



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON FRIDAY THE 14<sup>TH</sup> DAY OF FEBRUARY, 2023 AT THE CORPORATE OFFICE OF THE COMPANY LOCATED AT CP TOWER-1, ROAD NO. 1, IPIA, KOTA, RAJASTHAN-324005 AT 12:30 PM AND CONCLUDED AT 02:35 PM**

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the rules and regulations made thereunder (including any statutory modifications or any amendments thereto or any substitutions or any re-enactments thereof for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the necessary approvals/consents/sanctions and permissions of the shareholders and/or creditors of the Company, if and to the extent required, and subject to the sanction of the National Company Law Tribunal (the "NCLT"), Securities and Exchange Board of India ("SEBI"), Stock Exchanges or such other competent authority, as may be applicable or any other appropriate authority under the applicable provisions of the Act, the consent of the Board of Directors of the Company (the "Board") be and is hereby accorded to the Scheme of Arrangement between the Company, Career Point Edutech Limited ('CP Edutech' or 'Resulting Company') and Srajan Capital Limited ('SCL' or 'Transferor Company') and their respective shareholders (the "Scheme") as defined in the Scheme, in the present form or with such alterations/modifications as may be approved or imposed or directed by the Tribunal as per the terms and conditions mentioned in the Scheme placed before the Board and initialled by the Director for the purpose of identification."

**"RESOLVED FURTHER THAT** the valuation report dated February 14, 2023, submitted by Mr. Naveen Agarwal, Registered valuer (Reg no. IBBI/RV/02/2019/12272), fairness opinion dated February 14, 2023 submitted by Mr. Jinesh Doshi, Authorised Signatory Srujan Alpha Capital Advisors LLP, Merchant Banker (SEBI Registration No. INM000012829), report submitted by the audit committee dated February 14, 2023 recommending the draft Scheme of Arrangement are placed before the Board, be and are hereby considered, noted and accepted."

**"RESOLVED FURTHER THAT** the certificate dated February 14, 2023 submitted by M/s Lodha & Co., Statutory Auditor of the company (FRN. 301051E) issued in terms of Para I(A)(10)(c) of SEBI Master Circular dated November 23, 2021 certifying non-applicability of Para I(A)(10)(a) and Para I(A)(10)(b) of SEBI Master Circular is placed before the Board, be and are hereby considered, noted and approved."

**"RESOLVED FURTHER THAT** unless required or not dispensed with by the NCLT, as the case may be, NCLT convened meeting of the creditors and / or members of the Company be convened in terms of the directions as may be issued by the NCLT."

**"RESOLVED FURTHER THAT** SCL being a wholly owned subsidiary of the Company, there shall be no issuance of shares by the Company as a consideration for the merger of SCL with the Company."

For Career Point Limited

**CAREER POINT LIMITED**

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

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

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

**DIRECTOR**

Authorised Signatory

**CAREER POINT LIMITED**

*[Handwritten signature]*

**"RESOLVED FURTHER THAT** in consideration of demerger of education business undertaking of the Company into CP Edutech, the following swap ratio recommended by Mr. Naveen Agarwal, Registered valuer (Reg no. IBBI/RV/02/2019/12272) be and is hereby approved

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

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

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

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

- to make application along with Scheme and other relevant information/ documents with the concerned regulatory authorities (including SEBI and Stock Exchanges), shareholders, creditors, lenders or any other person to obtain prior approval/ consent to the Scheme including but not limited to any other statutory body;
- to verify, sign and file applications, petitions, pleadings, affidavits, Vakalatnama and other relevant documents to the jurisdictional NCLT, or any other statutory authorities for seeking directions to dispense with the requirement of holding meeting(s) of shareholders / creditors of the Company or take necessary steps to convene such meetings if not dispensed with, and for obtaining the sanction of the jurisdictional NCLT, to the Scheme;
- to sign and issue advertisements / notices to the stakeholders or any other person as per the directions of the jurisdictional NCLT;
- to make such alterations and changes and / or modifications in the aforesaid applications/ petitions, Scheme or any other documents as may be expedient and necessary for satisfying the requirements and conditions imposed, if any, by the jurisdictional NCLT, or any statutory authority, or to communicate/ correspond with stakeholders including banks, local authorities, etc. and to do all such acts, deeds, matters and things for putting the Scheme into effect.

For Career Point Limited

*[Signature]*  
Authorised Signatory

CAREER POINT LIMITED

*[Signature]*

DIRECTOR

- v. to engage lawyers, chartered accountants or any other consultants in connection with implementation of Scheme;
- vi. to obtain the certified copy of order passed by the jurisdictional NCLT, and file the same with the concerned Registrar of Companies, respective offices of Collector of Stamps for adjudication of stamp duty at applicable rates in force, and other statutory authorities;
- vii. to make representation before the jurisdictional NCLT, any regulatory authorities including but not limited to Central or State Government, Regional Director, Registrar of Companies, SEBI/ Stock Exchanges in connection with proposed Scheme and filing any letter, replies, documents or papers for and behalf of the Company;
- viii. to authorize officers of the Company and to do all such acts, deeds, matters and things as may be necessary, proper and expedient for effectuating and implementing the Scheme, including any directions for settling any question or doubt or difficulty whatsoever that may arise to give effect to the resolution or any other document that may then be deemed fit and to authorize/ sub-delegate any of the aforementioned authorities in connection with Scheme to another person / lawyer / consultant.
- ix. to represent the Company before any Competent Authority or other regulatory authorities including Central or State Government, Income Tax, Official Liquidator, Regional Director, Registrar of Companies, Reserve Bank of India, Government of India, SEBI/ Stock Exchanges and before all Courts of law or NCLT for the purpose of the proposed Scheme, signing and filing of all documents, deeds, applications, notices, petitions, affidavits and letters, to finalize and execute all necessary applications/documents/papers for and behalf of the Company and to do all such acts, deeds, matters and things necessary and convenient for all or any of the purposes aforesaid."

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

**"RESOLVED FURTHER THAT** BSE Limited be and is hereby appointed as Designated Stock Exchange for the purpose of co-ordinating with Security and Exchange Board of India in respect of Scheme of Arrangement"

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

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

**"CERTIFIED TRUE COPY"**

**For Career Point Limited**  
**CAREER POINT LIMITED**



**Pramod Maheshwari** DIRECTOR  
Chairman & Managing Director  
DIN: 00185711

For Career Point Limited  
*Pramod Maheshwari*  
Authorised Signatory

# **SRAJAN CAPITAL LIMITED**

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

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON TUESDAY THE 14<sup>TH</sup> DAY OF FEBRUARY, 2023 AT THE CORPORATE OFFICE OF THE COMPANY LOCATED AT CP TOWER-1, ROAD NO. 1, IPIA, KOTA, RAJASTHAN-324005 AT 3:40 PM AND CONCLUDED AT 4:20 PM**

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the rules and regulations made thereunder (including any statutory modifications or any amendments thereto or any substitutions or any re-enactments thereof for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the necessary approvals/consents/sanctions and permissions of the shareholders and/or creditors of the Company, if and to the extent required, and subject to the sanction of the National Company Law Tribunal (the "NCLT"), Securities and Exchange Board of India ("SEBI"), Stock Exchanges or such other competent authority, as may be applicable or any other appropriate authority under the applicable provisions of the Act, the consent of the Board of Directors of the Company (the "Board") be and is hereby accorded to the Scheme of Arrangement between the Company, Career Point Limited ('CPL' or 'Transferee Company' or 'Demerged Company') and Career Point Edutech Limited ('CP Edutech' or 'Resulting Company') and their respective shareholders (the "Scheme") as defined in the Scheme, in the present form or with such alterations/modifications as may be approved or imposed or directed by the Tribunal as per the terms and conditions mentioned in the Scheme placed before the Board and initialled by the Director for the purpose of identification."

**"RESOLVED FURTHER THAT** unless required or not dispensed with by the NCLT, as the case may be, a NCLT convened meeting of the creditors and / or members of the Company be convened in terms of the directions as may be issued by the NCLT.

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

**"RESOLVED FURTHER THAT** the Company being a wholly owned subsidiary of CPL, there shall be no issuance of shares by CPL as a consideration for the merger of the Company with CPL."

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

SRAJAN CAPITAL LIMITED

*P. Maheshwari*

DIRECTOR

SRAJAN CAPITAL LIMITED

*Manmohan Pareek*  
AUTHORISED SIGNATORY

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

SRAJAN CAPITAL LIMITED

*Praveen Mohan*

DIRECTOR

SRAJAN CAPITAL LIMITED

*S. Jayaram*

AUTHORISED SIGNATORY

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

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

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

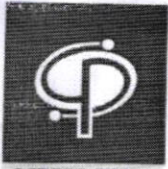
**"CERTIFIED TRUE COPY"**

**For Srajan Capital Limited**

**SRAJAN CAPITAL LIMITED**

*Pramod Maheshwari*  
**Pramod Maheshwari**  
**Director**  
**DIN: 00185711**

**SRAJAN CAPITAL LIMITED**  
*[Signature]*  
**AUTHORISED SIGNATORY**



CAREER POINT

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON TUESDAY, THE 14<sup>TH</sup> DAY OF FEBRUARY, 2022 AT THE CORPORATE OFFICE OF THE COMPANY LOCATED AT CP TOWER-1, ROAD NO. 1, IPIA, KOTA, RAJASTHAN-324005 AT 03:00 PM AND CONCLUDED AT 03:30 PM**

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the rules and regulations made thereunder (including any statutory modifications or any amendments thereto or any substitutions or any re-enactments thereof for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the necessary approvals/consents/sanctions and permissions of the shareholders and/or creditors of the Company, if and to the extent required, and subject to the sanction of the National Company Law Tribunal (**the "NCLT"**), Securities and Exchange Board of India (**"SEBI"**), Stock Exchanges or such other competent authority, as may be applicable or any other appropriate authority under the applicable provisions of the Act, the consent of the Board of Directors of the Company (**the "Board"**) be and is hereby accorded to the Scheme of Arrangement between the Company, Srajan Capital Limited (**'SCL' or 'Transferor Company'**) and Career Point Limited (**'CPL' or 'Transferee Company' or 'Demerged Company'**) and their respective shareholders (**the "Scheme"**) as defined in the Scheme, in the present form or with such alterations/modifications as may be approved or imposed or directed by the Tribunal as per the terms and conditions mentioned in the Scheme placed before the Board and initialled by the Director for the purpose of identification."

**"RESOLVED FURTHER THAT** unless required or not dispensed with by NCLT, as the case may be, a NCLT convened meeting of the creditors and / or members of the Company be convened in terms of the directions as may be issued by the NCLT.

**"RESOLVED FURTHER THAT** in consideration of demerger of education business undertaking of the CPL into the Company, the valuation report and the following swap ratio recommended by Mr. Naveen Agarwal, Registered valuer (Reg no. IBBI/RV/02/2019/12272) be and is hereby approved

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

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

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

For CAREER POINT EDUTECH LIMITED  
*[Signature]*

Director  
 For Career Point Edutech Limited  
*[Signature]*  
 Authorised Signatory

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

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

For Career Point Edutech Limited  
*[Signature]*  
Authorised Signatory

For CAREER POINT EDUTECH LIMITED  
*[Signature]*  
Director

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

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

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

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

**"CERTIFIED TRUE COPY"**

**For Career Point Edutech Limited**

FOR CAREER POINT EDUTECH LIMITED

*Pramod Maheshwari*

Director

**Pramod Maheshwari**

**Director**

**DIN: 00185711**

For Career Point Edutech Limited

*[Signature]*

Authorised Signatory