions with CPUK, during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

- Availing of Services- Approximately 95.54% of annual consolidated turnover of the Company for the financial year 2024-25
- Rendering of Services- Approximately 102.42% of annual consolidated turnover of the Company for the financial year 2024-25

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2024-25 and consolidated turnover of financial year 2024-25 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2025-26.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar types of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-7.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and its subsidiaries are availing and /or rendering financial assistance, loan transaction(s) and /or advances to CPUK for its operational educational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ any other information that may**be relevant**

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into/ continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 7.

A-2. TRANSACTION WITH CAREER POINT UNIVERSITY, HAMIRPUR

Career Point University, Hamirpur ("CPUH") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

CPUH is engaged in the business of providing formal educational services. The details of Related Party Transactions entered by the Company and its subsidiaries, with CPUH during the preceding two financial years 2023-24 and 2024-25, are given below:

Category of Transactions	FY 2023-24	FY 2024-25
Availing of services	24.53 Cr	2.76 Cr
Rendering of services	22.68 Cr	2.55 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with CPUH, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with CPUH, during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with CPUH.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with CPUH, are outlined as under:

1. Name of the Related Party and Relationship

CPUH is a University and group entity of the Company. Mr. Pramod Kumar Maheshwari of the Company is the Chairperson Chairman, Managing Director & CEO of the University and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are members of Board of Management of the University.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and Mr. Om Prakash Maheshwari, Whole time Director & CFO are members of the Board of Management of the University.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with CPUH on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party

Transactions are as under:

a. Availing of services: Financial transaction and other services:

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from CPUH including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 30 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

b. Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to CPUH including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of CPUH, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 30 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

- a. Availing of Services- Approximately 4.14% of annual consolidated turnover of the Company for the financial year 2024-25
b. Rendering of Services- Approximately 3.82% of annual consolidated turnover of the Company for the financial year 2024-25

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2024-25 and consolidated turnover of financial year 2024-25 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2025-26.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms /Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar types of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-7.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and its subsidiaries are availing and /or rendering financial assistance, loan transaction(s) and /or advances to CPUH for its operational educational activities.

8. Any other information relevant or important for the members to take

a decision on the proposed resolution/ Any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 7.

A-3. TRANSACTION WITH SRAJAN VENTURE PRIVATE LIMITED

Srajan Venture Private Limited ("SVPL") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

SVPL is engaged in the business of providing formal educational services. The details of Related Party Transactions entered by the Company and its subsidiaries, with SVPL during the preceding two financial years 2023-24 and 2024-25, are given below:

Category of Transactions	FY 2023-24	FY 2024-25
Availing of services	0.00 Cr	0.00 Cr
Rendering of services	0.00 Cr	0.00 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with SVPL, during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with SVPL.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with SVPL, are outlined as under:

1. Name of the Related Party and Relationship

SVPL is a private limited company and group entity of the Company. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO of the Company, and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the directors in SVPL.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO of the Company, and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the directors in SVPL.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with SVPL on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other services:

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from SVPL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 5 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

b. Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to SVPL including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of SVPL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 5 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

- a. Availing of Services- Approximately 0.00% of annual consolidated turnover of the Company for the financial year 2024-25
b. Rendering of Services- Approximately 0.00% of annual consolidated turnover of the Company for the financial year 2024-25

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2024-25 and consolidated turnover of financial year 2024-25 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2025-26.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar types of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-7.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and its subsidiaries are availing and /or rendering financial assistance, loan transaction(s) and /or advances to SVPL for its operational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ any other information that may**be relevant**

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 7.

A-4. TRANSACTION WITH MAHESHWARI TRADING COMPANY

Maheshwari Trading Company ("MTC") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

MTC is a partnership firm and engaged in the business of commodities. The details of Related Party Transactions entered by the Company and its subsidiaries, with MTC during the preceding two financial years 2023-24 and 2024-25, are given below:

Category of Transactions	FY 2023-24	FY 2024-25
Availing of services	11.54 Cr	8.11 Cr
Rendering of services	12.51 Cr	6.83 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with MTC, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with MTC, during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with MTC.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with MTC, are outlined as under:

1. Name of the Related Party and Relationship

MTC is a partnership firm and group entity of the Company and engaged in the business of trading in commodities. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO of the Company, and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the partners in MTC.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO of the Company, and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the partners in MTC.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party

Transactions with MTC on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. **Availing of services: Financial transaction and other services:**

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from MTC including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 20 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026

b. **Rendering of services: Financial transaction and other services**

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to MTC including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of MTC, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 20 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

a. Availing of Services- Approximately 12.18% of annual consolidated turnover of the Company for the financial year 2024-25

b. Rendering of Services- Approximately 10.25% of annual consolidated turnover of the Company for the financial year 2024-25

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2024-25 and consolidated turnover of financial year 2024-25 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2025-26.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-7.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and its subsidiaries are availing and /or rendering financial assistance, loan transaction(s) and /or advances to MTC for

its operational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 7.

A-5. TRANSACTION WITH GOPI BAI FOUNDATION TRUST

Gopi Bai Foundation Trust ("GBFT") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

Gopi Bai Foundation Trust is a trust and engaged in the business of education. The details of Related Party Transactions entered by the Company and its subsidiaries, with GBFT during the preceding two financial years 2023-24 and 2024-25, are given below:

Category of Transactions	FY 2023-24	FY 2024-25
Availing of services	3.80 Cr.	2.08 Cr.
Rendering of services	4.47 Cr	1.80 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with GBFT, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with GBFT, during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with GBFT.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with GBFT, are outlined as under:

1. Name of the Related Party and Relationship

Gopi Bai Foundation Trust is a registered trust and group entity of the Company and engaged in the business of education. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO of the Company, and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the trustees in Gopi Bai Foundation Trust.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO of the Company, and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the trustees in Gopi Bai Foundation Trust.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with Proseed on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other services:

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from GBFT including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 10 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

b. Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to GBFT including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of GBFT, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 10 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

a. Availing of Services- Approximately 3.12 % of annual consolidated turnover of the Company for the financial year 2024-25

b. Rendering of Services- Approximately 2.70% of annual consolidated turnover of the Company for the financial year 2024-25

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2024-25 and consolidated turnover of financial year 2024-25 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2025-26.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-7.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its

subsidiaries

The Company and It's subsidiary Srajan Capital Limited rendered financial assistance, loan transaction(s) and /or advances to GBFT for its operational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 7.

A-6. TRANSACTION WITH SURAGO AGRO PRIVATE LIMITED

Surago Agro Private Limited ("SUAPL") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

SUAPL is a private limited company. The details of Related Party Transactions entered by the Company and its subsidiaries, with SUAPL during the preceding two financial years 2023-24 and 2024-25, are given below

Category of Transaction	FY 2023-24	FY 2024-25
Availing of services	3.06 Cr.	0.96 Cr.
Rendering of services	1.81 Cr	0.57 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with SUAPL, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with SUAPL, during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with SUAPL.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with SUAPL, are outlined as under:

1. Name of the Related Party and Relationship

SAPL is a private limited company and group entity of the Company. Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company were the Directors in SUAPL in FY 2024-25 and relative of Mr. Om Prakash Maheshwari and Mr. Nawal Kishore Maheshwari are the shareholders in SUAPL.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

The relative of Mr. Pramod Kumar Maheshwari, Chairman & Managing Director, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the promoters in SUAPL.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with SUAPL on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other services:

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from SUAPL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 15 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

b. Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to SUAPL including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of SUAPL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 15 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

a. Availing of Services- Approximately 1.44 % of annual consolidated turnover of the Company for the financial year 2024-25

b. Rendering of Services- Approximately 0.86 % of annual consolidated turnover of the Company for the financial year 2024-25

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2024-25 and consolidated turnover of financial year 2024-25 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2025-26.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the

interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-7.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and it's subsidiaries availing and /or rendering financial assistance, loan transaction(s) and /or advances to SUAPL for its operational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 7.

A-7. TRANSACTION WITH WELLWIN TECHNOLOGICAL LIMITED

Wellwin Technosoft Limited ("WTL") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

WTL is a public limited company. The details of Related Party Transactions entered by the Company and its subsidiaries, with WTL during the preceding two financial years 2023-24 and 2024-25, are given below:

Category of Transaction	FY 2023-24	FY 2024-25
Availing of services	97.11 Cr	0.00 Cr
Rendering of services	77.38 Cr	0.00 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with WTL, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with WTL, during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with WTL.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with WTL, are outlined as under:

1. Name of the Related Party and Relationship

WTL is a public limited company and group entity of the Company. Mr. Pramod Kumar Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore

Maheshwari, Whole time Director and Promoters of the Company are the Directors in WTL.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Pramod Kumar Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in WTL.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with WTL on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other services:

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from WTL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 25 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

b. Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to WTL including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of WTL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 25 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

a. Availing of Services- Approximately 0.00 % of annual consolidated turnover of the Company for the financial year 2024-25

b. Rendering of Services- Approximately 0.00 % of annual consolidated turnover of the Company for the financial year 2024-25

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2024-25 and consolidated turnover of financial year 2024-25 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2025-26.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar types of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company

given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-7.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and its subsidiaries are availing and/or rendering financial assistance, loan transaction(s) and /or advances to WTL for its operational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No.7.

A-8. TRANSACTION WITH SOYUG LIMITED

Soyug Limited ("SL") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

SL is a public limited company. The details of Related Party Transactions entered by the Company and its subsidiaries, with SL during the preceding two financial years 2023-24 and 2024-25, are given below:

Category of Transaction	FY 2023-24	FY 2024-25
Availing of services	11.52 Cr	60.73 Cr
Rendering of services	40.16 Cr	89.37 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with SL, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with SL, during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026,, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with SL.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with SL, are outlined as under:

1. Name of the Related Party and Relationship

SL is a public limited company and group entity of the Company. Mr.

Pramod Kumar Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in SL.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Pramod Kumar Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in SL.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with SL on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other services:

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from SL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 60 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

b. Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to SL including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of SL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 60 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

- Availing of Services- Approximately 91.17% of annual consolidated turnover of the Company for the financial year 2024-25
- Rendering of Services- Approximately 134.17% of annual consolidated turnover of the Company for the financial year 2024-25

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2024-25 and consolidated turnover of financial year 2024-25 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2025-26.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these

analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-7.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and it's subsidiaries availing and/or rendering financial assistance, loan transaction(s) and /or advances to SL for its operational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No.7.

A-9. TRANSACTION WITH SANKALP CAPITAL PRIVATE LIMITED

Sankalp Capital Private Limited ("SCPL") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

SCPL is a private limited company. The details of Related Party Transactions entered by the Company and its subsidiaries, with SCPL during the preceding two financial years 2023-24 and 2024-25, are given below:

Category of Transaction	FY 2023-24	FY 2024-25
Availing of services	0.00 Cr	0.00 Cr
Rendering of services	0.00 Cr	0.00 Cr

Note: The members may please note that the Related Party Transactions will be done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with SCPL, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with SCPL, during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with SCPL.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with SCPL, are outlined as

under:

1. Name of the Related Party and Relationship

SCPL is a private limited company and group entity of the Company. Mr. Pramod Kumar Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in SCPL.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Pramod Kumar Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in SCPL.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with SCPL on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other services:

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from SCPL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 20 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

b. Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to SCPL including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of SCPL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 20 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026..

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

a. Availing of Services- Approximately 0.00 % of annual consolidated turnover of the Company for the financial year 2024-25

b. Rendering of Services- Approximately 0.00 % of annual consolidated turnover of the Company for the financial year 2024-25

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2024-25 and consolidated turnover of financial year 2024-25 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2025-26.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are

independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar types of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-7.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and it's subsidiaries availed and/or rendering financial assistance, loan transaction(s) and /or advances from SCPL for operational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 7.

A-10. TRANSACTION WITH SINGH COLONISERS

Singh Colonizers ("SC") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

SC is a partnership firm and engaged in the business of real estate. The details of Related Party Transactions entered by the Company and its subsidiaries, with SC during the preceding two financial years 2023-24 and 2024-25, are given below:

Category of Transaction	FY 2023-24	FY 2024-25
Availing of services	0.00 Cr	0.00 Cr
Rendering of services	0.00 Cr	0.00 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with SC, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with SC, during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with SC.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with SC, are outlined as under:

1. Name of the Related Party and Relationship

SC is a partnership firm and group entity of the Company and engaged in the business of real estate. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO of the Company, and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in Career Point Infra Limited which is a partner in SC.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO of the Company, and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in Career Point Infra Limited which is a partner in SC.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with SC on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other services:

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from SC including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 20 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

b. Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to SC including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of SC, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 20 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

- Availing of Services- Approximately 0.00% of annual consolidated turnover of the Company for the financial year 2024-25
- Rendering of Services- Approximately 0.00% of annual consolidated turnover of the Company for the financial year 2024-25

Notes:

(I) The percentage mentioned above is based on the transaction amount of financial year 2024-25 and consolidated turnover of financial year 2024-25 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2025-26.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-7.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and its subsidiaries are availing and /or rendering financial assistance, loan transaction(s) and /or advances to SC for its operational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 7.

A-11. TRANSACTION WITH SINGH ASSOCIATES

Singh Associates ("SA") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

SA is a partnership firm and engaged in the business of real estate. The details of Related Party Transactions entered by the Company and its subsidiaries, with SA during the preceding two financial years 2023-24 and 2024-25, are given below:

Category of Transaction	FY 2023-24	FY 2024-25
Availing of services	0.00 Cr	0.12 Cr
Rendering of services	0.00 Cr	1.39 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with SA, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with SA, during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with SA

The relevant details with respect to material Related Party Transactions entered/ to be entered into with SA, are outlined as under:

1. Name of the Related Party and Relationship

SA is a partnership firm and group entity of the Company and engaged in the business of real estate. Mr. Om Prakash Maheshwari, Whole time Director & CFO of the Company is the partner in SA.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Om Prakash Maheshwari, Whole time Director & CFO of the Company is the partners in SA.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with SA on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other services:

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from SA including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 10 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

b. Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to SA including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of SA, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 10 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

a. Availing of Services- Approximately 0.18% of annual consolidated turnover of the Company for the financial year 2024-25

b. Rendering of Services- Approximately 2.09% of annual consolidated turnover of the Company for the financial year 2024-25

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2024-25 and consolidated turnover of financial year 2024-25 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2025-26.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-7.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and its subsidiaries are availing and /or rendering financial assistance, loan transaction(s) and /or advances to SA for its operational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 7.

A-12. TRANSACTION WITH SWASTIKA POLYOLEFINS PRIVATE LIMITED

Swastika Polyolefins Private Limited ("SPPL") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

SPPL is a private limited company. The details of Related Party Transactions entered by the Company and its subsidiaries, with SPPL during the preceding two financial years 2023-24 and 2024-25, are given below:

Category of Transaction	FY 2023-24	FY 2024-25
Availing of services	0.55 Cr	8.02 Cr
Rendering of services	6.45 Cr	4.15 Cr

Note: The members may please note that the Related Party Transactions will be done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with SPPL, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with SPPL, during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in

nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with SPPL.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with SPPL, are outlined as under:

1. Name of the Related Party and Relationship

SPPL is a private limited company and group entity of the Company. Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in SPPL.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in SPPL.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with SPPL on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other services:

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from SPPL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 10 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

b. Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to SPPL including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of SPPL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 10 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

- Availing of Services- Approximately 12.04 % of annual consolidated turnover of the Company for the financial year 2024-25
- Rendering of Services- Approximately 6.23 % of annual consolidated turnover of the Company for the financial year 2024-25

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2024-25 and consolidated turnover of financial year 2024-25 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2025-26.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar types of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-7.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and it's subsidiaries availed and/or rendering financial assistance, loan transaction(s) and /or advances from SPPL for operational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 7.

A-13. TRANSACTION WITH SHRICON INDUSTRIES LIMITED

Shricon Industries Limited ("SIL") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

SIL is a listed public limited company. The details of Related Party Transactions entered by the Company and its subsidiaries, with SIL during the preceding two financial years 2023-24 and 2024-25, are given below:

Category of Transaction	FY 2023-24	FY 2024-25
Availing of services	0.00 Cr	0.00 Cr
Rendering of services	0.00 Cr	0.00 Cr

Note: The members may please note that the Related Party Transactions will be done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with SIL, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with SIL, during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with SIL.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with SIL, are outlined as under:

1. Name of the Related Party and Relationship

SIL is a listed public limited company and group entity of the Company. Mr. Pramod Kumar Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director, and Mrs. Neelima Maheshwari, Non-executive Directors and Promoters of the Company are the Directors in SIL.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mrs. Neelima Maheshwari, Non-executive Director and Promoters of the Company are the Directors in SIL.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with SIL on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other services:

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from SIL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 10 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

b. Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to SIL including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of SIL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 10 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

- Availing of Services- Approximately 0.00 % of annual consolidated turnover of the Company for the financial year 2024-25
- Rendering of Services- Approximately 0.00 % of annual consolidated turnover of the Company for the financial year 2024-25

Notes:

- The percentage mentioned above is based on the transaction amount of financial year 2024-25 and consolidated turnover of

financial year 2024-25 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2025-26.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar types of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-7.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and it's subsidiaries availed and/or rendering financial assistance, loan transaction(s) and /or advances from SIL for operational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 7.

A-14. TRANSACTION WITH CAREER POINT EDUTECH LIMITED

Career Point Edutech Limited ("CPEL") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

CPEL is a public limited company. The details of Related Party Transactions entered by the Company and its subsidiaries, with CPEL during the preceding two financial years 2023-24 and 2024-25, are given below:

Category of Transaction	FY 2023-24	FY 2024-25
Availing of services	10.09 Cr	7.84 Cr
Rendering of services	4.84 Cr	1.80 Cr

Note: The members may please note that the Related Party Transactions will be done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with CPEL, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with CPEL, , during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026,

may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with CPEL.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with CPEL, are outlined as under:

1. Name of the Related Party and Relationship

CPEL is a public limited company and group entity of the Company. Mr. Pramod Kumar Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO of the Company are the Directors in CPEL.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Pramod Kumar Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Promoters of the Company are the Directors in CPEL.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with CPEL on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other services:

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from CPEL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 70 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

b. Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to CPEL including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of CPEL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 70 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

- Availing of Services- Approximately 11.77 % of annual consolidated turnover of the Company for the financial year 2024-25
- Rendering of Services- Approximately 2.70 % of annual consolidated turnover of the Company for the financial year 2024-25

Notes:

- The percentage mentioned above is based on the transaction

amount of financial year 2024-25 and consolidated turnover of financial year 2024-25 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2025-26.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar types of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-7.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and it's subsidiaries availed and/or rendering financial assistance, loan transaction(s) and /or advances from CPEL for operational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 7.

A-15. TRANSACTION WITH CAREER POINT LEARNING SOLUTIONS LIMITED

Career Point Learning Solutions Limited ("CPLSL") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

CPLSL is a public limited company. The details of Related Party Transactions entered by the Company and its subsidiaries, with CPLSL during the preceding two financial years 2023-24 and 2024-25, are given below:

Category of Transaction	FY 2023-24	FY 2024-25
Availing of services	0.13 Cr	0.59 Cr
Rendering of services	0.24 Cr	0.27 Cr

Note: The members may please note that the Related Party Transactions will be done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with CPLSL, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with CPLSL, during a period commencing from the

twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with CPLSL.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with CPLSL, are outlined as under:

1. Name of the Related Party and Relationship

CPLSL is a public limited company and group entity of the Company. Mr. Pramod Kumar Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Promoters of the Company are the Directors in CPLSL.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Pramod Kumar Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Promoters of the Company are the Directors in CPLSL.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with CPLSL on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other services:

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from CPLSL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 10 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

b. Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to CPLSL including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of CPLSL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 10 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

- Availing of Services- Approximately 0.89 % of annual consolidated turnover of the Company for the financial year 2024-25
- Rendering of Services- Approximately 0.41 % of annual consolidated turnover of the Company for the financial year 2024-25

Notes:

- The percentage mentioned above is based on the transaction amount of financial year 2024-25 and consolidated turnover of financial year 2024-25 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2025-26.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar types of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-7.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and it's subsidiaries availed and/or rendering financial assistance, loan transaction(s) and /or advances from CPLSL for operational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 7.

A-16. TRANSACTION WITH IMPERIAL INFIN PRIVATE LIMITED

Imperial Infin Private Limited ("I IPL") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

I IPL is a private limited company. The details of Related Party Transactions entered by the Company and its subsidiaries, with I IPL during the preceding two financial years 2023-24 and 2024-25, are given below:

Category of Transaction	FY 2023-24	FY 2024-25
Availing of services	0.54 Cr	0.67 Cr
Rendering of services	0.06 Cr	0.12 Cr

Note: The members may please note that the Related Party Transactions will be done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with I IPL, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company

and its subsidiaries, with IIP, during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with IIP.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with IIP, are outlined as under:

1. Name of the Related Party and Relationship

IIP is a private limited company and group entity of the Company. Mr. Om Prakash Maheshwari, Whole time Director & CFO, Mr. Nawal Kishore Maheshwari, Whole time Director and Mrs. Neelima Maheshwari- Non-executive Director and Promoters of the Company are the Directors in IIP.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Om Prakash Maheshwari, Whole time Director & CFO, Mr. Nawal Kishore Maheshwari, Whole time Director and Mrs. Neelima Maheshwari- non-executive Directors and Promoters of the Company are the Directors in IIP.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with IIP on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other services:

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from IIP including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 5 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

b. Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to IIP including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of IIP, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 5 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

a. Availing of Services- Approximately 1.00 % of annual consolidated turnover of the Company for the financial year 2024-25

b. Rendering of Services- Approximately 0.18 % of annual consolidated turnover of the Company for the financial year 2024-25

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2024-25 and consolidated turnover of financial year 2024-25 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2025-26.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar types of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-7.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and its subsidiaries availed and/or rendering financial assistance, loan transaction(s) and /or advances from IIP for operational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 7.

A-17. TRANSACTION WITH LONGWAY BUSINESS SOLUTIONS LLP

Longway Business Solutions LLP ("LBSL") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

LBSL is a Limited Liability Partnership Firm. The details of Related Party Transactions entered by the Company and its subsidiaries, with LBSL during the preceding two financial years 2023-24 and 2024-25, are given below:

Category of Transaction	FY 2023-24	FY 2024-25
Availing of services	0.58 Cr	2.72 Cr
Rendering of services	1.78 Cr	0.45 Cr

Note: The members may please note that the Related Party Transactions will be done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with LBSL, and in view of the

current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with LBSL, during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with LBSL.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with LBSL, are outlined as under:

1. Name of the Related Party and Relationship

LBSL is a Limited Liability Partnership Firm and group entity of the Company. Mr. Pramod Kumar Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the partners in LBSL.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Pramod Kumar Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Partners in LBSL.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with LBSL on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other services:

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from LBSL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 10 crores on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

b. Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to LBSL including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of LBSL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 10 crores

on any date during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during a period commencing from the twenty fifth Annual General Meeting up to the date of twenty sixth Annual General Meeting of the Company to be held in the year 2026.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

a. Availing of Services- Approximately 4.08 % of annual consolidated turnover of the Company for the financial year 2024-25

b. Rendering of Services- Approximately 0.68 % of annual consolidated turnover of the Company for the financial year 2024-25

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2024-25 and consolidated turnover of financial year 2024-25 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2025-26.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar types of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-7.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and its subsidiaries availed and/or rendering financial assistance, loan transaction(s) and /or advances from LBSL for operational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 7.

Information pursuant to Regulation 36(5) of SEBI Listing Regulations for Agenda Item No. 5 and 6 are as following:

Proposed audit fee payable to auditors	The fees proposed to be paid to M/s. S P Chopra & Co, Chartered Accountants towards Statutory audit and limited review is Rs. 7 Lakh (Rupees Seven Lakh Only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses. The remuneration shall be determined annually by the Audit Committee and/or the Board of Directors based on scope, workload, and prevailing industry standards. The fee for other professional assignments towards certifications or other advisory services outside the scope of Statutory Audit and limited review shall be approved separately by the management of the Company.	The fees proposed to be paid to M/s. Bharat Rathore & Associates, towards Secretarial audit is Rs. 0.20 Lakh (Rupees Twenty thousand only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses. The remuneration shall be determined annually by the Audit Committee and/or the Board of Directors based on scope, workload, and prevailing industry standards. The fee for other professional assignments towards certifications or other advisory services outside the scope of Secretarial Audit shall be approved separately by the management of the Company.
Terms of appointment	M/s. S P Chopra & Co, is proposed to be appointed as statutory auditors for a term of five years, commencing from the 25th Annual General Meeting to the 30th Annual General Meeting of the Company to conduct secretarial audit from FY 2025 to FY 2030	M/s. Bharat Rathore & Associates, is proposed to be appointed as secretarial auditors for a term of five years, commencing from the 25th Annual General Meeting to the 30th Annual General Meeting of the Company to conduct secretarial audit from FY 2025 to FY 2030
Material change in fee payable	NA	NA
Basis of recommendation and auditor credentials	The Audit Committee and the Board, based on the credentials of the firm and partners, asset size of the Company and eligibility criteria prescribed under the Companies Act, 2013 recommends the appointment of M/s. S P Chopra & Co as Statutory Auditors of the Company.	The recommendation of the Audit Committee and the Board are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI Listing Regulations secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of secretarial audit work done in the past.
Brief Profile of the Auditors	M/s S P Chopra & Co, (SPC), operating since 1949, is a technology-led multidisciplinary of reverent young minds, industry veterans and experienced professionals to provide high-impact and cost-effective solutions to global businesses. We serve a diverse range of clients, spanning multinationals, banks, NBFC's, Insurance companies listed companies, privately owned companies, and family-owned businesses across the globe. SPC offers Accounting, Assurance and Consultancy as its core business lines for domestic and global businesses of medium to large size including public sector banks and public sector undertakings, private sector banks, insurance companies and listed companies etc. The firm has engaged a panel of experts and retired bank and government employees and offers end to end solutions for Banking matters, Company Law Matters, IFRS Convergence, Transfer Pricing, Risk and Transaction Advisory etc.	M/s. Bharat Rathore & Associates (Firm Registration No. S2018RJ589300) is a Proprietary Firm founded in 2018, headed by CS Bharat Rathore (ACS 48426, COP No. 20295), registered with the Institute of Company Secretaries of India (ICSI). The firm operate in the domain of Corporate Law compliances including Company Law, Securities Laws, Legal Due Diligence, Transaction documents, Joint Ventures, Mergers and Acquisitions, Private Equity, Corporate Restructuring, Intellectual property, regulatory advice and other legal areas of corporate interest.

The Directors recommend the resolution as an Ordinary Resolution for approval. None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

**Kota (Rajasthan),
August 13, 2025**

Registered Office:

Village Tangori, Banur,
Mohali, Punjab- 140601

Corporate Office:

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

**By Order of the Board
For CP Capital Limited**
(Erstwhile Career Point Limited)

s/d

CS Manmohan Pareek
Company Secretary
ICSI Membership No. A34858

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 2021, companies can now send notices and documents, including Annual Reports and postal ballots to its shareholders through electronic mode to the registered e-mail addresses of the Shareholders.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow shareholder as well as the companies to contribute towards a Greener Environment.

Your Company also proposes to participate in this Green initiative by opting for e-mailing all the future shareholder communications henceforth including notices of Annual General Meetings and Annual Reports of the Company to those shareholders opting to receive the same in electronic mode.

To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holding with the Depository through their concerned Depository Participants.

Members who holds shares in physical form are requested to furnish their e-mail id to the following e-mail id viz. careerpointgogreen@linkintime.co.in quoting your folio number, name, PAN, mobile number. We would be mailing all the future shareholder communication to the e-mail id furnished to us.

Please note that as a member of the Company, you will always be entitled to receive all such communication in physical form, upon request.

For CP Capital Limited
(Erstwhile Career Point Limited)
CS Manmohan Pareek
Company Secretary



CP CAPITAL
Limited

UNREGISTERED PARCEL

If undelivered, please return to:
CP Capital Limited,
Corporate Office: CP Tower-1, Road No. 1, IPIA, Kota -324 005, Rajasthan, India