

10th Annual report of
KUBERAN GLOBAL EDU SOLUTIONS LIMITED

FY -2022 -23



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IMPORTANT COMMUNICATION TO SHAREHOLDERS

The Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliance by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent through e-mail to the Shareholders. Further, in compliance with the provisions of the Companies Act, 2013, the Rules framed thereunder, and the recent Circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI), electronic copies of the Notice of the 10th (tenth) Annual General Meeting (AGM) and the Annual Report for the Financial Year 2022-23 will be sent to all the Shareholders whose e-mail addresses are registered with the Company/Depository Participant(s). Shareholders may note that the Notice of the AGM and Annual Report 2022-23 will also be available on the Company’s website (at www.kgesltd.in), on the websites of the Stock Exchange where the Equity Shares of the Company are listed, i.e., BSE Limited (at www.bseindia.com) and on the website of Central Depository Services (India) Limited (CDSL) (at www.evoting.com)



CORPORATE INFORMATION

BOARD OF DIRECTORS

CHANDRAMOULEESWARAN K
CHAIRMAN & MANAGING DIRECTOR

PALANIVELAMMAL .K
WHOLE TIME DIRECTOR

KRISHNAN.C
DIRECTOR

KANNAN
INDEPENDENT DIRECTOR

SATHYASEELAN
INDEPENDENT DIRECTOR

MEGANATHAN
INDEPENDENT DIRECTOR

REGISTERED OFFICE

NO :401 GES Complex,1st Floor,
7th Street, Gandhipuram,
CBE – 641012.

Phone: 9944488001

Email : investor@kgesltd.in

SECRETARIAL AUDITOR

CS. Sumathi Rajendran
Practising Company Secretary

COMPANY SECRETARY

ACS.KOMAL JAIN

REGISTRAR & SHARE TRANSFER

AGENTS:

Bigshare Services Pvt. Ltd.

Office No S6-2, 6th floor Pinnacle Business
Park, Next to Ahura Centre, Mahakali Caves
Road, Andheri (East), Mumbai – 400093

Email Id: investor@bigshareonline.com

Website: www.bigshareonline.com

CFO

VISHNU VISWANATHAN

BANKERS

AXIS BANK LTD ,RBL BANK LTD

STATUTORY AUDITORS:

M/s. Hashim & Associates

CA. SHEIK MOHAMED HASHIM

Chartered Accountants

10TH ANNUAL GENERAL MEETING

Date: 28th September 2023

Day: Thursday

Time: 10.15 AM

Place: Registered Office



FROM THE CHAIRMAN'S DESK

Dear Shareholders,

This was yet another year of exciting innovations, converting challenges into opportunities, and maintaining focus on operational efficiencies. I am happy to share with you that despite ongoing COVID-19 pandemic, your company has performed well during the year 2022-23.

Our performance for the year gone by demonstrates our ability to adapt to change, our commitment and responsibility towards each and every stakeholder. Amidst trying times, we delivered robust results, even when the economy witnessed a massive slowdown.

KGES continued on its journey of sustained growth during the Financial Year 2022-23. Total Revenues grew from ₹93.66 Lakh during 2021-22 to ₹95.42 Lakh during 2022-23. Profit After Tax (PAT) Decreased from ₹(1.37) Lakh during 2021-22 to ₹(1.42) Lakh during 2022-23.

KGES went public during the Financial Year 2021-22 and got listed in the BSE SME Startup segment on 5th May 2021. Our Company is proud to announce that we are a Debt free company as on 31 March 2023 .

The opportunity for growth in the Education industry is significant, as Education plays a major role in shaping one future. The Training facilities at KGES can fill this vacuum to meet the training requirements. We are bolstering our Content development and Information Technology investments to introduce new products. Our Content Development team continues to develop new educational contents at a healthy pace.

Finally, I would like to express my sincere appreciation to all our employees for their contribution towards the performance of the Company. I also appreciate the support received from our customers, suppliers, various Government departments and gratefully acknowledge the continuous support of all our Shareholders.

Yours Sincerely,

Chandramouleswaran. K

Chairman

Kuberan Global Edu Solutions Limited



NOTICE TO THE 10TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 10th (Tenth) Annual General Meeting ("AGM") of Members of Kuberan Global Edu Solutions Limited ("Company") will be held on Thursday, 28th day of September 2023 at 10.15 A.M. (IST) at , the Registered Office of the Company situated at No 401 GES Complex 1st Floor 7th Street Gandhipuram Coimbatore TN 641012

ORDINARY BUSINESS:

- 1. ITEM NO : 1 To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2023 together with the Reports of the Board of Directors and Auditors thereon. To receive, consider and adopt the following:**

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2023 including the Audited Balance Sheet as of 31st March 2023 and the Statement of Profit and Loss and Cash Flow for the year ended on that date and the Reports of the Directors and the Auditors thereon.

- 2. ITEM NO :2 Re-Appointment of Mr. Krishnan Chandrasekaran (DIN: 06567254) as " Director" of the Company, liable to retire by rotation, who has offered himself for re-appointment**

The members are requested to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Shareholders of the Company be and is hereby accorded to the reappointment of **Mr. Krishnan Chandrasekaran (DIN: 06567254)** as a "Director", who shall be liable to retire by rotation."

SPECIAL BUSINESS:

- ITEM NO 3: Reappointment of CHANDRAMOULEESWARAN KRISHNAN (DIN 06567258) Managing Director of the Company, and approval of the remuneration payable to him To consider and if thought fit, to pass the following resolution as an ordinary resolution:**

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the rules framed thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other provisions as may be applicable, approval of the members of the Company be and is hereby accorded for reappointment of CHANDRAMOULEESWARAN KRISHNAN (DIN [06567258](#)) Managing Director of the Company, effective 28th September 2023, on such terms and conditions including the remuneration as per Act.

RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board") be and is hereby authorized to execute a New Employment Agreement inter-alia containing the terms and conditions of reappointment and to alter such terms and conditions as it may deem appropriate in relation to reappointment of Chandran Managing Director of the Company commencing from 28th September 2023 to 31st August 2028, on the recommendations of the nomination and remuneration committee of the Company ("the Committee") in compliance with the applicable provisions of the Act and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

ITEM NO 4: To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

Re-appointment of Mr. MANIKANNAN SEKAR ([08218802](#)) as Independent Director of the Company:

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of Companies Act, 2013 and rules made thereunder



(including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the approval of the Members/Shareholders of the Company be and is hereby accorded for the Mr. MANIKANNAN SEKAR ([08218802](#)), in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company for a second term of 5 (five) consecutive years effective 28th September 2023, not liable to retire by rotation.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper and expedient to give effect to this Resolution.” pursuant to provisions of Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the approval of the Members/Shareholders of the Company be and is hereby accorded for the Mr. MANIKANNAN SEKAR ([08218802](#)) in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company for a second term of 5 (five) consecutive years effective 28th September 2023, not liable to retire by rotation.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

ITEM NO 5: To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

Re-appointment of Mr. MEGANATHAN ETHIRAJ ([08218803](#)) as Independent Director of the Company:

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the approval of the Members/Shareholders of the Company be and is hereby accorded for the Mr. MEGANATHAN ETHIRAJ ([08218803](#)) in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company for a second term of 5 (five) consecutive years effective 28th September 2023, not liable to retire by rotation.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper and expedient to give effect to this Resolution.” pursuant to provisions of Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the approval of the Members/Shareholders of the Company be and is hereby accorded for the Mr. MEGANATHAN ETHIRAJ ([08218803](#)) in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Companies



Act, 2013, proposing her candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company for a second term of 5 (five) consecutive years effective 28th September 2023, not liable to retire by rotation.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

ITEM NO 6: To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

Re-appointment of Mr. SATHYASEELAN THAVASIAPPAN ([08254234](tel:08254234)) as Independent Director of the Company:

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the approval of the Members/Shareholders of the Company be and is hereby accorded for the Mr. SATHYASEELAN THAVASIAPPAN ([08254234](tel:08254234)) in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company for a second term of 5 (five) consecutive years effective 28th September 2023, not liable to retire by rotation.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper and expedient to give effect to this Resolution.” pursuant to

provisions of Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the approval of the Members/Shareholders of the Company be and is hereby accorded for the Mr. Mr. SATHYASEELAN THAVASIAPPAN ([08254234](tel:08254234)) in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company for a second term of 5 (five) consecutive years effective 28th September 2023, not liable to retire by rotation.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

ITEM NO 7: To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

Re-appointment of Mrs. PALANIVELAMMAL ([06567256](tel:06567256)) as Whole-Time Director of the Company:

RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Mrs. PALANIVELAMMAL ([06567256](tel:06567256)) as a Whole Time Director designated as Director (Environment & Safety) of the



Company for a period of 5 years, with effect from 28th September 2023 with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Nomination and Remuneration Committee (“Committee”) and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as deemed fit necessary.

RESOLVED FURTHER THAT the remuneration payable to Mrs. PALANIVELAMMAL ([06567256](#)) shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mrs. PALANIVELAMMAL ([06567256](#)), Whole Time Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Whole Time Director.

RESOLVED FURTHER THAT Mrs. PALANIVELAMMAL ([06567256](#)), Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered

necessary, usual or expedient, to give effect to the aforesaid resolution.

By Order of the board
For Kuberan Global Edu Solutions Limited
Sd/-
Chandramouleeswaran Krishnan
Managing Director
DIN: 06567258

Registered Office
NO 401 GES Complex, 1st Floor,
7th Street, Gandhipuram, Coimbatore,
TN 641012 IN



Note:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of member(s) not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or member
2. The instrument appointing the proxy (enclosed hereto) in order to be effective must be deposited (duly completed, stamped and signed) at the registered office of the Company not less than forty eight (48) hours before the commencement of the meeting.
3. Member(s)/Proxies/Authorized Representatives are requested to bring the enclosed attendance slip duly filled in and signed for attending the meeting. Member(s) who hold equity shares in electronic mode are requested to write the Client ID and DP ID number and those who hold equity shares in physical mode are requested to write their folio number in the attendance slip.
4. Corporate Member(s) intending to send their authorized representative(s) to attend the meeting are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members

desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Bigshare. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

6. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
7. The route map showing directions to reach the venue of the 10th Annual General Meeting is enclosed.
8. The relevant details of Directors proposed to be appointed/ reappointed, as required under Reg. 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards-2 on General Meetings are also annexed as **Annexure-A**.
9. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, and all other documents referred to in the Notice and Explanatory Statement will be available for inspection in electronic mode by writing to the Company at its email id: investor@kgesltd.in till the date of AGM.
10. Members may also note that the Notice of AGM and the Annual Report for the Financial Year 2022-23 will be available on the Company’s website www.kgesltd.in , or on the websites of the Stock Exchange where the Equity Shares of the Company are listed, i.e., BSE Limited (at www.bseindia.com) and on the website of National Securities Depository Limited at www.evoting.nsdl.com
11. Members desirous of seeking any information relating to the Accounts of the Company may write to the Company at No 401 GES Complex 1st Floor 7th Street Gandhipuram Coimbatore TN 641012 IN for the attention of Company



- Secretary, at least seven days in advance of the Meeting so that requisite information can be made available at the Meeting.
12. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 22, 2023 to Thursday, September 28, 2023 (both days inclusive).
 13. Members/Proxies are requested to bring the attendance slip along with their copy of the Annual Report to the Meeting.
 14. Member(s) holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the member(s) holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
 15. Member(s) holding shares in physical form are requested to notify the Company or Company's Registrar and Transfer Agent (RTA), Bigshare Services Pvt Ltd of any change in their addresses/Bank Mandates. Member(s) holding shares in dematerialized form are requested to notify their respective Depository Participant of any change in their addresses/Bank Mandates.
 16. Members holding shares in physical mode and who have not registered / updated their email addresses with the Company are requested to update their email addresses with the Registrar and Transfer Agents of the Company, viz., Bigshare on its website (at www.bigshareonline.com) along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member. In case of any queries / difficulties in registering the e-mail address, such Members may write to investor@bigshareonline.com. Members holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant(s).
 17. All relevant documents referred to in the Notice of the Meeting shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days, upto the date of the meeting.
 18. The voting rights of member(s) shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, September 22, 2023. A person whose name is 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. Friday, September 22, 2023 only shall be entitled to avail the facility of remote e-voting / Poll.
 19. Member(s) who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically.
 20. A shareholder may appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy for the AGM as long as each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder and a proxy does not need to be a shareholder of the Company. A Form of Proxy for the meeting is enclosed. To be valid any Form of Proxy or other instrument appointing a proxy must be returned by post, by courier or by hand (during normal business hours only) to the Company's at registered office address on 28th September, 2023, or if the AGM is adjourned, 48 hours (excluding non-working days) prior to the adjourned meeting. A proxy may also be appointed electronically and further details are set out at Note 23 below. Subject to any change in government restrictions affecting attendance



at the AGM, shareholders who have lodged a proxy may still attend the AGM and vote themselves. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company's Registrars, Big share services Pvt Ltd on 022-6263 8200 or by post on Bigshare Services Pvt Ltd Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India , via Email on :investor@bigshareonline.com

21. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('Act'), in respect of the Special Business under Item Nos. 3 set out above and details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended ('SEBI LODR Regulations'), entered with the Stock Exchanges and Secretarial Standard on General Meetings (SS-2) in respect of the Directors seeking re-appointment at this Annual General Meeting is annexed hereto as "Annexure A". An Explanatory Statement pursuant to Section 102 of the Act setting out material facts relating to Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
22. In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively, and also Circular 02/2021 dated January 13, 2021 Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI Circulars"), and in compliance

with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the 9th (Nineth) Annual General Meeting of the Company is being convened and conducted in accordance with the aforesaid Circulars.

23. Corporate Shareholders intending to appoint their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer Mrs. Sumathi, Practicing Company Secretary (Membership No.11508), NDSL and the Company, a scanned certified true copy of the Board Resolution with at tested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by-mail through its registered email address to sumirajendarkges@gmail.com with a copy marked to www.evoting.nsdl.com and investor@kgesltd.in
24. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), bank details including change in bank account number, IFSC Code, MICR Code, name of bank and branch details, to their Depository Participant(s) (DPs) in case the shares are held by them in electronic form and to Bigshare Services Private Limited, Registrar and Share Transfer Agent of the Company ("Bigshare") in case the shares are held by them in physical form. Members who are holding shares in demat mode are requested to notify any change in their residential address, bank account details and/ or email address immediately to their respective Depository Participants.
25. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and



- Exchange Board of India (SEBI), the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023, including Report of Board of Directors, Statutory Auditors' Report or other documents required to be attached therewith and the Notice of AGM are being sent through electronic mode to Members whose email address is registered with the Company or the Depository Participant(s) or Bigshare.
26. Members are requested to support "Green Initiative" by registering / updating their e-mail address(es) with the Depository Participant(s) (in case of Shares held in dematerialized form) or with Bigshare (in case of Shares held in physical form).
27. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules framed thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members holding shares in dematerialized form are requested to register (or update, in case of any change) their e-mail address with their Depository Participant(s), if not already registered / updated and Members holding shares in physical form are requested to register (or update, in case of any change) their e-mail address with Bigshare on its website (at www.bigshareonline.com), to enable the Company to send electronic communications.
28. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form 1st April 2019, except in case of transmission and transposition of securities. In view of the same and to avail various benefits of dematerialization, Shareholders are advised to dematerialize shares held by them in physical form and for ease in portfolio management. Shareholders can contact the Company or Bigshare for assistance in this regard.
29. Shareholders holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates to enable the Company to consolidate their holding into one folio.
30. The venue of the AGM shall be deemed to be the Registered Office of the Company at No 401 GES Complex 1st Floor 7th Street Gandhipuram Coimbatore TN 641012 IN
31. Detailed instructions for remote E-voting and E-voting during the 10th AGM, both forming part of this Notice, are annexed.
32. **THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM:**
- A. VOTING THROUGH ELECTRONIC MEANS**
- Bigshare i-Vote E-Voting System**
- THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**
- i. The voting period begins on monday 25th September 2023 (at 9.00AM IST) and ends on Wednesday 27th September 2023 (at 5.00 PM IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday 22nd September 2023 of 22.09.2023 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
 - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020**

/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of**

a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020 /242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.

	<p>Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click</p>



<p>securities in demat mode) login through their Depository Participants</p>	<p>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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
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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. CDSL and NSDL

Login type	Helpdesk details
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 022-23058738 and 22-23058542-43.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.



NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:



- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 3

The Members may note that the tenure of appointment of Mr. CHANDRAMOULEESWARAN KRISHNAN (DIN [06567258](#)), Managing Director is period of 5 (five years), i.e., effective from 28th September 2023 to 31st August 2028 for which approval of the shareholders is being sought. The Members may note that the Company has received a letter of consent from Mr. CHANDRAMOULEESWARAN KRISHNAN (DIN [06567258](#)), signifying his willingness to be appointed as Managing Director, a declaration under section 164 of the Companies Act, 2013 and other statutory disclosures/declarations as required under the law. The essential terms and condition of his appointment and remuneration are as under;

- a) Mr. CHANDRAMOULEESWARAN KRISHNAN (DIN [06567258](#)), shall be responsible for overseeing for the day to day operations and management of the Company and such other matters as identified by the Board from time to time.
- b) Mr. CHANDRAMOULEESWARAN KRISHNAN (DIN [06567258](#)), shall devote his whole time and attention to the business of the Company.
- c) Mr. CHANDRAMOULEESWARAN KRISHNAN (DIN [06567258](#)), shall exercise and perform all such powers and duties as the Board of Directors of the Company shall, from time to time, determine, and subject to the superintendence, control, direction, and restriction from time to time give and imposed by the Board and/or the Articles of Association of the Company and shall not exceed the powers so delegated by the Board.
- d) Period of Agreement: 28th September 2023 to 31st August 2028.
- e) Minimum Remuneration: In the event of loss or inadequacy of profits in any year during the tenure of the Managing Director, Mr. CHANDRAMOULEESWARAN KRISHNAN (DIN [06567258](#)), shall be paid remuneration as above as minimum remuneration.
- f) Sitting fees: Mr. CHANDRAMOULEESWARAN KRISHNAN (DIN [06567258](#)), shall not be paid sitting fees for attending the Board meetings and meetings of the Committee in which he may be nominated as a member.

The Office of the Managing Director will not be liable to retire by rotation.

The draft of the appointment letter/agreement shall be open for inspection by the Members at the Registered office of the Company during the normal business hours on any working day, excluding Sunday. Having regard to his qualifications, experience and association with the Company, the Board of Directors considers that it will be in the interest of the Company to appoint Mr. CHANDRAMOULEESWARAN KRISHNAN (DIN [06567258](#)), as the Managing Director of the Company for a term of 5 years from 28TH September 2023 to 31st August 2028.

Your Directors recommend the Resolution set out in Item No. 6 of this AGM Notice to the Members for their consideration and approval by Special Resolution.



None of the Promoters, Directors, Key Managerial Personnel of the Company or their relative are in any way concerned or interested, financially or otherwise, in the Resolution except Mr. CHANDRAMOULEESWARAN KRISHNAN.

Item No. 4, 5 and 6

The Board of Directors of the Company at its meeting held on 05th September 2023, appointed Mr. MANIKANNAN SEKAR (DIN [08218802](#)) Mr. MEGANATHAN ETHIRAJ (DIN [08218803](#)) and Mr. SATHYASEELAN THAVASIAPPAN (DIN [08254234](#)) in the capacity of Independent Director for a term of 5 years with effect from 28TH September 2023, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the Board Governance, Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. MANIKANNAN SEKAR (DIN [08218802](#)) Mr. MEGANATHAN ETHIRAJ (DIN [08218803](#)) and Mr. SATHYASEELAN THAVASIAPPAN (DIN [08254234](#)) as an Independent Directors pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.. The Company has received a declaration from Mr. MANIKANNAN SEKAR (DIN [08218802](#)) Mr. MEGANATHAN ETHIRAJ (DIN [08218803](#)) and Mr. SATHYASEELAN THAVASIAPPAN (DIN [08254234](#)) confirming that they meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. MANIKANNAN SEKAR (DIN [08218802](#)) Mr. MEGANATHAN ETHIRAJ (DIN [08218803](#)) and Mr. SATHYASEELAN THAVASIAPPAN (DIN [08254234](#)) fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for their appointment as an Independent Director of the Company and they are independent of the management. Considering Mr. MANIKANNAN SEKAR (DIN [08218802](#)) Mr. MEGANATHAN ETHIRAJ (DIN [08218803](#)) and Mr. SATHYASEELAN THAVASIAPPAN (DIN [08254234](#)) knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint them as an Independent Directors for a period of five years with effect from 28TH September 2023.

Item No. 7

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 05th September 2023, approved the appointment of Mrs. PALANIVELAMMAL ([06567256](#)), as Whole Time Director (Executive Director) and KMP of the Company for a period of five years, with effect from 28th September 2023, subject to approval of shareholders at the forthcoming Annual General Meeting. Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Mrs. PALANIVELAMMAL ([06567256](#)), requires approval of the Members by way of special resolution. The terms and conditions of the re-appointment and remuneration payable to Mrs. PALANIVELAMMAL ([06567256](#)), are provided in the resolution referred in Item No. 10 respectively.

The Company has received from Mrs. PALANIVELAMMAL ([06567256](#)), consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he/she is not disqualified in accordance with sub-section (2) of Section 164 of the Act. In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member, proposing the candidature of Mrs. PALANIVELAMMAL ([06567256](#)), for appointment. Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his/her induction on the Board would be of immense



KUBERAN GLOBAL EDU SOLUTIONS LIMITED

benefit to the Company and it is desirable to avail his/her services as a Director to strengthen the management of the Company.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 10 of the Notice above by way of Special resolution. Except Mrs. PALANIVELAMMAL ([06567256](#)), none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

**For and on Behalf of the Board of Directors of
Kuberan Global Edu Solutions Limited,**

--sd--

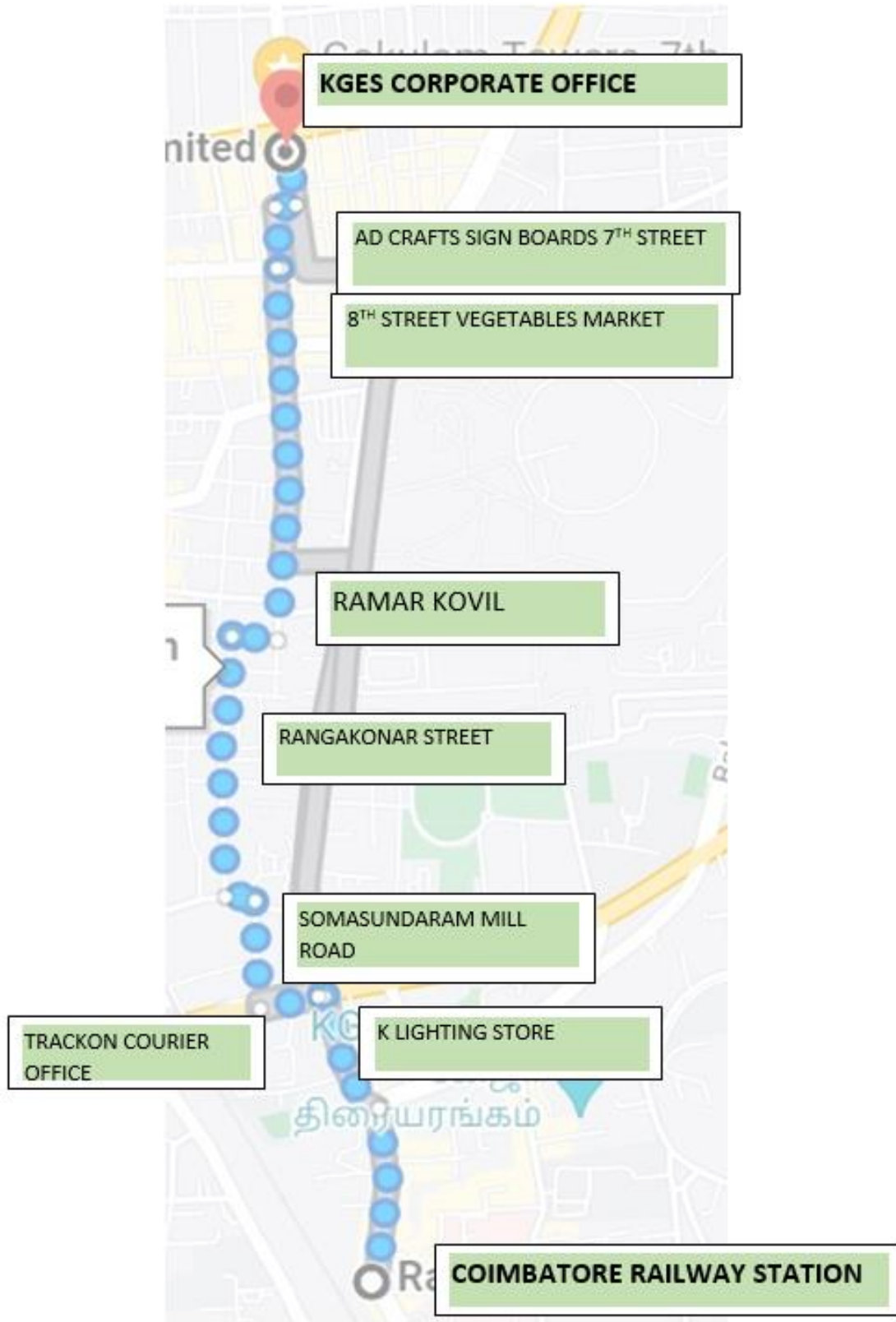
K. Chandramouleswaran
Managing Director
DIN: 06567258

**ANNEXURE “A” TO THE NOTICE OF ANNUAL GENERAL MEETING****BRIEF RESUME OF DIRECTORS SEEKING REAPPOINTMENT AT 10TH ANNUAL GENERAL MEETING OF THE COMPANY**

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 on General Meetings:

Name of the Director	KRISHNAN CHANDRASEKARAN
Director Identification Number(DIN)	06567254
Date of Birth (dd/mm/yyyy)	07/01/1949
Age (in years)	74 Years
Nationality	Indian
Percentage	12.89%
Qualification	SSLC
Brief Profile and Expertise in specific Functional area	Mr. Krishnan c , 74 years of age , SSLC , Post qualification he was working in a TVS Group logistics firm For more than 3 decades and he is been engaged in the business Education and Consultancy and has a rich experience of over 10 years in the field .
Number of Equity shares Held in the Company	271,429
Number of Board Meetings Attended During the Financial Year 2021-22	6
List of Other Directorships held in Public Limited Companies	NA
Relationship with Director/ Manager/ KMP	Father of Managing Director
Remuneration Last drawn FY 2022-23	Rs. 5,39,000/-

Route Map of KGES Office From Coimbatore Railway station





KUBERAN GLOBAL EDU SOLUTIONS LIMITED

Form MGT 11
Proxy form
(pursuant to Section 105 (6) of the companies act , 2013 and Rule 19(3) of the
Companies (Management and Administration) Rules, 2014)

KUBERAN GLOBAL EDU SOLUTIONS LIMITED

CIN:U80900TZ2013PLC019519

Regd. Off. No :401 GES Complex, 1st Floor, 7th Street, Gandhipuram , CBE -641012.

Website:-www.Kgesltd.in

PROXY FORM

Name of the member(s):	
Registered address:	
E- mail Id:	
Folio No.	

I/We being a member(s) of _____ shares of the above named company, hereby appoint

1. Name : _____ of _____

E-mail Id: _____ or failing him

2. Name : _____ of _____

E-mail Id: _____ or failing him

3. Name : _____ of _____

E-mail Id: _____

and whose signatures are appended below as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the Company to be held on the Thursday, 28 September 2023 at 10.15 A.M. at Kges 401 Ges Complex, 1st Floor, 7th Street, Gandhipuram, CBE- 641012 and at any adjournment thereof in respect of such resolutions as are indicated below:

*I wish my above proxy to vote in the manner as indicated below:

Sr. No	Resolutions	For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 st March 2023 together with the Reports of the Board of Directors and Auditors thereon. To receive, consider and adopt the following:		



2.	Re-Appointment of Mr. Krishnan Chandrasekaran as “ Director” of the Company, liable to retire by rotation, who has offered herself for re-appointment		
SPECIAL BUSINESS			
3.	Reappointment of CHANDRAMOULEESWARAN KRISHNAN (DIN <u>06567258</u>) Managing Director of the Company, and approval of the remuneration payable to him To consider and if thought fit, to pass the following resolution as an ordinary resolution		
4.	To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution: Re-appointment of Mr. MANIKANNAN SEKAR (<u>08218802</u>) as Independent Director of the Company		
5.	To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:Re-appointment of Mr. MEGANATHAN ETHIRAJ (<u>08218803</u>) as Independent Director of the Company		
6.	To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution: Re-appointment of Mr. SATHYASEELAN THAVASIAPPAN (<u>08254234</u>) as Independent Director of the Company:		
7.	To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution: Re-appointment of Mrs. PALANIVELAMMAL (<u>06567256</u>) as Whole-Time Director of the Company:		

Affix
Rupee 1/-
Revenue
Stamp

Signed this ___ day of _____2023.

Signature of shareholder

Signatures of proxy holders

1. _____

2. _____

3. _____



KUBERAN GLOBAL EDU SOLUTIONS LIMITED

ATTENDANCE SLIP
KUBERAN GLOBAL EDU SOLUTIONS LIMITED

CIN:U80900TZ2013PLC019519

Regd. Off. No :401 GES Complex, 1st Floor, 7th Street, Gandhipuram , CBE -641012.

Website:-www.Kgesltd.in

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting.

	Name and Address:	No. of Shares held:
*DP Id No. _____	_____	
*Client Id No. _____		
Regd. Folio No__		

I hereby record my presence at the **Annual General Meeting** of the **Kuberan Global Edu Solutions Limited** on Thursday, 28 September 2023 at the registered office of the Company.

Signature of the Member / Proxy

*Applicable to members holding shares in electronic form.



DIRECTOR'S REPORT

To,
The Members,
Kuberan Global Edu Solutions Limited
NO :401 GES COMPLEX ,1ST FLOOR ,
7TH STREET , Gandhipuram ,CBE -641012.

Your directors have pleasure in presenting the 10th Annual Report together with the audited statement of accounts for the year ended 31st March 2023.

1. FINANCIAL RESULTS

Amount in (Rs)

Particulars	Audited	
	2022-23	2021-22
Profit before interest ,depreciation and Tax	25,95,914	19,63,608
Finance cost	0	10,938
Depreciation and Amortisation	27,37,593	20,90,033
Profit/(Loss) Before Tax	(1,41,679)	(1,37,423)
Provision for taxation	0	0
Profit/(Loss) After Tax	(1,41,679)	(1,37,423)
Other comprehensive income	0	0
Total comprehensive Profit for year	(1,41,679)	(1,37,423)
Total comprehensive Profit for year attributable to non -Controlling Interest		
Earnings per share (Basic & Diluted)	(0.07)	(0.07)

2. OPERATIONS:

The total revenue of the Company for the financial year ended 31st March 2023 has been ₹95,42,364/-. The EBIDTA from normal operation for financial year 2022-23 was ₹25,95,914/- as compared to ₹21,01,031/- in the previous year, registering an increase of about 23.55%.

The result of all the above factors registering the rise in turnover, and Decrease in the Profit after Tax of the financial year ended 31st March 2023 has been decreased by 3.09% to ₹(1,41,679)/- as against ₹(1,37,423)/- for the previous year.

3. DIVIDEND:

In view of the fact that, the Company is considering business expansion in the field of Online Education in the near future, the Company shall retain earnings for funding further growth. The Company is also desirous to exploit the opportunities to



undertake suitable projects. Therefore, the Board of Directors (hereinafter referred to as “the Board”) has decided not to declare any dividend for the financial year under review.

4. SHARE CAPITAL:

The paid-up equity share capital as on 31st March 2023 was ₹2,10,65,360/- divided into 21,06,536 equity shares of ₹10/ each. During the year under review the company has not made any fresh issue of shares.

5. TRANSFER OF UNPAID/ UNCLAIMED DIVIDEND:

The Company does not have any amount of Unpaid/Unclaimed Dividend which is required to be transferred to the Investors Education & Protection fund as required under Section of the Companies Act 2013. There is no other statutory amount like outstanding unpaid Refund Amount on Share Applications, unpaid interests or principal of Deposits and Debentures, etc. lying with the company which are required to be transferred to Investors Education and Protection Fund.

6. TRANSFER TO RESERVES:

The Board of Directors have not appropriated and transferred any amount to any reserve and the Board has decided to retain the entire amount in the profit and loss account.

7. CHANGE IN BUSINESS NATURE:

The Company has no changes in the business nature during the year under review.

8. DEPOSITS:

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 (“the Act”) read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details relating to deposits covered under Chapter V of the Act or the details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

9. COMPLIANCE WITH THE LISTING AGREEMENT:

Company's shares are listed on BSE Ltd (startup platform) w.e.f. 05th May' 2021 and Company has complied with the mandatory provisions of Corporate Governance as stipulated in the Listing Agreement with the Stock Exchange.

10. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

The Company did not have any subsidiary, associate, and joint venture company during the year under review.

11. CHANGE OF NAME:

The Company did not change the name during the year under review.

12. SIGNIFICANT OR MATERIAL ORDER PASSED BY REGULATORS/COURTS:

During the year under review, there were no significant or material orders passed by the regulators or court or tribunals impacting the going concern status and Company Operations in future.

13. MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY:

There are no material changes and commitments, affecting financial position of the Company which has occurred between the end of the financial year of the Company i.e., March 31, 2023, and the date of the director report.

14. CORPORATE GOVERNANCE:

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporate Governance Report is not applicable for our company.

15. MANAGEMENT DISCUSSION AND ANALYSIS:



Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis is attached hereto and forms part of this Report.

16. RELATED PARTY TRANSACTION:

Your Company has historically adopted the practice of undertaking related party transactions only in the ordinary and normal course of business and at arm's length as part of its philosophy of adhering to highest ethical standards, transparency, and accountability.

The particulars of contracts or arrangements with related parties referred to in subsection (1) of section 188 of the Act in the prescribed Form AOC-2 is annexed hereto and marked as Annexure – "A" and forms part of this Report.

17. DISCLOSURE OF INFORMATION AS REQUIRED UNDER SECTION 134 (3)(M) OF THE COMPANIES ACT, 2013 (ACT) READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is annexed hereto and marked as Annexure – "B"

18. ANNUAL RETURN

Pursuant to the provisions of Section 92(3) and 134 (3) (a) of the Act, 2013, the Annual Return for the financial year ended 31st March 2022 is given in Annexure 'C' to this Report. A copy of the Annual Return is also available on the website of the Company www.kgesltd.in

19. AUDITORS & REPORTS:

a. Statutory Auditors:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, Mr.CA.A.SHEIK MOHAMED HASHIM, Chartered Accountant, (FRN: ICAI-020991) , was appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s CA.K.Sekar, Chartered Accountants, Coimbatore, who shall office upto the conclusion of the ensuing Annual General Meeting. The consent of the Auditors along with certificate under Section 139 of the Act have been obtained from the Auditors to the effect that their appointment, if made, shall be in accordance with the prescribed conditions and that they are eligible to hold the office of Auditors of the Company.

The Board of Directors of the Company at their meeting held on August 25, 2021, on the recommendation of the Audit Committee, have made its recommendation for the appointment of Mr.CA.A.SHEIK MOHAMED HASHIM, Chartered Accountant, (FRN: ICAI-020991) the Statutory Auditors of the Company for an initial term of five years. Accordingly, a resolution, proposing appointment of Mr.CA.A.SHEIK MOHAMED HASHIM, Chartered Accountant, (FRN: ICAI-020991) as a Statutory Auditors of the Company for a term of five consecutive years (i.e.) from the conclusion of 8th Annual General Meeting of the Company till the conclusion of the 12th Annual General Meeting of the Company, subject to ratification of the appointment by the Members at ensuing Annual General Meeting.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

b. Secretarial Audit:

The Board on the recommendation of the Audit Committee appointed Mrs Sumathi ; Company Secretaries in Practice, Coimbatore, as Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial Year 2022-23.

c. Cost Audit:

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is not required to maintain Cost Records under said Rules.

d. Internal Auditors of the Company:

The Company has adopted an internal control system, commensurate with its size.



There are no adverse remarks by Internal Committee in the report issued by them for the financial Year end 31st March 2023.

e. Reporting of frauds by statutory auditors:

There were no incidences of reporting of frauds by Statutory Auditors of the Company under Section 143 (12) of the Act read with Companies (Accounts) Rules, 2014.

f. Code for prevention of Insider Trading:

As per Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 2015, your Company has adopted an amended Code of Conduct to regulate, monitor and report trading by Designated Persons and their Immediate Relatives under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes code of practices and procedures for fair disclosure of unpublished price sensitive information and has been made available on the Company's website.

20. UPDATION OF EMAIL IDS FOR RECEIVING NOTICES / DOCUMENTS IN ELECTRONIC MODE:

Shareholders who have not registered their email addresses with the Company are requested to register their email addresses with the Company to enable the Company to deliver notices /documents through e_mode. Shareholders holding their shares in demat mode also have an option to register their email addresses with their depository, through their depository participant.

21. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company maintains adequate internal control systems, which provide, amongst other things, adequate support to all its operations and effectively handle the demands of the Company's financial management systems. The Company has in place effective systems safeguarding the assets and interest of the Company and ensuring compliance with law and regulations. The Company's internal control systems are supplemented by an extensive program of internal audit conducted by an external auditor to ensure adequate system of internal control.

22. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134 (5) of Companies Act, 2013, as amended, with respect to the Directors' Responsibility Statement, it is hereby confirmed that:

- i. In the preparation of the accounts for the financial year ended 31st March 2023, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.
- ii. The Directors 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 as of 31st March 2023 and of the profit and loss of the Company for the year ended 31st March 2023.
- iii. The Directors have taken proper and enough care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the annual accounts for the financial year ended 31st March 2023 on a going concern basis.
- v. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

23. SECRETARIAL STANDARDS OF ICSI:

Your Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS - 1) and General Meetings (SS - 2) issued by The Institute of Company Secretaries of India and approved by the Central Government.



24. COMMITTEES OF BOARD OF DIRECTORS OF THE COMPANY:

Following are the Committees of Board of Directors of the Company. The Composition of the following Committees are hosted on the website of the Company.

(i) Audit Committee

The Audit Committee was re-constituted by a resolution of our Board dated December 27, 2019. The current constitution of the Audit Committee is as follows:

Name of the Director	Position in the Committee	Designation
Manikannan Sekar	Chairman	Independent Director
Meganathan Ethiraj	Member	Independent Director
Chandramouleeswaran Krishnan	Member	Managing Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Audit Committee

The scope and function of the Audit Committee is in accordance with section 177 of the Companies Act. The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the Audit committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

A. Terms of Reference of Audit Committee:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. Significant adjustments made in the financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions;
 - vii. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval.



6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/Prospectus/ Prospectus /notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence, performance and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
18. To oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases.
19. Call for comments of the auditors about internal control systems, scope of audit including the observations of the auditor and review of the financial statements before submission to the Board;
20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
21. To investigate any other matters referred to by the Board of Directors;
22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

B. The Audit Committee shall mandatorily review the following information:

- a. Management discussion and analysis of financial information and results of operations;
- b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
- c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d. Internal audit reports relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

C. Meeting of Audit Committee and relevant Quorum



The committee shall meet at least four times in a year and not more than four months shall elapse between any two meetings. The quorum for the meeting shall be presence of any two members of the committee, but there shall be presence of minimum two Independent members at each meeting. Meeting of the Audit Committee shall be called by at least seven days' notice in advance.

(ii) Nomination and Remuneration Committee

The Nomination and Remuneration committee was re-constituted by a resolution of our Board dated December 27, 2019. The current constitution of the Nomination and Remuneration committee is as follows:

Name of the Director	Position in the Committee	Designation
Meganathan Ethiraj	Chairman	Independent Director
Manikannan sekar	Member	Independent Director
Sathyaseelan Thavasiappan	Member	Independent Director

The scope and functions of the Nomination and Remuneration Committee are in conformity with the requirements of section 178 of the Companies Act. Remuneration/Compensation Committee shall be called by at least seven days' notice in advance.

A. The terms of reference of the Nomination and Remuneration Committee, inter alia includes the following:

- Identify persons who are qualified to become directors and who may be appointed in senior management of the Company;
- formulate criteria for determining qualification, positive attributes and independence of a director;
- recommend to the Board appointment and removal of a director and senior management;
- evaluate the Board's performance and carry out evaluation of directors, key managerial persons and senior management;
- evaluate the Board's performance and carry out evaluation of every director's performance;
- make recommendations to the Board relating to the remuneration for directors, key managerial personnel and other employees;
- ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors, key managerial personnel and senior management to run the Company successfully;
- ensure that 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.;
- delegate any of its powers to one or more of its members or the secretary of the Committee;
- consider such other key issues or matters as may be referred by the Board or as may be necessary in view of the provisions of the Act and Rules made thereunder.

B. Meetings: The committee shall meet as and when the need arise for review of Managerial Remuneration. The quorum of the meeting shall be presence of any two members.

(iii) Stakeholder's Relationship Committee

The Shareholder and Investor Grievance Committee of our Board were constituted by our Directors pursuant to section 178 (5) of the Companies Act by a board resolution dated dated December 27, 2019. The Shareholder and Investor Grievance Committee comprises of:



Name of the Director	Position in the Committee	Designation
Sathyaseelan Thavasiappan	Chairman	Independent Director
Manikannan Sekar	Member	Independent Director
Chandramouleeswaran Krishnan	Member	Managing Director

The Company Secretary and Compliance Officer of our Company acts as the Secretary to the Committee

A. This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

- i. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
- ii. Redressal of security holders'/investor's complaints Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
- iii. Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares, debentures or any other securities;
- iv. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- v. Allotment and listing of shares;
- vi. Reference to statutory and regulatory authorities regarding investor grievances; and
- vii. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- viii. Any other power specifically assigned by the Board of Directors of the Company Meetings and Quorum: The Stakeholder/ Investor Relationship Committee shall meet at least at least four times a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum for the meeting shall be the presence of any two of the members out of which shall be an Non-Executive Director.

iv. Corporate Social Responsibility:

With the enactment of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 read with various clarifications issued by the Ministry of Corporate Affairs, every Company having the net worth of ₹500 crores or more or turnover of ₹1000 crores or more net profit of ₹5 crores during any financial year have to spend at least 2% of the average net profit of the Company made during the three immediately preceding financial years. Accordingly, the provision of CSR activities under Companies Act, 2013 do not apply to company.

25. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONS: APPOINTMENT

No new appointments were made for the financial Year end 31st March 2023.

RESIGNATION:

No Directors and Key Managerial Personnel of the Company have resigned during the financial year ending 31st March 2023.

RETIREMENT BY ROTATION:

In accordance with the provisions of the Act, none of the Independent Directors is liable to retire by rotation. As per the provisions of Section 152 of the Companies Act, 2013, Mr. Krishnan.c retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Your Directors recommend his approval in accordance with the provisions of the Act and the said Director is not disqualified from being re-appointed as a Director of a Company as per the disclosure received from him pursuant to Section 164(2) of the Act.



APPOINTMENT CRITERIA AND QUALIFICATIONS

The Nomination & Remuneration Committee identifies and ascertain the integrity, qualifications, expertise and experience of the person for appointment as Director, Key Managerial Personnel (“KMP”) or at Senior Management level and recommend the same to the Board for appointment.

26. MATTERS RELATED TO DIRECTORS:

i. Independent Directors’ Declaration:

The Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013. Pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors are registered with MCA Independent Director’s Databank.

ii. Board Evaluation:

In a separate meeting of Independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive director. The same was discussed in the Board meeting held subsequently to the meeting of the independent directors, at which Board of Directors carried out an annual evaluation of its own performance, board committee and individual directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The performance of committee was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc.

The Board subsequently evaluated its own performance, the working of its Committees (Audit, Nomination and Remuneration and Stakeholders Relationship Committee) and independent Directors (without participation of the relevant Director).

iii. Remuneration Policy:

The Board of Directors has on recommendation of the Nomination & Remuneration Committee framed policy for selection and appointment of Directors, Senior Management and their remuneration.

iv. Number Of Board Meetings:

The Board met 6 (Six) times during the financial year ended 31st March 2023 in accordance with the provisions of the Act.

27. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY:

Pursuant to the provisions of Section 186 of the Act read with The Companies (Meetings of Board and its Powers) Rules, 2014, Loans, guarantees and investments has been furnished in the Notes No. 5 & 6 to Audited financial statement which forms part of the financials of the Company.

28. PARTICULARS OF THE EMPLOYEES:

The requisite details relating to ratio of remuneration, percentage increase in remuneration etc. as stipulated under the above Rules are annexed as Annexure “E” to this Report.

29. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Your Company strongly believes in providing a safe and harassment free workplace for each and every individual working for the Company through various interventions and practices. It is the continuous endeavour of the Management of the Company to create and provide an environment to all its employees that is free from discrimination and harassment including sexual harassment. The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. The Company arranged various interactive awareness workshops in this regard for the employees in the Corporate Office during the financial year.



Following is a summary of sexual harassment complaints received and disposed of during the year:

S.NO	PARTICULARS	No..of Complaints
1	No. of complaints received	NIL
2	No. of complaints disposed	NIL
3	No. of complaints pending	NIL

30. ESTABLISHMENT OF VIGIL MECHANISM:

Pursuant to the provisions of Section 177 (9) of the Act read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 22 of SEBI (LODR) Regulations 2015 the Company already has in place "Vigil Mechanism Policy" (Whistle Blower Policy) for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any financial statements and reports, etc.

The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

31. LEGAL AND REGULATORY:

Compliance with laws and regulations is an essential part of your Company's business operations. We are subject to laws and regulations in diverse areas as product safety, product claims, trademarks, copyright, patents, competition, employee health and safety, the environment, corporate governance, listing and disclosure, employment, and taxes.

Frequent changes in legal and regulatory regime and introduction of newer regulations with multiple authorities regulating same areas lead to complexity in compliance. We closely monitor and review our practices to ensure that we remain compliant with relevant laws and legal obligations.

32. SYSTEM AND INFORMATION:

Your Company's operations are increasingly dependent on IT systems and the management of information. Increasing digital interactions with customers, suppliers and consumers place even greater emphasis on the need for secure and reliable IT systems and infrastructure, and careful management of the information that is in our possession.

The cyber-attack threat of un-authorized access and misuse of sensitive information or disruption to operations continues to increase. To reduce the impact of external cyber-attacks impacting our business we have firewalls and threat monitoring systems in place, complete with immediate response capabilities to mitigate identified threats. Our employees are trained to understand these requirements.

33. GENERAL DISCLOSURES:

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a. The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- b. The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- c. The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.



d. During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

34. CAUTIONARY STATEMENT:

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply, input costs, availability, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

35. SHARE TRANSFER SYSTEM:

Presently the Share Transfer documents received by the Company's Registrar and Transfer Agents in physical form are processed, approved, and dispatched within a period of 5 to 15 days from the date of receipt, provided the document receive are complete and the shares under transfer are not under dispute.

ISIN NO:

The Company's Demat International Security Identification Number (ISIN) for its equity shares in NSDL and CDSL is INE04CO01018.

ACKNOWLEDGEMENT:

Your directors would like to express their deep appreciation to employees at all levels for their hard work, dedication, and commitment. The Board also places on record its appreciation and gratitude for the continued cooperation and support received by your Company during the year from shareholders, investors, bankers, financial institutions, customers, business partners, all regulatory and government authorities, and other stakeholders.

For and On Behalf of the Board of Directors

Kuberan Global Edu Solutions Limited,

CIN-U80900TZ2013PLC019519

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**K.CHANDRAMOULEESWARAN
MANAGING DIRECTOR
DIN : 06567258**



ANNEXURE “A” TO THE DIRECTORS’ REPORT

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered by the company with related parties referred to in sub_section (1) of section 188 of the Companies Act, 2013 including certain arm’s length transactions under third provision thereto

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

Not Applicable

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

Particulars	Particulars	Particulars
Name(s) of the related party and nature of relationship	REAL VENTURES	BULLS AND BEARS CAPITAL
Nature of contracts/ arrangements/ transactions	CONTENT DEVELOPMENT	CONTENT DEVELOPMENT
Duration of the contracts / arrangements/ transactions	ONGOING	ONGOING
Salient terms of the contracts or arrangements or transactions including the value, if any	Price charged for the transaction shall be based on prevailing market price and shall not be less than price charged for such transaction to unrelated third-party customer having such dealing or transaction with them.Rs.19,70,000/-	Price charged for the transaction shall be based on prevailing market price and shall not be less than price charged for such transaction to unrelated third-party customer having such dealing or transaction with them.Rs.19,25,000/-
Date(s) of approval by the Board if any	-	-
Amount paid as advances if any	NA	NA

For and On Behalf of the Board of Directors

Kuberan Global Edu Solutions Limited,

CIN-U80900TZ2013PLC019519

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K.CHANDRAMOULEESWARAN
MANAGING DIRECTOR
DIN : 06567258



ANNEXURE "B" TO THE DIRECTORS' REPORT Disclosure pursuant to Section 134(3)(M) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014

A) CONSERVATION OF ENERGY:

Steps taken or impact on conservation of energy	1. Implementation of the measures of Switching of the machineries, light, office equipment during the food break and interval times have resulted in energy saving 2. The Company is constantly reviewing further measures to reduce energy consumption
Steps taken by the company for utilizing alternate sources of energy	Nil
Capital investment on energy conservation equipment's	Nil

B) TECHNOLOGY ABSORPTION:

Efforts made towards technology absorption	Considering the nature of activities of the Company, there is no requirement regarding technology absorption.
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	
• Details of technology imported	Nil
• Year of import	Not Applicable
• Whether the technology has been fully absorbed	Not Applicable
• If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not Applicable
• Expenditure incurred on Research and Development	

C) FOREIGN EXCHANGE EARNINGS AND OUTGO: (Amount in ₹)

Particulars	For year ending 31st March 2023	For year ending 31st March 2022
Actual Foreign Exchange earnings	Nil	Nil
Actual Foreign Exchange outgo	Nil	Nil

For and On Behalf of the Board of Directors

Kuberan Global Edu Solutions Limited,

CIN-U80900TZ2013PLC019519

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K.CHANDRAMOULEESWARAN
MANAGING DIRECTOR
DIN : 06567258



ANNEXURE “C” TO THE DIRECTORS’ REPORT

Form MGT 9 - Extract of Annual Return as on financial year ended on 31st March 2023 [Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company Management & Administration) Rules, 2014.]

1. REGISTRATION AND OTHER DETAILS :

CIN	U80900TZ2013PLC019519
REGISTRATION DATE	22.05.2013
NAME OF THE COMPANY	Kuberan Global Edu Solutions Limited
CATEGORY /SUB CATEGORY OF THE COMPANY	Company having Share Capital Non-Govt Company
ADDRESS OF THE REGISTERED OFFICE & CONTACT DETAILS	NO :401 GES COMPLEX ,1ST FLOOR ,7 TH STREET , Gandhipuram ,CBE -641012. Phone :9944488001 , Email :investor@kgesltd.in
WETHER LISTED COMPANY	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any	M/s. Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra,400059

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

(All the business activities contributing 10 % or more of the total turnover of the company)

Sr.No	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Education products	85500	100%

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

During the year under review, your company does not have any holding, subsidiary, and associate Companies

4. SHARE HOLDING PATTERN AS ON 31 MARCH 2023 (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

Category of share holder	No of share Holders	No. of fully paid up equity shares held	Total no.Shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a% of (A+B+C2)	No. Of Voting Rights	Total as a % of Total Voting Right	No.of locked in shares No(a)	No.of locked in shares As a % of total no of shares(b)	No of Equity Shares Held in Dematerialised form
(A)Promoter & Promoter Group	7	14,02,657	14,02,657	66.59	14,02,657	66.59	4,32,400	30.83	14,02,657
(B) Public	80	7,03,879	7,03,879	33.41	7,03,879	33.41	0	0.00	7,03,879
(C1) Shares Underlying in DR's				0.00		0.00		0.00	
C2) Shares held by Employee Trust				0.00		0.00		0.00	
C)Non-Promoter Non-Public				0.00		0.00		0.00	
Grand total	75	21,06,536	21,06,536	100.00	21,06,536	100.00	4,32,400	20.53	21,06,536



ii. SHAREHOLDING OF PROMOTERS (INCLUDING PROMOTERS GROUP)

s.no	PROMOTER	Particulars	Holding %
1	CHANDRAMOULEESWARAN K	965,221	45.82%
	PROMOTER GROUP		
2	C KRISHNAN	271,429	12.89%
3	PALANIVELLAMMAL K	103,084	4.89%
4	CHANDRAMOULEESWARAN HUF	37,692	1.74%
5	KRISHNAN HUF	295	0.01%
6	BULLS AND BEARS	25,789	1.22%
7	KRISHNACHANDRAN C	147	0.01%
	TOTAL PROMOTER GROUP	437,436	20.77%
	GRAND TOTAL	14,03,657	66.59%

iii. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS :

S.No	NAME OF THE SHARE HOLDER	No. of Equity shares	Holding %
1.	CHANDRAMOULEESWARAN K	965,221	45.82%
2.	CHANDRAMOULEESWARAN HUF	37,692	1.74%
3	C KRISHNAN	271,429	12.87%
4	PALANIVELLAMMAL K	103,084	4.89%
5	PLUTUS CAPITAL MANAGEMENT LLP	100,000	4.74%
6	MANOJKUMAR PANDA	60,000	2.85%
7	JIGNESH AMRUTLAL THOBANI	36,000	1.71%
8	BULLS AND BEARS CAPITAL	25,789	1.22%
9	ANKIT MANTRY	36,000	1.71%
10	KAILASHBEN ASHOK KUMAR PATEL	36,000	1.71%
	GRAND TOTAL	17,25,215	81.90%

IV CHANGES IN SHARE HOLDING OF PROMOTERS (INCLUDING PROMOTERS GROUP)

No changes in share holdings



V SHARE HOLDING OF DIRECTORS AND KMP

S.No	PARTICULARS	No. of Equity shares	Holding %
1.	CHANDRAMOULEESWARAN K		45.82%
	At the beginning of the year	965,221	
	At the end of the year	965,221	
2.	KRISHNAN . C		12.87%
	At the beginning of the year	271,429	
	At the end of the year	271,429	
3.	PALANIVELAMMAL.K		4.89%
	At the beginning of the year	103,084	
	At the end of the year	103,084	
4.	KRISHNAN		1.22%
	At the beginning of the year	25,789	
	At the end of the year	25,789	

VI INDEBTEDNESS.

PARTICULARS	UNSECURED LOANS (Rs.in Lakhs)
INDEBTEDNESS	
At the beginning of the year	0
PRINCIPAL	0
INTEREST	0
TOTAL	0
Changes during the year	
Addition	0
Reduction	0
Net change	0
INDEBTEDNESS	
At the end of the year	Nil
PRINCIPAL	Nil
INTEREST	Nil
TOTAL	Nil



5. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

a. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr.No	Particulars	Managing director	WTD	WTD	Total
1		CHANDRAMOULEESWARAN	KRISHNAN	PALANIVELAMMAL	
1	Gross salary	606500	539000	387250	1532750
2	Stock options	-	-	-	-
3	Sweat equity	-	-	-	-
4	Commission	-	-	-	-
5	Others ,Please Specify	-	-	-	-
Total		606500	539000	387250	1532750

b. Remuneration to other Directors: Nil

c. Remuneration to Key Managerial Personnel other than Md/ Manager/ WTD

Sr.No	Particulars	Key managerial personnel	Total
1		KOMAL JAIN (CS)	
1	Gross salary	180000	180000
2	Stock options	-	-
3	Sweat equity	-	-
4	Commission	-	-
5	Others ,Please Specify	-	-
Total		180000	180000

6. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishments, compounding of offences for the year ending March 31, 2023.

For and On Behalf of the Board of Directors

Kuberan Global Edu Solutions Limited,

CIN-U80900TZ2013PLC019519

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K.CHANDRAMOULEESWARAN
MANAGING DIRECTOR
DIN : 06567258



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE

The Company is engaged in education space and specialises in the TEST PREP segment including Banking courses, Master of Business Administration Entrance Exams, Staff Selection Commission (SSC), Life Insurance Corporation of India (LIC), Accounting and Professional Courses like Chartered Accountant (CA), Certified Management Accountant (CMA), Company Secretary (CS) and it is expanding to include various other TEST PREP courses under its belt.

The online platform providers play a pivotal role in the online education ecosystem. Initially, the platform served as enablers by connecting prospective students and content providers. In recent times, the platform providers have increasingly played the role of content providers and curators. Online education in India has a mix of dedicated online only and offline players with an online presence. C2C business models have also emerged where the platform connects prospective teachers and students. B2B offerings are prevalent in higher education, where institutions offer degree/diploma courses to students through their own platforms or third-party aggregators.

OPPORTUNITY & SECTOR-WISE OUTLOOK

The factors driving the growth of the education space. Accelerated by increasing smartphone users and the shift to digital-learning models, the edtech industry in India is expected to reach \$30 billion in size in the next ten years. The sector was already witnessing huge traction but with COVID-pandemic led lockdown, the edtech industry has witnessed exponential growth. Because of the growth, the edtech industry has garnered the interest of investors globally. In 2020 alone, the edtech sector received \$16.1B in VC funding, a 32x increase from 500M received in 2010. India has emerged to be among the top three countries in the world after China and the USA to get the most venture capital funding in the edtech sector.

Your Company is engaged in the education space and specialises in the TEST PREP segment including Banking courses, Master of Business Administration Entrance Exams, Staff Selection Commission (SSC), Life Insurance Corporation of India (LIC), Accounting and Professional Courses like Chartered Accountant (CA), Certified Management Accountant (CMA), Company Secretary (CS) and it is expanding to include various other TEST PREP courses under its belt.

SEGMENT

The primary segment that your Company operates in is field of Education, Test preparation segment and their related products. During the year under review, income from operations stood at ₹95,42,364/- and Profit after tax stood at ₹ (1,41,679/-).

MATERIAL DEVELOPMENT IN HUMAN RESOURCES AND INDUSTRIAL RELATION FRONT

The Company is maintaining good relations with its employees and currently employs about Seven employees in all categories. The Company values and understands the need for continuous growth and development of its people to have greater productivity and provide job satisfaction and also equip them to meet growing organizational challenges.

Your Company has genuine concern and top priority for safety and welfare of its employees.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has proper and adequate system of internal audit and controls which ensure that all the assets are safeguarded against loss from unauthorized use or disposition and that all transactions are authorized, recorded, and reported correctly.

The Company continuously strives to improve upon/evolve and implement best practices with a view to strengthen the internal control systems. The Company has assigned Audit committee. Regular internal checks are carried out to ensure that the responsibilities are discharged effectively. All major findings and suggestions arising out of audit committee are reported and reviewed by the Audit Committee. The Management ensures implementation of these suggestions and reviews them periodically.

RESEARCH AND DEVELOPMENT

Research and Development (R&D) plays a pivotal role in innovation and invention of new courses. New courses development is always a priority for the Company as needs of students/consumers is constantly changing globally. Apart from new Courses development, it's paramount for Education company to develop and upgrade existing Courses. Investment on research and development (R&D) is never wasted as the right kind of product and breakthrough can help the company to have an edge over competitors. Your Company emboldens R&D to cater to the need of our student customers.



ENVIRONMENTAL ISSUES

The Company is constantly engaged in upgrading our processes by adopting to best available technology, which is environmentally sustainable and safe to operate. The primary focus of the Company has been clean environment solution. Our aim is to have processes that have 'zero' impact on employees and the environment. We follow efficient processes by using minimum energy and systems.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATION PERFORMANCE

The Company has all the plans for tight budgetary control on key operational performance indication with judicious deployment of funds without resorting to any kind of borrowing wherever possible.

CAUTIONARY STATEMENT

Statement in this report on Management Discussion and Analysis may be forward looking statement within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could, however, differ materially from those expressed or implied.

Important factors that could make a difference to the company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulations and tax structure, economic development within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of forward – looking statements, which may be amended or modified in future on the basis of subsequent developments, information or events.

For and On Behalf of the Board of Directors

Kuberan Global Edu Solutions Limited,

CIN-U80900TZ2013PLC019519

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**K.CHANDRAMOULEESWARAN
MANAGING DIRECTOR
DIN : 06567258**



SUMATHI R B.COM.,FCS
Practising Company Secretary

+91 96293 98040

sumirajendar@gmail.com

No.81, 2nd Floor, CC Complex,
Gokhale Street, Ram Nagar,
Coimbatore-641 009.

Form No. MR-3

SECRETARIAL AUDIT REPORT

Date: 05.09.2023

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[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,

KUBERAN GLOBAL EDU SOLUTIONS LIMITED

(CIN: LS0900TZ2013PLC019519)

Regd. Office: "NO 401 GES COMPLEX IST

FLOOR 7TH STREET GANDHIPURAM

COIMBATORE 641012

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by KUBERAN GLOBAL EDU SOLUTIONS LIMITED (here in after referred to as the "company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the company's relevant books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided to us by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representation made by the Management and considering the relaxation granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2023 generally complied with the provisions of Acts, Rules, Regulations, Guidelines, Standards listed hereunder subject to the reporting made hereinafter:-

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;



- iv. The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable for the period under review;**
- v. 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;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not Applicable for the period under review;**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable for the period under review;**
 - f. 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;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **Not Applicable for the period under review;**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not Applicable for the period under review;**
 - i. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013- **Not Applicable for the period under review**
 - j. The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015; and
 - k. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- vi. As informed to us, there are no other Sector specific laws which are specifically applicable to the Company.



Based on the information received and records maintained, we further report that;

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as on 31.03.2023. 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 except the instances provided above in the Observations.
2. As per the information provided by the management, adequate notices were 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.
3. All the decisions in the board meetings were carried through by majority while there were no dissenting member's views and hence not captured and recorded as part of the minutes.

We 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.

We further report that during the audit period there have been enlisted major actions or events undertaken by the Company which may have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, guidelines, standards etc:-

SUMATHI RAJENDRAN
PRACTISING COMPANY
SECRETARY

M. No. F-

11508

CP. No. 15115

Date:

Place: COIMBATORE

UDIN:

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.



Annexure A

To,

The Members,

KUBERAN GLOBAL EDU SOLUTIONS LIMITED

(CIN: L80900TZ2013PLC019519)

Regd. Office: *NO 401 GES COMPLEX IST

FLOOR 7TH STREET GANDHIPURAM

COIMBATORE 641012

My Secretarial Audit Report of even date is to be read along with this letter.

The compliance of provisions of all laws, rules, regulations, standards applicable to **KUBERAN GLOBAL EDU SOLUTIONS LIMITED** (the 'Company') is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.

1. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
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 and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts are reflected in secretarial and other records. We believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
5. 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



**SUMATHI RAJENDRAN
PRACTISING COMPANY
SECRETARY**

**M. No. F -
11508**

CP. No. 15115

Date:

Place: COIMBATORE

UDIN:





SUMATHI R B.COM.,FCS
Practising Company Secretary

+91 96293 98040

sumirajendar@gmail.com

No.81, 2nd Floor, CC Complex,
Gokhale Street, Ram Nagar,
Coimbatore-641 009.

Date :

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 of
KUBERAN GLOBAL EDU SOLUTIONS LIMITED,
NO 401 GES COMPLEX 1ST FLOOR,
7TH STREET GANDHIPURAM,
COIMBATORE,
TAMIL NADU- 641012.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **KUBERAN GLOBAL EDU SOLUTIONS LIMITED** having CIN L80900TZ2013PLC019519 and having registered office at **NO 401 GES COMPLEX 1ST FLOOR 7TH STREET GANDHIPURAM COIMBATORE TN 641012** (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 opinion and to the best of my 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 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, 2022 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,

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	CHANDRA SEKARAN KRISHNAN	06567254	22/05/2013
2	PALANIVELAMMAL	06567256	22/05/2013
3	CHANDRAMOULEESWARAN KRISHNAN	06567258	22/05/2013
4	MANIKANNAN SEKAR	08218802	11/10/2018
5	MEGANATHAN ETHIRAJ	08218803	11/10/2018
6	SATHYASEELAN THAVASIAPPAN	08254234	11/10/2018

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.

Place: COIMBATORE

Date: 05.09.2023



Signature:

Name: SUMATHI RAJENDRAN

Membership No: 11508

CP No; 15115



CEO/ CFO CERTIFICATION

DECLARATION BY THE CFO AND WTD – PURSUANT TO REGULATION 17(8) and Schedule II OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

To,

The Board of Directors
Kuberan Global Edu Solutions Limited

A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- ii. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee –

- i. significant changes in internal control over financial reporting during the year.
- ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- iii. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For and On Behalf of the Board of Directors

Kuberan Global Edu Solutions Limited, CIN-U80900TZ2013PLC019519

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K.CHANDRAMOULEESWARAN
MANAGING DIRECTOR
DIN : 06567258

VISHNU VISWANATHAN
Chief Financial Officer



INDEPENDENT AUDITORS REPORT

Independent Auditor's Report On Audited standalone half yearly Financial Results and Year to date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To

Board of Directors of

Kuberan Global Edu solutions Limited

Opinion

We have audited the accompanying standalone financial results of Kuberan Global Edu Solutions Limited for the half year ended 31st March, 2023 and the year to date results for the period from 1 April, 2022 to 31st March, 2023, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, these standalone financial results:

- i. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the profit and other comprehensive income and other financial information for the half year ended 31st March, 2023 as well as the year to date results for the period from 1st April, 2022 to 31st March, 2023.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Results 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 financial results under the provisions of the Companies Act, 2013 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.

Emphasis of Matter

We draw attention that the outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity and consequently it has affected the revenue of the company as well. The Company has evaluated impact of this pandemic on its business operations and based on its review and current indicators of future economic conditions, the Company expects to recover the carrying amount of all its assets. The impact of the pandemic may be different from that estimated as at the date of approval of these financial statement and the Company will continue to closely monitor any material changes to future economic conditions.

Our report is not modified in respect of the above matters.

Management's Responsibilities for the Standalone Financial Results

This Statement which includes the Standalone Financial results is the responsibility of the Company's Board of Directors and has been approved by them for the issuance. The Standalone Financial Results for the year ended March 31, 2023 has been compiled from the related audited standalone financial Information. This responsibility includes the preparation and presentation of the Standalone Financial Results for the Half and year ended March 31, 2023 that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. 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 the 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 Results that give a true and fair view and is free from material misstatement, whether due to fraud or error.



In preparing the standalone financial results, the Board of Directors are 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 the 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.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone financial results 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 results.

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 results, 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, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- * Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- * Conclude on the appropriateness of the Board of Directors' 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 financial results 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 results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.

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.

Other Matters

The Statement includes the results for the half year and year ended 31st March, 2023 being the balancing figure between the audited figures in respect of the full financial year ended 31st March, 2023 and the published unaudited year-to-date figures upto the six months ended 30th September, 2022 which were reviewed by us.

FOR HASHIM & ASSOCIATES ,

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A.SHEIK MOHAMED HASHIM .

B.COM .,FCA M .No : 020991

Place: Coimbatore

Date: 16 , May , 2023.

UDIN NO : 23020991BGUPVC6416

**BALANCE SHEET AS ON 31 MARCH 2023**

(IN RUPEES)

Particulars	Notes	31.03.2023	31.03.2022
EQUITY AND LIABILITIES			
Shareholders' funds			
Share Capital	1	21065360	21065360
Reserves & Surplus	2	6093979	6235658
Share application money pending for allotment		0	0
Non-current liabilities			
Long-term borrowings	3	0	0
Deferred Tax Liability	4	0	0
Current liabilities			
Trade payables		0	0
Other current liabilities	5	0	0
Short-term provisions	6	35200	37900
		27194539	27338918
ASSETS			
Non-current Assets			
Fixed Assets			
Tangible Assets	7	676242	1484385
Intangible Asset		5825483	3869933
Intangible assets under development		14530900	15102900
Long-term loans and advances	8	0	0
Deferred Tax Assets	4	0	0
Current Assets			
Inventories	9	0	0
Trade Receivables	10	2461300	2353100
Cash & Bank Balances	11	11114934	1617908
Short term loans and advances	12	2454080	2779092
Other current assets	13	131600	131600
		27194539	27338918

FOR HASHIM & ASSOCIATES ,

For and On Behalf of the Board of Directors

----SD-----

A.SHEIK MOHAMED HASHIM .

K.CHANDRAMOULEESWARAN

KRISHNAN.C

B.COM .,FCA M.No : 020991
Place: CoimbatoreMANAGING DIRECTOR
DIN : 06567258DIRECTOR
DIN : 06567254Date: 16 , May , 2023.
UDIN NO : 23020991BGUPVC6416Komal Jain
Company secretary ACS6529VISHNU VISWANATHAN
CFO



PROFIT AND LOSS ACCOUNT AS ON 31 MARCH 2023

(IN RUPEES)

Particulars	Notes	31.03.2023	31.03.2022
Revenue			
Revenue from operations	14	9537850	9366150
Other Income	15	4514	2893
Total Revenue		9542364	9369043
Expenses :			
Cost of material consumed	16	0	0
Changes in inventories of finished goods, work-in-progress and Stock-in-	17	0	0
Employee Benefit expenses	18	2305450	2450750
Finance cost	19	0	10938
Depreciation and Amortization expense	20	808143	808143
Deferred revenue / Amortization		1929450	1281950
Other expenses	21	4641000	4954685
Total Expenses		9684043	9506466
Profit before exceptional and extraordinary items and tax		-141679	-137423
Exceptional Items		0	0
Profit before Tax		-141679	-137423
Tax Expense			
Current Tax		0	0
Deferred Tax		0	0
Profit for the period		-141679	-137423
Earnings per equity share:			
(1) Basic		-0.06	-0.06
(2) Diluted		-0.07	-0.07
Total Number of Equity Shares		2322000	2322000
Weighted Average Number of Equity Shares		2106536	2106536

FOR HASHIM & ASSOCIATES ,

For and On Behalf of the Board of Directors

----SD-----

A.SHEIK MOHAMED HASHIM .
B.COM .,FCA M.No : 020991
Place: Coimbatore

K.CHANDRAMOULEESWARAN
MANAGING DIRECTOR
DIN : 06567258

KRISHNAN.C
DIRECTOR
DIN : 06567254

Date: 16 , May , 2023.
UDIN NO : 23020991BGUPVC6416

Komal Jain
Company secretary ACS6529

VISHNU VISWANATHAN
CFO



NOTES TO FINANCIAL STATEMENTS

(IN RUPEES)

Particulars	Notes	31.03.2023	31.03.2022
Note 1 :			
Share Capital			
Authorised :			
23,22,000 Equity Shares of Rs.10/- each		23220000	23220000
Issued			
2106536 Equity Shares of Rs.10/- each fully Paid Up		21065360	21065360
Subscribed and paid up:			
2106536 Equity Shares of Rs.10/- each fully Paid Up		21065360	21065360
		21065360	21065360
Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period			
Particulars		31.03.2023	31.03.2022
Number of shares outstanding at the beginning of the year.		2106536	1548536
No.of shares issued during the year		0	558000
No of Share brought back during the year		0	0
Number of shares outstanding at the beginning and end of the year.		2106536	2106536
Shares in the company held by each shareholder holding more than 5 percent shares			
Name of Shareholder		31.03.2023	31.03.2022
		No. of Shares held & % of Holding	No. of Shares held & % of Holding
CHANDRAMOULEESWARAN.K		45.82	45.82
KRISHNAN.C		12.89	12.89
PALANIVELAMMAL.K		4.89	4.89
BULLS & BEARS CAPITAL		1.22	1.22
CHANDRAMOULEESWARAN HUF		1.79	3.79
OTHERS		33.39	31.39

Terms and conditions of equity shares :

The company has only one class of equity shares having a par value of Rs.10 per share. Each share holder is eligible for one vote per share. In the event of liquidation the equity share holders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion of their share holding.

There are no shares allotted as fully paid without payments being received in cash , bonus shares or shares bought back.



Note 2 :			
<u>Reserves and Surplus</u>			
Surplus in Profit and Loss a/c:			
Opening Balance		6235658	793081
(-) Transferred to Depreciation Reserve		0	
(+) Net Profit/(Net Loss) For the current year		-141679	-137423
(-) Bonus Issue / Interim Dividend		0	0
(+): Receipts during the year on allotment		0	5580000
		6093979	6235658
Note 3 :			
<u>Long-term borrowings</u>			
<u>Secured Loans</u>			
Loan from Banks			
<u>Unsecured Loans</u>			
Loan from related Parties		0	0
Loan from Banks		0	0
		0	0
Note 4 :			
<u>Deferred Tax Liabilities (Asset)</u>			
Opening Balance		0	0
Current Year Deferred tax :			
on Depreciation		0	0
on others		0	0
Net Deferred tax liability		0	0
Note 5			
<u>Short-term borrowings</u>			
loans and advances from related parties		0	0
Bank CC account – Secured		0	0
Note 6			
<u>Short Term Provisions:</u>			
Provision for Taxation (Net of Advance tax)		0	0
Tds payable / Misc provisions		25200	27900
statutory audit fees		10000	10000
		35200	37900
Note 8			
<u>Long Term Loans and Advances</u>			
Other Loans and advances		0	0
		0	0
Note 9			
<u>Inventories</u>			
Work-in-progress		0	0
		0	0

Mode of valuation :

The valuation is based on the Accounting Standard (AS) issued by the Institute of Chartered Accountants of India.



Note 10			
<u>Trade Receivables</u>			
Trade receivables outstanding for a period exceeding six months from the date of due for payment - (Unsecured & considered good)		1213050	1165850
Trade receivables - Others (Unsecured & considered good)		1248250	1187250
		2461300	2353100
Note 11			
<u>Cash and cash equivalents</u>			
Cash Balance		771142	847988
Balance with Banks:			
On Deposit Account			0
On Current Account		343792	769920
		1114934	1617908
Note 12			
<u>Short-term loans and advances</u>			
Advances recoverable in cash or kind or for value to be received.			
Unsecured and considered good :		1754000	1804000
Advances :			
for Purchases and Sundries		0	320000
Advance income tax (Net of provision)		0	0
Duties and Taxes		700080	655092
		2454080	2779092
Note 13			
<u>Other Current Assets</u>			
Advances /security deposit		111600	111600
Advances recoverable in cash or kind or for value to be received.		20000	20000
Preliminary Expenses		0	0
		131600	131600
Note 14			
<u>Revenue from operations</u>			
Income From books Sales		9537850	9366150
		9537850	9366150
Note 15			
<u>Other Income</u>			
Interest Receipts		0	0
Miscellaneous Income		4514	2893
		4514	2893
Note 16			
<u>Cost of materials consumed</u>			
Opening Stock		0	0
Purchases		0	0
		0	0
Less : Closing Stock		0	0
Materials consumed		0	0
Note 17			
<u>Changes in inventories of finished goods, work-in-progress and Stock-in-Trade</u>			
Opening work-in-progress		0	0



Closing work-in-progress		0	0
		0	0
Note 18			
<u>Employee benefit expenses</u>			
Managerial Remuneration *		1712750	1434300
Salaries, Wages & Bonus		436300	832100
Employees Welfare Expenses		156400	184350
		2305450	2450750
Note 19			
<u>Financial Charges</u>			
Interest - others		0	10938
Bank Charges		0	0
		0	10938
Note 20			
<u>Depreciation and Amortization expense</u>			
Depreciation		808143	808143
Deferred revenue / Amortization		1929450	1281950
		2737593	2090093
Note 21			
<u>Other expenses</u>			
Rent		240000	228000
Advertisement /Sales Promotion Exp		2132600	2213400
Admin Charges		0	8000
Certification & Registration expenses		0	0
Company Formation expenses		0	0
Petty cash expenses		297400	317500
Miscellaneous Expenses		581800	635960
Printing & Stationery		805400	868450
Travelling Expenses		573800	632500
Income tax paid		0	40875
<u>Payments to the auditor as</u>			
Statutory Auditor		10000	10000
		4641000	4954685

FOR HASHIM & ASSOCIATES ,

For and On Behalf of the Board of Directors

----SD-----

A.SHEIK MOHAMED HASHIM .

K.CHANDRAMOULEESWARAN

KRISHNAN.C

B.COM .,FCA M .No : 020991
Place: Coimbatore

MANAGING DIRECTOR
DIN : 06567258

DIRECTOR
DIN : 06567254

Date: 16 , May , 2023.
UDIN NO : 23020991BGUPVC6416

Komal Jain
Company secretary ACS6529

VISHNU VISWANATHAN
CFO



Depreciation Statement as on 31 March 2023

In Rupees

KUBERAN GLOBAL EDU SOLUTIONS LIMITED										
Depreciation statement for the year ended 31.3.2023										
PARTICULARS	COST OF ASSET	WDV 01.04.2022	ADDITION 2022-23	DELETION 2022-23	TOTAL	SLM	DAYS	RETAINED EARNINGS	DEPN	WDV 31.03.2023
						RATE%				
PLANT & MACHINERY										
	0.00	0.00	0.00	0.00	0.00			0.00	0.00	0.00
OFFICE EQUIPMENTS										
	0.00	0.00	0.00	0.00	0.00			0.00	0.00	0.00
COMPUTERS										
UPS	1356.00	501.56			501.56				285.48	216.08
INTERNET DOMAIN	898.00	330.82			330.82				189.06	141.76
COMPUTER DESIGN SOFTWARES	2609.00	961.16			961.16				549.28	411.88
INTERNET DOMAIN-1	6675.00	2459.07			2459.07				1405.31	1053.76
COMPUTER DESIGN-1	295067.00	108702.68			108702.68				62121.44	46581.24
COMPUTER DESIGN-2	400224.00	147442.53			147442.53				84260.49	63182.04
UPS BATTERY	2374.00	874.57			874.57				499.81	374.76
INTERNET DOMAIN-2	7342.00	2704.78			2704.78				1545.74	1159.04
COMPUTER DESIGN-3	9980.00	3676.74			3676.74				2101.12	1575.62
INTERNET DOMAIN	4118.00	1517.06			1517.06				866.98	650.08
COMPUTER DESIGN-4	1661900.00	612243.95			612243.95				349885.35	262358.60
COMPUTER DESIGN-5	1284268.00	473124.34			473124.34				270381.22	202743.12
COMPUTERS AND ACCESSORIES	41264.00	27510.71			27510.71				13753.29	13757.42
MOBILE PHONES	8890.00	5926.96			5926.96				2963.04	2963.92
	3726965.00	1387976.93	0.00	0.00	1354539.26			0.00	790807.61	597169.32
VEHICLES										
VEHICLES	6007.00	3153.67			3153.67				951.11	2202.56
VEHICLES	32060.00	16831.49			16831.49				5076.17	11755.32
CAR	2555.00	1341.38			1341.38				404.54	936.84
VEHICLES-1	10477.00	5500.42			5500.42				1658.86	3841.56
	51099.00	26826.96	0.00	0.00	26826.96			0.00	8090.68	18736.29
FURNITURE AND FITTINGS										
Furniture-1	10779.00	7706.99			7706.99				1024.01	6682.99
Furniture-2	3099.00	2215.60			2215.60				294.41	1921.20
Furniture-3	3519.00	2516.09			2516.09				334.31	2181.79
Furniture-4	21306.00	15232.93			15232.93				2024.07	13208.86
Furniture-5	24082.00	17218.63			17218.63				2287.79	14930.84
Furniture-6	11446.00	8183.63			8183.63				1087.37	7096.26
Furniture-7	11755.00	8404.83			8404.83				1116.73	7288.11
Furniture-8	11332.00	8102.38			8102.38				1076.54	7025.84
	97318.00	69581.08	0.00	0.00	69581.08			0.00	9245.21	60335.87
GRAND TOTAL	3875382.00	1484384.97	0.00	0.00	1450947.30			0.00	808143.49	676241.48

FOR HASHIM & ASSOCIATES ,

For and On Behalf of the Board of Directors

----SD-----

A.SHEIK MOHAMED HASHIM .

K.CHANDRAMOULEESWARAN

KRISHNAN.C

B.COM .,FCA M.No : 020991
Place: Coimbatore

MANAGING DIRECTOR
DIN : 06567258

DIRECTOR
DIN : 06567254

Date: 16 , May , 2023.
UDIN NO : 23020991BGUPVC6416

Komal Jain
Company secretary ACS6529

VISHNU VISWANATHAN
CFO



STATEMENT OF CASH FLOWS AS AT 31ST MARCH, 2023.

(Rs. In Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
Profit Before Tax	(1.42)	(1.38)
<u>Adjustments for items:-</u>		
Income tax Expenses recognised in the statement of profit and loss		
Depreciation and amortisation Expenses	27.38	20.90
Net loss / Gain on sale of property , plant and equipment		
Finance costs		
Interest income		
Dividend income from subsidiary		
Gain on sale of Current Investments		
Rental Income From Operating Leases		
Impairment loss on Financial Assets		
Impairment of Investments (Including investments pending Allotment)		
Impairment of Loans		
Adjustment for Prior Period Items		
Operating Profit Before Working Capital Changes	25.96	19.52
Working capital changes		
Adjustments for Increase / Decrease in Operating Assets :		
Inventories		
Trade receivables	1.08	8.59
Bank balances not Considered as cash and cash equivalents- Margin deposit account		
Other current assets		
Other Non current Financial Assets	(0.01)	(1.47)
Adjustments for Increase/Decrease in Operating Liabilities:		
Trade payables		
Other Financial Liabilities		
Other Current Liabilities		
Other /non current Liabilities (provisions)	(0.03)	0.09
Cash generated from operations	6.92	(26.93)
Direct Taxes paid	0.00	0.41
Net cash flow from operating activities(A)	33.92	0.21
<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
Sale/ (Purchase) of property, Plant and Equipments ,Including Capital Advances (Net of Capital Subsidy)	(38.95)	(99.90)
Purchase of Current Investments (net) (Increase) /Decrease in Margin Deposit accounts		
Proceeds from Sale of property ,Plant and Equipment		
Investment in term Deposits (having Original Maturity of More than 3 Months)		
Loans to Related Party (Net of Repayment)		
Purchase of Non Current Investments :		



- Subsidiaries (including investment Pending Allotment)		
Purchase / proceeds from sale of non- current Investments		
Interest Received From		
- Subsidiaries		
- Others		
Dividend Received from Subsidiary		
Rental Income Received from Operating Leases		
Increase in Non-Current Investments		
Cash used/Generated for Investing activities(B)	(38.95)	(99.90)
CASH FLOW FROM FINANCING ACTIVITIES		
Net proceeds From long term borrowings	-	
Net proceeds from short term borrowings		
Proceeds from Issue of equity Shares	0	111.6
Redemption of Redeemable Preference Shares (at Premium)		
Net-cash flow from financing activities(c)	0	111.6
Net cash-flow during the year (A+B+C)	(5.03)	11.91
Add : Opening cash and cash-equivalents	16.18	4.27
Closing cash and cash equivalents	11.15	16.18
Closing cash and cash equivalents Comprises of		
(a) Cash in Hand	7.71	8.48
(b) Balances With Bank :		
(i) In Currents accounts	3.44	7.70
(ii) In EEFC Accounts		
	11.15	16.18

FOR HASHIM & ASSOCIATES ,

For and On Behalf of the Board of Directors

----SD-----

A.SHEIK MOHAMED HASHIM .
B.COM .,FCA M.No : 020991
Place: Coimbatore

K.CHANDRAMOULEESWARAN
MANAGING DIRECTOR
DIN : 06567258

KRISHNAN.C
DIRECTOR
DIN : 06567254

Date: 16 , May , 2023.
UDIN NO : 23020991BGUPVC6416

Komal Jain
Company secretary ACS6529

VISHNU VISWANATHAN
CFO



Notes on Accounts and Significant Accounting Policy

NOTE 24 :

NOTES ON ACCOUNTS

1. Estimated value of contracts remaining to be executed on capital account but not provided for -NIL
2. Confirmation of balances from parties, etc., has been made available for verification.
3. Figures have been rounded off to rupees.
4. Contingent Liability not provided for in the books of Account.-NIL.
5. In the opinion of the Board, the Current Assets, Long Term Loans and Advances as stated in the Balance Sheet are approximately of the value, if they are realized in the ordinary course of business.
6. Note 1 to 26 form an integral part of the Annual accounts.

7. foreign currency Transactions Nil

(a) Earning in foreign currency Nil

(b) Expenditure in foreign currency in all accounts Nil

8. Particulars of employees who are in receipt of remuneration:

a) Number of employees employed throughout the financial year who were in receipt of remuneration for the year which in the aggregate was not less than Rs.10200000/- p.a (Previous year Rs.10200000/- p.a) NIL

b) Number of employees employed for a part of the year who were in receipt of remuneration for any part or parts of that year at a rate which in the aggregate was not less than Rs.850000/- p.m (Previous year Rs.850000/- p.m) NIL

9. A. Value of imports on CIF value : Nil

10. SECURED LOANS: Nil secured / Unsecured loans in the name of the Company

11. Company's liabilities towards gratuity is Nil.

12. Depreciation has been provided under SLM method on Fixed Assets after considering the life of the assets on pro-rate basis as specified in Part C of Schedule II of the Companies Act, 2013.

13. The company has no dues to their suppliers under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, relating to amounts unpaid as at the end of the period together with interest payable as required under the said Act could not be furnished. The management is of the opinion that interest, if any, on such accounts will not be material.

14. No provision is made for liability towards employees benefits as required by AS-15 (revised) on "Employees Benefits", since Not applicable.

15. Payments to Directors :

i) Salary & Bonus:

Sr.No	Particulars	Managing Director	Director	WTD	Total
1		CHANDRAMOULEESWARAN	KRISHNAN	PALANIVELAMMAL	
1	Gross salary	606500	539000	387250	1532750
2	Stock options	-	-	-	-
3	Sweat equity	-	-	-	-
4	Commission	-	-	-	-
5	Others ,Please Specify	-	-	-	-
Total		606500	539000	387250	1532750

ii) Interest on other loans is Nil



17. EARNINGS PER EQUITY SHARE OF FACE VALUE RS.10/- EACH

Particulars	2022-2023	2021-2022
a) Net profit After tax	-141,679/-	-137,423/-
Weighted No. of Equity Shares (In Numbers)	2106536	2106536
Basic & Diluted Earnings per Share (A/B)	-0.07	-0.07
) Nominal value per share	R.10	Rs.10

18. SEGMENT REPORTING :

The Company is primarily engaged in the Education, which is coming under one segment and hence no segment – wise reporting has been given.

19. DISCLOSURE IN RESPECT OF RELATED PARTIES PURSUANT TO ACCOUNTING STANDARD – 18 :

1. List of related parties and nature of relationships:

Parties with whom the company has entered into transactions during the year :

a) Associates : Nil

b) Key Managerial Personnel :

Sr.No	Particulars	Managing director	WTD	WTD	Total
1		CHANDRAMOULEESWARAN	KRISHNAN	PALANIVELAMMAL	
1	Gross salary	606,500	539,000	387,250	1532750
2	Stock options	-	-	-	-
3	Sweat equity	-	-	-	-
4	Commission	-	-	-	-
5	Others ,Please Specify	-	-	-	-
Total		606,500	539,000	387,250	1532750

c. Remuneration to other Directors: Nil

d. Remuneration to Key Managerial Personnel other than Md/ Manager/ WTD

Sr.No	Particulars	Key managerial personnel	Total
1		KOMAL JAIN (CS)	
1	Gross salary	180,000	180,000
2	Stock options	-	-
3	Sweat equity	-	-
4	Commission	-	-
5	Others ,Please Specify	-	-
Total		116000	116000

20. Transactions carried out with related parties referred to above in the ordinary course of Business:



a) Details of material contracts or arrangement or transactions at arm's length basis

Particulars	Particulars	Particulars
Name(s) of the related party and nature of relationship	REAL VENTURES	BULLS AND BEARS CAPITAL
Nature of contracts/ arrangements/ transactions	CONTENT DEVELOPMENT	CONTENT DEVELOPMENT
Duration of the contracts / arrangements/ transactions	ONGOING	ONGOING
Salient terms of the contracts or arrangements or transactions including the value, if any	Price charged for the transaction shall be based on prevailing market price and shall not be less than price charged for such transaction to unrelated third-party customer having such dealing or transaction with them.Rs.19,70,000/-	Price charged for the transaction shall be based on prevailing market price and shall not be less than price charged for such transaction to unrelated third-party customer having such dealing or transaction with them.Rs.19,25,000/-
Date(s) of approval by the Board if any	-	-
Amount paid as advances if any	NA	NA

21. Ratio Analysis:

S.no	Particulars	2022-23	2021-22	Changes in %
1	Current Ratio	176.06	181.57	-3.04
2	Debt Equity Ratio	0.00	0.00	0.00
3	Debt Coverage Ratio	100	100	100
4	Return on equity	0.07	0.09	-22.22
5	Inventory Turnover Ratio	NA	NA	NA
6	Trade receivable turnover ratio	0.96	1.08	-11.11
7	Trade payable Turnover ratio	NA	NA	NA
8	Net Capital Turnover Ratio	3.88	3.69	5.15
9	Net Profit Ratio	-1.49	-1.48	0.68
10	Return on Capital Employed	-0.0956	-0.09	6.22
11	Return on Investment	NA	NA	NA

22. Material Events occurred between the balance sheet date and the date on which the financial statements are approved are considered while preparing the annual accounts.

23. Previous year figures have been regrouped / reclassified where ever necessary.



24. Provision for taxation is made in the books of the company after considering the provisions of Section 115JB of the Income Tax Act.

25. Other Statutory Information:

a) 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: - Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("ultimate Beneficiaries") by or on behalf of the Company or - provide any guarantee, security or the like to or on behalf of the Ultimate beneficiaries.

b) 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 - Directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or - Provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

c) The Company does not have any benami Property, where any proceeding has been initiated or pending against the Company for holding any Benami Property.

d) The Company has not traded or invested in Crypto currency or virtual currency during the Financial Year.

e) The Company does not have any 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).

f) The Company has no transactions with Struck Off companies during the year.

g) The Company has not been declared as wilful defaulters by any bank or financial institution or government or any government authority.

h) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the Statutory period.

NOTE NO. 25 SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF ACCOUNTING:

The financial statements are prepared under the historical cost convention, except for certain fixed assets which are revalued, in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 2013.

2. REVENUE RECOGNITION :

Export sales are recognised on receipt of bill of lading from the customs and negotiation of invoices with the Bankers. Local sales and Job charges receipts are recognised on dispatch of products to customers, which generally coincides with transfer of ownership.

3. FIXED ASSETS:

Fixed Assets are stated at cost net of recoverable taxes and includes amounts added on revaluation. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the fixed assets are capitalised.

4. DEPRECIATION:

As per the requirement of the provisions of Schedule II of the Companies Act, 2013, the management has decided to adopt the useful lives as suggested in Part C of Schedule II of the Act with effect from 1 st April, 2014 for all its fixed assets.



5. INVENTORIES:

Inventories are valued at cost or net realisable value whichever is lower.

6. CONTINGENT LIABILITY:

Generally, Contingent liabilities, if any, which are not provided for in the books of accounts are disclosed by way of a note in the notes on accounts

7. EMPLOYEE BENEFITS:

1. Defined Contribution Plan: Contribution to Provident Fund and Employee State Insurance maintained and administered by Government is recognized in the Profit and Loss account and the company has no further liability other than such contributions.
2. Defined Benefit Plan: Company's liabilities towards gratuity is Not applicable

8. BORROWING COST:

Borrowing cost incurred on the acquisition of capital asset is treated as a charge in the statement of Profit and loss , since there is no qualifying asset acquired during the period under consideration.

9. FOREIGN CURRENCY TRANSACTIONS: Nil.

10. TAXES ON INCOME :

Provision for Income tax is made for both current and deferred taxes - Provision for current income tax is made on the assessable income at the tax rate applicable to the relevant assessment year. Deferred tax is accounted for by computing the tax effect of the timing difference which arise during the year and get reversed in the subsequent periods. Deferred tax liability is calculated at the tax rates substantively enacted by the balance sheet date.

11. PRIOR PERIOD ITEMS AND NET PROFIT FOR THE PERIOD CHANGES IN ACCOUNTING POLICIES :

There is no change in the adoption of accounting policies and there are no extra ordinary prior period items.

12. INVESTMENTS:

Investments are stated at cost.



NOTES



BOOK - POST

TO , _____



If undelivered Please return to :-

**KUBERAN GLOBAL EDU SOLUTIONS LIMITED,
NO :-401 GES EDU COMPLEX , I FLOOR
GANDHIPURAM 7TH STREET,
COIMBATORE-641012.
TAMILNADU , INDIA**

**OUR COMPANY IS TAKING TREMENDOUS EFFORTS TO IMPROVISE
THE QUALITY OF EDUCATION**

Any queries Write to us on:- investor@kgesltd.in