



Kuberan Global Edu Solutions Limited

Email-id: info@kuberan.co.in | Website: www.kuberan.co.in

CIN: L80900TZ2013PLC019519 | Contact No: 9324368578

Date: 28th July, 2025

To,
Corporate Services Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
1st Floor, Dalal Street,
Fort, Mumbai - 400001.

Scrip Code: 543289

Sub: Annual Report for the Financial Year 2024-25

Dear Sir/ Madam,

Pursuant to provision of Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the 12th Annual General Meeting of the Company will be held on **Friday, 29th August, 2025 at 12:30 P.M. IST** through Video Conferencing/ Other Audio Visual Means ("VC/OAVM").

Please find enclosed the copy of the Annual Report of 12th AGM for the Financial Year 2024-25 of the Company. The Annual Report of the 12th AGM is also being uploaded on the website of the Company www.kuberan.co.in.

In compliance with the aforesaid circulars, the Annual Report along with the Notice of the AGM is being sent only by electronic mode to those shareholders whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent of the Company/Depository Participants. For those shareholders who have not registered their email ids, a letter providing a weblink from where the Notice of the AGM and Annual Report for the financial year 2024-25 can be accessed is being sent.

You are requested to kindly take the afore-mentioned on record and oblige.

Thanking you,

For Kuberan Global Edu Solutions Limited

Sushmita Jeetendra Shete

Director

DIN: 10786857

Corporate Office:

Unit No 1, Ground Floor, Pranali CHS, Plot No 177, Sir Bhalchandra Road, Hindu Colony, Dadar
Mumbai, Maharashtra – 400014

Registered Office:

401, GES Complex, 1ST Floor, 7TH Street, Gandhipuram, Coimbatore, Tamil Nadu – 641012



KUBERAN

GLOBAL EDU
SOLUTIONS LIMITED

ANNUAL REPORT

FY 2024-25

12th ANNUAL REPORT

FY 2024-25

BOARD OF DIRECTORS & KMP

As On 31st March, 2025

Name of the Director	Designation	Date of Resignation (w.e.f)
Mr. Chandramouleeswaran Krishnan	Managing Director	24 th June, 2025
Mrs. Palanivelammal	Whole-Time Director	24 th June, 2025
Mr. Chandra Sekaran Krishnan	Director	24 th June, 2025
Mr. Sathyaseelan Thavasiappan	Independent Director	24 th June, 2025
Mr. Manikannan Sekar	Independent Director	24 th June, 2025
Mr. Meganathan Ethiraj	Independent Director	24 th June, 2025
Mr. Vishnu Viswanathan	Chief Financial Officer	23 rd June, 2025
Mr. Ankur Gala	Company Secretary	31 st May, 2025

BOARD OF DIRECTORS & KMP

As On 24th June, 2025

Ms. Sushmita Jeetendra Shete	Chairperson & Non-Executive Director
Mr. Siddhant Laxmikant Kabra	Non-Executive Director
Mrs. Rajshree Vijay Bhosale	Whole-Time Director
Mr. Mandar Kamlakar Patil	Independent Director
Mr. Suraj Mahadev Gaikwad	Independent Director
Mr. Sachin Govind Warule	Independent Director
Mrs. Rajshree Vijay Bhosale	Chief Financial Officer

CORPORATE INFORMATION

SECRETARIAL AUDITORS FOR FY 2024-25 CS Sumathi Rajendran Practising Company Secretary No 175 Taj Towers Sungam Bypass Road, Ukkadam, Coimbatore - 641001	STATUTORY AUDITORS FOR FY 2024-25 Hashim & Associates Chartered Accountants Office Address: 19/A-1, Subbaya Street K K Pudur, Coimbatore - 641001
SECRETARIAL AUDITORS FOR FY 2025-26 M/s Shravan A. Gupta and Associates Practising Company Secretary Office Address: A-102, 1 st Floor, Suryakiron CHS, Near HDFC Bank, Chamunda Circle, S.V.P Road, MINL Lano, Borivali (W). Mumbai - 400092	STATUTORY AUDITORS FOR FY 2025-26 M/s P S V Jain and Associates Chartered Accountants Office Address: Office No 105, Shree Yaswant Shopping Centre, Kasturba Road No. 7 Borivali East, Mumbai – 400066
REGISTRARS AND SHARE TRANSFER AGENT Bigshare Services Pvt. Limited Off No S6-2, 6th Floor, Pinnacle Business Park Next to Ahura Centremahakali Caves Road, Andheri East, Mumbai 400093 Phone: +91 22 62638200 E-mail: info@bigshareonline.com Website: www.bigshareonline.com	REGISTERED OFFICE 401, GES Complex, 1st Floor, 7th Street, Gandhipuram, Coimbatore, Tamil Nadu -641012. CORPORATE OFFICE Unit No 1, Ground Floor, Pranali CHS, Plot No 177, Sir Bhalchandra Road, Hindu Colony, Dadar, Mumbai Maharashtra, 400014
BANKER Axis Bank Ltd and RBL Bank Ltd	CIN: L80900TZ2013PLC019519

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FROM THE CHAIRPERSON'S DESK

Dear Shareholders,

This has been a year of important decisions. The kind that defines not just what a company is, but what it chooses to become.

In October 2024, the Promoter and Promoter Group entered into a Share Purchase Agreement with Hathor Corporate Advisors LLP. Following the completion of the open offer, Hathor has officially become the new Promoter of the Company. We thank the outgoing Promoters for their contribution over the years and welcome Hathor Corporate Advisors with confidence in their vision and intent.

For many years, our business has been focused on the education sector. We built a strong presence in test preparation, supporting students preparing for banking exams, MBA entrances, government recruitment tests, and professional certifications like CA, CMA, and CS. This journey has been meaningful and has helped thousands of students across the country. But like many industries, education has changed and changed fast.

The rise of digital-first models, new ways of learning, and evolving student behavior have reshaped space. We've adapted where we could. We explored digital platforms, invested in content, and we worked to stay relevant. But after a careful assessment, we've come to a clear conclusion. The education business, in its current form, no longer aligns with where we want to go as a company.

We've made the decision to gradually step away from our legacy education operations. This has not been easy. It's a space we have been part of for a long time. But it is the right move. Our focus now is on what's next.

The Board and management are actively exploring new business opportunities. We're looking at sectors where long-term potential exists and where our resources and capabilities can be redirected meaningfully. This includes evaluating new ventures, possible acquisitions, strategic collaborations, and even industry shifts that may take the company in a completely new direction.

Our priority is to be thoughtful and deliberate. We are not rushing into the next thing. Instead, we are approaching this transition with a clear goal to identify a business path that is sustainable, future-facing, and value-accretive for our shareholders.

Internally, we've started preparing for this pivot. We're reviewing our structure, re-aligning our cost base, and strengthening our ability to act when the right opportunity comes. This is a period of pause and positioning and one we believe is critical before the next phase of growth.

To our employees, thank you for your resilience. To our shareholders, thank you for your trust and patience. This is not the end of the Company's story. It is a clean slate. And with the right intent and clarity of purpose, we believe it can be the start of something better.

Regards,

Sushmita Shete
Chairman

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 12TH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS KUBERAN GLOBAL EDU SOLUTIONS LIMITED WILL BE HELD ON FRIDAY, 29TH AUGUST 2025 AT 12:30 PM (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 401, GES COMPLEX, 1ST FLOOR, 7TH STREET, GANDHIPURAM, COIMBATORE, TAMIL NADU 641 012.

ORDINARY BUSINESS:

- 1. To Receive, Consider and Adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.**
- 2. To approve Appointment of M/s. PSV Jain & Associates as Statutory Auditors of the Company.**
To consider and if thought fit, to pass the following resolution as **Ordinary Resolution:**

“RESOLVED THAT subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, the consent of Members of the Company be and is hereby accorded to appoint M/s. PSV Jain & Associates (Firm Registration No. 131505W), as the Statutory Auditor of the Company, to hold the office for a term of Five Consecutive Years starting from 01st April 2025 to 31st March, 2030, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT any of the Directors and the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally 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.”

SPECIAL BUSINESS:

- 3. Regularization of Ms. Sushmita Jeetendra Shete (DIN: 10786857) as a Chairperson and Non-Executive Non-Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules framed thereunder and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Sushmita Jeetendra Shete (DIN: 10786857), who was appointed as a Chairperson and an Additional Director (Non-Executive Non-Independent) of the Company by the Board of Directors in the Board Meeting held on 24th June, 2025, be and is hereby appointed as a Chairperson and Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from 24th June, 2025.

RESOLVED FURTHER THAT any of the Directors and the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally 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.”

- 4. Regularization of Mr. Siddhant Laxmikant Kabra (DIN: 07470463) as Non-Executive Non-Independent Director of the Company.**

To consider and if thought fit, to pass the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules framed thereunder and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Siddhant Laxmikant Kabra (DIN: 07470463), who was appointed as an Additional Director

(Non-Executive Non-Independent) of the Company by the Board of Directors in the Board Meeting held on 24th June , 2025, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from 24th June, 2025.

RESOLVED FURTHER THAT any of the Director and the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally 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.”

5. Regularization of Mrs. Rajshree Vijay Bhosale (DIN: 10754030) as Whole Time Director of the Company.

To consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules framed thereunder and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Rajshree Vijay Bhosale (DIN: 10754030), who was appointed as an Additional Whole Time Director of the Company by the Board of Directors in the Board Meeting held on 24th June, 2025, be and is hereby appointed as a Whole Time Director of the Company, liable to retire by rotation, for period effective from 24th June, 2025 to 23rd June, 2030 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mrs. Bhosale.

RESOLVED FURTHER THAT any of the Director, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally 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.”

6. Regularisation of Mr. Suraj Mahadev Gaikwad (DIN: 11159369) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Regulations 17, 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Suraj Mahadev Gaikwad (DIN: 11159369), who was appointed as an Additional Director (Independent and Non-Executive) of the Company by the Board of Directors in the Board Meeting held on 24th June , 2025, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of five consecutive years from 24th June, 2025 to 23rd June, 2030.

RESOLVED FURTHER THAT any of the Director and the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally 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.”

7. Regularisation of Mr. Sachin Govind Warule (DIN: 11159335) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Regulations 17, 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sachin Govind Warule (DIN: 11159335), who was appointed as an Additional Director (Independent and Non-Executive) of the Company by the Board of Directors in the Board Meeting held on 24th June , 2025, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of five consecutive years from 24th June, 2025 to 23rd June, 2030.

RESOLVED FURTHER THAT any of the Director and the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally 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.”

8. Regularisation of Mr. Mandar Kamlakar Patil (DIN: 05284076) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Regulations 17, 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Mandar Kamlakar Patil (DIN: 05284076), who was appointed as an Additional Director (Independent and Non-Executive) of the Company by the Board of Directors in the Board Meeting held on 24th June, 2025, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of five consecutive years from 24th June, 2025 to 23rd June, 2030.

RESOLVED FURTHER THAT any of the Director and the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally 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.”

9. To approve Appointment of M/s. Shravan Gupta & Associates as Secretarial Auditors of the Company

To consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Regulation 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Shravan Gupta & Associates, Company Secretaries (Firm Registration Number: S2013MH230000) be and are hereby appointed as Secretarial Auditors of the Company, to hold the office for a term of Five Consecutive Years starting from 01st April 2025 to 31st March, 2030, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT any of the Director and the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally 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.”

10. Authority to create Charge/Mortgage over the properties of the Company for the purpose of borrowing in the terms of section 180 (1)(a) of the Companies Act, 2013

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Sections 179, 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, the consent of the members of the Company be and is hereby accorded to Board of Directors (herewith referred to as the “Board” which term shall include any committee constituted by the Board or any person(s) authorised by the Board to exercise the power conferred on the Board by this resolution) to mortgage, hypothecate, pledge and / or charge all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets including tangible and intangible assets or properties of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of events of defaults, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company or subsidiary(ies) of Company, by way of loans, debentures (comprising fully/partly Convertible Debentures and/or Secured/ Unsecured Non-Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, up to the Borrowing limits approved or as may be approved by the shareholders, from time to time, under Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated

charges, commitment charges or costs, expenses and all other monies payable by the Company in respect of such borrowings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements/ undertakings as may be required and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/ charge/ pledge / hypothecation as mentioned aforesaid.”

11. Authority to Borrow Money pursuant to Section 180(1)(c) of the Companies Act, 2013

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Company, pursuant to Section 179, 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made there under (including any statutory modifications or re-enactments thereof for the time being in force) and the Article of Association of the Company; the consent of the members of the Company be and is hereby accorded to Board of Directors (herewith referred to as the “Board” which term shall include any committee constituted by the Board or any person(s) authorised by the Board to exercise the power conferred on the Board by this resolution) to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, bonds, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 50.00 Crores (Rupees Fifty Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

12. Approval of the limits for the Loans and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** in supersession of the earlier resolutions passed by the Company, pursuant to Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force), if any, the consent of the members of the Company be and is hereby accorded to Board of Directors (herewith referred to as the “Board” which term shall include any committee constituted by the Board or any person(s) authorised by the Board to exercise the power conferred on the Board by this resolution) to make loans or investments, in one or more trenches by subscription, purchase or otherwise in subsidiary(ies)/ anybody/bodies Corporate(s) in India or abroad (existing or which may be promoted /incorporated), in any kind of securities, or by providing of guarantees and security in connection with a loan made by any other person to any subsidiary (ies)/ anybody/bodies Corporate(s) in India or abroad (existing or which may be promoted /incorporated) in excess of the limits prescribed under Section 186 of the Companies Act, 2013 but subject to maximum limit of Rs. 50.00 Crores (Rupees Fifty Crores only).

RESOLVED FURTHER THAT Board be and is hereby authorized to negotiate and finalize the term and condition of said investments, loan, guarantee and provision of security on the behalf of the company as it may deem fit in the interest of the company, to take all such actions and to settle all matters arising out of and incidental thereto and to sign and to execute all deeds, applications, documents and investments, loan, guarantee and provision of security and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

13. Approval for Giving Loan or Guarantee or Providing Security in connection with Loan Availed by any of the Company's Subsidiary (ies) or any Other Person Specified Under Section 185 of the Companies Act, 2013

To consider and thought fit, to pass with or without any modification as **Special Resolution**:

“RESOLVED THAT in supersession of the earlier resolutions passed by the Company, pursuant to the provisions of Sections 179(3), 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to Board of Directors (herewith referred to as the "Board" which term shall include any committee constituted by the Board or any person(s) authorised by the Board to exercise the power conferred on the Board by this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a subsidiary or associate or joint venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), upto an aggregate sum of Rs. 50.00 Crores (Rupees Fifty Crores only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

14. Approval for increase in Authorised share capital and consequent amendment to the MOA of the Company.

To consider and thought fit, to pass with or without any modification as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 2,32,20,000/- (Two Crores Thirty-Two Lakhs Twenty Thousand Only) divided into 23,22,000 (Twenty-Three Lakhs Twenty-Two Thousand Only) equity shares of Rs. 10/- (Ten only) each to Rs. 5,00,00,000/- (Five Crores Only) divided into 50,00,000 (Fifty Lakhs Only) equity shares of Rs. 10/- (Ten only) each ranking pari passu in all respect with the existing Equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V.

“The Authorised Share Capital of the Company is Rs. 5,00,00,000/- (Five Crores Only) divided into 50,00,000 (Fifty Lakhs Only) equity shares of Rs. 10/- (Ten only) each”

RESOLVED FURTHER THAT any of the Director and the Chief Financial Officer of the Company, be and is hereby severally authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.”

15. Approval of material related party transactions entered or to be entered with the related parties as per the required laws and regulations

To consider and thought fit, to pass with or without any modification as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the companies Act, 2013, (“the Act”) read with the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and also pursuant to the consent of the Audit Committee and the Board of Directors, and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the approval of the Shareholders of the Company be and is hereby accorded to approve all contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto), with ‘Related Parties’ within

the definition of the Companies Act, 2013 and Listing Regulations, as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and such related parties.

RESOLVED FURTHER THAT in this regard, the Board (hereinafter referred to as “the Board” which term shall include any Committee thereof) is hereby authorized to negotiate, finalize, vary, amend, renew, and revise the terms and conditions of the transactions and enter into, sign, execute, renew, modify and amend all agreements, documents and letters thereof, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, and writings on an ongoing basis, as may be necessary, pro per or expedient for the purpose of giving effect to the above resolution.”

16. Approval for change in Registered Office of the Company and consequent amendment to the MOA of the Company
To consider and thought fit, to pass with or without any modification as **Special Resolution:**

“RESOLVED THAT subject to the provisions of section 12, 13(4) and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Regional Director and other regulatory authorities, government(s), judicial/quasi-judicial authorities, court(s), consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from 401 GES Complex, 1st Floor, 7th Street, Gandhipuram, CBE – 641012 (the state of Tamil Nadu) to Unit No 1, Ground Floor Pranali CHS, Plot -177, Sir Bhalchandra Road, Hindu Colony, Dadar (East) Mumbai - 400014 (the state of Maharashtra).

RESOLVED FURTHER THAT subject to the aforementioned approval and pursuant to section 13 and all other applicable provisions, if any of the Companies Act, 2013, the existing clause of Memorandum of Association of the Company be and is hereby substituted with the following clause:

“The Registered office of the Company will be situated in the state of Maharashtra within the jurisdiction of Registrar of Company, Maharashtra, Mumbai.

RESOLVED FURTHER THAT upon the approval of the Regional Director and the aforesaid resolution becoming effective, the Registered Office of the Company from the state of Tamil Nadu to the state of Maharashtra, Mumbai as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person(s) authorized and/ or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorized to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.”

Registered Office:

Kuberan Global Edu Solutions Limited

(CIN: L80900TZ2013PLC019519)

401, GES Complex, 1st Floor, 7th Street, Gandhipuram,
Coimbatore, Tamil Nadu, 641012

Phone: 9324368578

Web: www.kuberan.co.in

By Order of the Board of Directors

Sd/-

Sushmita Jeetendra Shete

Chairperson and Non-Executive Director

DIN: 10786857

Place: Mumbai

Date: 28th July, 2025

NOTES:

1. Pursuant to Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and General Circular No. 9/2024 dated September 19, 2024 respectively, issued by the Ministry of Corporate Affairs (**"MCA Circulars"**), Circular No. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR /P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (**"SEBI Circulars"**) and in compliance with the provisions of the Companies Act, 2013 (**"Act"**) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations/SEBI Listing Regulations"**), the 12th Annual General Meeting (**'12th AGM/AGM'**) of the Company is being conducted through VC/OAVM Facility, without the physical presence of members at a common venue. The deemed venue for the 12th AGM shall be the Registered Office of the Company.
2. Pursuant to MCA Circulars the AGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the members to attend and cast vote for the members is not available for this AGM and hence the proxy form and attendance slip including route map are not annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate member / institutional members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at info@kuberan.co.in.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for the members on first come first served basis. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM and the relevant details of director seeking appointment and re-appointment as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as required under Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.
6. All documents referred to in the Notice along with Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. AGM day & date. Members seeking to inspect such documents can send an email to info@kuberan.co.in.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as speaker by sending their request till **August 26, 2025 (05:00 pm)** mentioning their name, demat account number/folio number, email id, mobile number at info@kuberan.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries till **August 26, 2025 (05:00 pm)** mentioning their name, demat account number/folio number, e-mail id, mobile number at info@kuberan.co.in. These queries will be replied to by the company suitably by e-mail.
8. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2020. All the securities of the Company are in dematerialized form.

9. Members holding shares in the dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to the Company's Registrar & Transfer Agents. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, M/s Bigshare Services Private Limited.
10. To support the 'Green Initiative', Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. The Board of Directors have appointed Mr. Shravan A. Gupta (Membership No. ACS 27484), Practicing Company Secretaries as the Scrutinizer to scrutinize the votes cast through the e-voting system at the meeting and remote e-voting process in a fair and transparent manner.
13. The Scrutinizer shall submit his report to the Chairperson of the Meeting or any person authorized by him within two working days of the conclusion of the AGM. The Results declared along with the report of Scrutinizer shall be placed on the website of the Company www.kuberan.co.in immediately after declaration of results by the Chairperson or person authorized by him in this behalf. The Company shall simultaneously forward the results to BSE, where the shares of the Company are listed.
14. Regulation 36(1)(b) and (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribes that a listed entity shall send a letter providing the web-link, including the exact path, where complete details of the Annual Report is available to those shareholder(s) who have not so registered their email addresses and hard copies of full annual reports to those shareholders, who request for the same, respectively. However, in line with MCA Circulars and SEBI Circulars the Notice of AGM are being sent in electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2024-25 will also be available on the Company's website www.kuberan.co.in websites of the Stock Exchange at www.bseindia.com respectively, and on the website of RTA at www.bigshareonline.com.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by Bigshare Services Private Limited.
16. AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circulars, as applicable.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

1. The voting period begins on **August 26, 2025 at 9.00 a.m.** and ends on **August 28, 2025 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (Record date) of (Record Date)** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. 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 shareholder's /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.

4. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020** 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.

A. Pursuant to the above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

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.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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.
Individual Shareholders holding securities in demat mode with NSDL	<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.nsdl.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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

B. 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.

C. 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
Shareholders 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, 022-62638338

D. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholders other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- 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 attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) 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, 022-62638338

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice

Item No. 03

The Board of Directors of the Company at its Meeting held on 24th June, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”) has approved appointment of Ms. Sushmita Jeetendra Shete (DIN: 10786857), as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from 24th June, 2025 to hold office up to the date of the next Annual General Meeting of the Company pursuant to section 161 of the Companies Act, 2013 (“the Act”), and thereafter, subject to the approval of the Members of the Company, as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

Brief resume of Ms. Sushmita Jeetendra Shete, age, qualification, nature of her expertise in specific functional areas,

disclosure of relationships between directors inter-se, names of listed entities and other companies in which she holds directorships and memberships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the annexures ahead forming part of the Notice.

Ms. Sushmita Jeetendra Shete has not resigned as a Director from any listed entity in the past three years.

Ms. Sushmita Jeetendra Shete is not disqualified from being appointed as Director in terms of section 164 of the Act and has given her consent to act as a Director. She is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Board is of the view that Ms. Sushmita Jeetendra Shete's knowledge and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends her appointment to the Members.

Save and except Ms. Sushmita Jeetendra Shete, and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

Item No. 04

The Board of Directors of the Company at its Meeting held on 24th June, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC") has approved appointment of Mr. Siddhant Laxmikant Kabra (DIN:07470463), as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from 24th June, 2025 to hold office up to the date of the next Annual General Meeting of the Company pursuant to section 161 of the Companies Act, 2013 ("the Act"), and thereafter, subject to the approval of the Members of the Company, as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

Brief resume of Mr. Siddhant Laxmikant Kabra, age, qualification, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which he holds directorships and memberships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the annexures ahead forming part of the Notice.

Mr. Siddhant Laxmikant Kabra has not resigned as a Director from any listed entity in the past three years.

Mr. Siddhant Laxmikant Kabra is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Board is of the view that Mr. Siddhant Laxmikant Kabra's knowledge and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends his appointment to the Members.

Save and except Mr. Siddhant Laxmikant Kabra, and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

Item No. 05

The Board of Directors of the Company at its Meeting held on 24th June, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC") has approved appointment of Mrs. Rajshree Vijay Bhosale (DIN:10754030), as an Additional Director (Whole Time) and Chief Financial Officer of the Company with effect from 24th June, 2025 to hold office up to the date of the next Annual General Meeting of the Company pursuant to section 161 and section 203 of the Companies Act, 2013 ("the Act"), and thereafter, subject to the approval of the Members of the Company, as a Whole Time Director and Chief Financial Officer of the Company, liable to retire by rotation.

Brief resume of Mrs. Rajshree Vijay Bhosale, age, qualification, nature of her expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which she holds directorships and memberships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the annexures ahead forming part of the Notice.

Mrs. Rajshree Vijay Bhosale has not resigned as a Director from any listed entity in the past three years.

Mrs. Rajshree Vijay Bhosale is not disqualified from being appointed as Director in terms of section 164 of the Act and has given her consent to act as a Director. She is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Board is of the view that Mrs. Rajshree Vijay Bhosale's knowledge and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends her appointment to the Members.

Save and except Mrs. Rajshree Vijay Bhosale, and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

Item No. 06

The Board of Directors of the Company at its Meeting held on 24th June, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC") has approved appointment of Mr. Suraj Mahadev Gaikwad (DIN:11159369), as an Additional Director (Independent and Non-Executive) of the Company with effect from 24th June, 2025 to hold office up to the date of the next Annual General Meeting of the Company pursuant to section 161 of the Companies Act, 2013 ("the Act"), and thereafter, subject to the approval of the Members of the Company, as an Independent Director of the Company.

Brief resume of Mr. Suraj Mahadev Gaikwad, age, qualification, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which he holds directorships and memberships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the annexures ahead forming part of the Notice.

Mr. Suraj Mahadev Gaikwad has not resigned as a Director from any listed entity in the past three years.

Mr. Suraj Mahadev Gaikwad is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Board is of the view that Mr. Suraj Mahadev Gaikwad's knowledge and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends his appointment to the Members.

Save and except Mr. Suraj Mahadev Gaikwad, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

Item No. 07

The Board of Directors of the Company at its Meeting held on 24th June, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC") has approved appointment of Mr. Sachin Govind Warule (DIN:11159335), as an Additional Director (Independent and Non-Executive) of the Company with effect from 24th June, 2025 to hold office up to the date of the next Annual General Meeting of the Company pursuant to section 161 of the Companies Act, 2013 ("the Act"), and thereafter, subject to the approval of the Members of the Company, as an Independent Director of the Company.

Brief resume of Mr. Sachin Govind Warule, age, qualification, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which he holds directorships and memberships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the annexures ahead forming part of the Notice.

Mr. Sachin Govind Warule has not resigned as a Director from any listed entity in the past three years.

Mr. Sachin Govind Warule is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Board is of the view that Mr. Sachin Govind Warule's knowledge and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends his appointment to the Members.

Save and except Mr. Sachin Govind Warule, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval of the Members.

Item No. 08

The Board of Directors of the Company at its Meeting held on 24th June, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC") has approved appointment of Mr. Mandar Kamlakar Patil (DIN: 05284076,) as an Additional Director (Independent and Non-Executive) of the Company with effect from 24th June, 2025 to hold office up to the date of the next Annual General Meeting of the Company pursuant to section 161 of the Companies Act, 2013 ("the Act"), and thereafter, subject to the approval of the Members of the Company, as an Independent Director of the Company.

Brief resume of Mr. Mandar Kamlakar Patil, age, qualification, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which he holds directorships and memberships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the annexures ahead forming part of the Notice.

Mr. Mandar Kamlakar Patil, has not resigned as a Director from any listed entity in the past three years.

Mr. Mandar Kamlakar Patil, is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Board is of the view that Mr. Mandar Kamlakar Patil's, knowledge and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends his appointment to the Members.

Save and except Mr. Mandar Kamlakar Patil, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval of the Members.

Item No. 09

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

Based on the recommendation of the Audit Committee, the Board, at its Meeting held on 24th June, 2025, subject to the approval of the Members of the Company, approved appointment of M/s. Shravan Gupta & Associates, Company Secretaries (Firm Registration Number: S2013MH230000) as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor from the Financial Year 2025-26 till FY 2029-30.

While recommending Mr. Shravan Gupta, for appointment, the Board evaluated its clientele, technical expertise in handling listed Entity, eligibility criteria prescribed under SEBI Listing Regulations 2015.

M/s Shravan Gupta & Associates, is a firm of Practising Company Secretaries. Mr. Shravan Gupta is an Associate member of The Institute of Company Secretaries of India (ICSI). The firm is primarily engaged in areas of secretarial audit, corporate advisory services, transactional services, legal due diligence, compliance management etc. The firm has extensive experience of handling audits of large listed corporates and due diligence.

M/s. Shravan Gupta & Associates had consented to their appointment as the Secretarial Auditors of the Company and have

confirmed that they fulfil the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

The proposed remuneration to be paid to M/s Shravan Gupta & Associates, for the Financial year 2025 is 60,000/- (Rupees Sixty Thousand only) plus out of pocket expenses and applicable taxes. For the subsequent years, the Board of Directors will decide the remuneration based on recommendations of Audit Committee. Being appointed as Secretarial Auditor for First time there is no changes in fees payable.

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors.

The Board recommends the approval of the Members for appointment of Secretarial Auditors and passing of the Ordinary Resolution set out at Item No. 9 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item No.10

The members of the Company had earlier resolution authorized the Board of Directors to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures, to secure the repayment of monies borrowed by the Company.

Under the provisions of Section 180(1)(a) of the Companies Act, 2013 the above powers can be exercised by the Board only with the consent of the shareholders obtained by way of a Special Resolution. Accordingly, the Board of Directors at its meeting held on 28th July, 2025, proposed to obtain fresh approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company or subsidiary(ies) of Company, by way of loans, debentures (comprising fully/partly Convertible Debentures and/or Secured/ Unsecured Non-Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time up to the limits approved or as may be approved by the shareholders from time to time under Section 180(1)(c) of the Companies Act, 2013.

The Board recommends the Resolution as set out in the Notice for approval of the members of the Company by way of Special Resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested or deemed to be concerned or interested in passing of this resolution, except to the equity shares held by them in the Company.

Item No.11

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company could borrow money together with the money already borrowed by the company in the ordinary course of business, in excess of the aggregate of the paid-up Capital and the free reserves of Company and for borrowing money in excess of paid-up Capital and the Free Reserves, the approval of the members of the Company in the General Meeting by way of Special Resolution has to be obtained.

And as you know that business and operational purpose of the company, company may borrow funds time to time and so therefore it is required to obtain approval of the members by way of Special Resolution in the General Meeting to authorise the Board to borrow fund in excess of paid-up Capital and the Free Reserves.

Hence, your board decided to increase the limit to borrow fund up to Rs. 50.00 Crores (Rupees Fifty Crores only) and the Board recommends the Resolution as set out in the Notice for approval of the members of the Company by way of Special Resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested or deemed to be concerned or interested in passing of this resolution, except to the equity shares held by them in the Company.

Item No.12

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

As per the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid-up share capital,

free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding Rs. 50.00 Crores (Rupees Fifty Crores only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Board recommends the Resolution as set out in the Notice for approval of the members of the Company by way of Special Resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested or deemed to be concerned or interested in passing of this resolution, except to the equity shares held by them in the Company.

Item No.13

The Company may have to render support for the business requirements of its Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 ('the Act'), the Company was unable to extend financial assistance by way of loan to such Entities.

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for the capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The Board recommends the Resolution as set out in the Notice for approval of the members of the Company by way of Special Resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested or deemed to be concerned or interested in passing of this resolution, except to the equity shares held by them in the Company.

Item No.14

The present Authorised Share Capital of the Company is 2,32,20,000/- (Two Crores Thirty-Two Lakhs Twenty Thousand Only) divided into 23,22,000 (Twenty-Three Lakhs Twenty-Two Thousand Only) equity shares of Rs. 10/- (Ten only) each and Paid-up Share Capital of the Company is Rs. 2,10,65,360/- (Rupees Two Crore Ten Lakhs Sixty- Five Thousand Three Hundred and Sixty only) comprising of 21,06,536 (Twenty-One Lakhs Six Thousand Five Hundred and Thirty-Six) Equity Shares of Rs. 10/- each.

The Board, has also accorded its approval for increasing the Authorised Share Capital from 2,32,20,000/- (Two Crores Thirty-Two Lakhs Twenty Thousand Only) to Rs. 5,00,00,000/- (Five Crores Only) divided into 50,00,000 (Fifty Lakhs Only) equity shares of Rs. 10/- (Ten only) each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company, subject to shareholders approval.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association of the Company.

Accordingly, the Board recommends the resolutions set out at Item No. 14 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

Item No.15

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of Ordinary Resolution in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, Pursuant to Regulation 23 of SEBI Listing Regulations, the threshold limit for determination of material related party

transactions is the lower of Rs. 50 crores (Rupees One thousand crore) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity and such material related party transactions exceeding the limits, would require prior approval of Members by means of an Ordinary Resolution.

For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed Rs. 50 crores (Rupees One thousand crore) or 10% (ten percent) of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company whichever is lower.

The Company proposes to enter into contracts/ arrangements with related parties in which the Director is interested in the financial year 2025-26 as mentioned below, which are in the ordinary course of business and at arm's length basis. Further, the estimated value of the proposed transaction is likely to exceed rupees ten percent of the annual consolidated turnover of the Company for the Financial Year ended on 31st March, 2026, and therefore may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the approval of the Members.

Sr. No.	Name of Related Party	Name of the Directors / Promoter/ KMP who are related, if any	Nature of Relationship	Nature of transaction	Amount
1.	Hathor Corporate Advisors LLP	1. Siddhant Laxmikant Kabra 2. Sushmita Shete 3. Rajshree Vijay Bhosale	Directors	Loans and Advances	Up to ₹ 10 Crore

The Board recommends the Resolution as set out in the Notice for approval of the members of the Company by way of Ordinary Resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested or deemed to be concerned or interested in passing of this resolution, except as mentioned above in table.

Item No.16

Presently, the Company's Registered Office is located at State of Tamil Nadu, the Board of Directors of the Company in its meeting dated 28th July, 2025 approved the shifting of registered office of the Company to the state of Maharashtra. Pursuant to the provisions of section 12, 13(4) and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Regional Director and other regulatory authorities, government(s), judicial/quasi-judicial authorities, court(s), consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from 401 GES Complex, 1st Floor, 7th Street, Gandhipuram, CBE – 641012 (the state of Tamil Nadu) to Unit No 1, Ground Floor Pranali CHS, Plot -177, Sir Bhalchandra Road, Hindu Colony, Dadar (East) Mumbai - 400014 (the state of Maharashtra).

Since, the new management of the company is based in the Mumbai for smooth functioning of business activities it shall be in the interest of the company and in the interest of all the stake holders for shifting the registered office of the company from the state of Tamil Nadu to the state of Maharashtra.

The Board recommends the Resolution as set out in the Notice for approval of the members of the Company by way of **Special Resolution**.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested or deemed to be concerned or interested in passing of this resolution, except as mentioned above in table.

Registered Office:

Kuberan Global Edu Solutions Limited

(CIN: L80900TZ2013PLC019519)

401, GES Complex, 1st Floor, 7th Street, Gandhipuram,

Coimbatore, Tamil Nadu, 641012

Phone: 9324368578

Web: www.kuberan.co.in

By Order of the Board of Directors

Sd/-

Sushmita Jeetendra Shete

Chairperson and Non-Executive Director

DIN: 10786857

Place: Mumbai

Date: 28th July, 2025

Information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 for appointment / re-appointment of Directors is as below:

Name of the Director	Ms. Sushmita Jeetendra Shete	Mr. Siddhant Laxmikant Kabra
DIN	10786857	07470463
Date of Birth & Age	08/02/1997, 28 Years	04/03/1997, 28 Years
Date of Appointment	June 24, 2025	June 24, 2025
Date of appointment at current designation	June 24, 2025	June 24, 2025
Category	Non-Executive Non-Independent Director	Non-Executive Non-Independent Director
Brief Resume along with Qualification and Nature of expertise in specific functional areas and Experience	<p>Ms. Sushmita Jeetendra Shete is a Qualified Chartered Accountant and Law Graduate, Ms. Sushmita Shete is a dynamic professional with a strong foundation in Audit, Tax, and Legal advisory. She has diverse experience across industries including manufacturing, logistics, education, and services, she has developed expertise in regulatory compliance, financial auditing, tax planning, and legal documentation.</p>	<p>Mr. Siddhant Laxmikant Kabra is a Commerce Graduate and a qualified Chartered Accountant from the Institute of Chartered Accountants of India. He brings with him a strong academic foundation, complemented by practical expertise in finance, compliance, and strategic advisory.</p> <p>Over the years, Mr. Kabra has built a diverse portfolio of professional experience across several sectors including specialty chemicals, logistics, and financial services. His exposure to multiple industries has enabled him to develop a cross-functional perspective that balances operational realities with financial discipline.</p>
Terms and conditions of appointment/ reappointment	Appointed as a Chairperson and Non-Executive Non-Independent Director, liable to retire by rotation	Appointed as Non-Executive Non-Independent Director, liable to retire by rotation
Number of shares held in the Company	Nil	Nil
Remuneration to be paid	Nil	Nil
Directorship held in other Companies/LLP	<ul style="list-style-type: none"> Laxmikant Kabra & Co LLP 	<ul style="list-style-type: none"> Hathor Corporate Advisors LLP Plutus Capital Management LLP Lenus Finvest Private Limited Laxmikant Kabra & Co LLP Eikovivify Logistics Private Limited Lake City Traders Private Limited Padmalaxmi Estates LLP Natu Vijaylaxmi Realtor Private Limited Neutro Power & Controls Private Limited Ornate Educare Private Limited Ornate Finserve Private Limited Redpine Hospitality Private Limited Indrise Ventures LLP Spok Capital Advisors LLP Padmalaxmi Ventures LLP
Memberships/ Chairmanships of Committees of this and other Companies	Member of Audit Committee of the Board of Kuberan Global Edu Solutions Limited	None
Relationships between Directors inter-se	Mr. Siddhant Laxmikant Kabra – Spouse	Ms. Sushmita Jeetendra Shete – Spouse
Last Drawn Remuneration and No. of Board Meetings attended during the year	Not Applicable	Not Applicable

Information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 for appointment / re-appointment of Directors is as below:

Name of the Director	Mrs. Rajshree Vijay Bhosale	Mr. Suraj Mahadev Gaikwad
DIN	10754030	11159369
Date of Birth & Age	24/04/1982, 43 Years	15/10/1996, 28 Years
Date of Appointment	June 24, 2025	June 24, 2025
Date of appointment at current designation	June 24, 2025	June 24, 2025
Category	Whole Time Director and Chief Financial Officer	Non-Executive Independent Director
Brief Resume along with Qualification and Nature of expertise in specific functional areas and Experience	<p>Mrs. Rajshree Vijay Bhosale is a seasoned Professional with over 20 years of experience in Logistics and international trade operations along with expertise in Financial Domain. She has worked Nagreeka Exports Ltd., Lahoti Exports Ltd., K.D. Shipping Pvt. Ltd., and Tulsidas Khimji Pvt. Ltd. She has Proficiency in ERP systems, Tally, MS Office, and developed MIS for reporting and analysis purposes.</p> <p>She is known for her attention to detail, coordination skills, and deep understanding of shipping processes and compliance.</p>	<p>Mr. Suraj Mahadev Gaikwad is having more than 7 years of experience in accountancy and business Management. He brings extensive knowledge and diverse expertise to his professional endeavors, contributing meaningfully to financial operations and strategic planning.</p> <p>His strong background in the accountancy sector positions him as a valuable asset in supporting the organization's strategic goals and enhancing overall operational efficiency and compliance structure.</p>
Terms and conditions of appointment/ reappointment	Appointed as Whole Time Director and Chief Financial Officer, liable to retire by rotation	Appointed as Independent Director
Number of shares held in the Company	Nil	Nil
Remuneration to be paid	Nil	Nil
Directorship held in other Companies/LLP	<ul style="list-style-type: none"> Eikovivify Logistics Private Limited Vivify Wealth Management LLP 	None
Memberships/ Chairmanships of Committees of this and other Companies	None	Member of Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Board of Kuberan Global Edu Solutions Limited
Relationships between Directors inter-se	None	None
Last Drawn Remuneration and No. of Board Meetings attended during the year	Not Applicable	Not Applicable

Information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 for appointment / re-appointment of Directors is as below

Name of the Director	Mr. Sachin Govind Warule	Mr. Mandar Kamlakar Patil
DIN	11159335	05284076
Date of Birth & Age	16/05/1983, 42 Years	24/05/1970, 54 Years
Date of Appointment	June 24, 2025	June 24, 2025
Date of appointment at current designation	June 24, 2025	June 24, 2025
Category	Independent Director	Independent Director
Brief Resume along with Qualification and Nature of expertise in specific functional areas and Experience	<p>A versatile and experienced banking professional with over 25 years in the financial services sector, Mr Sachin Warule currently serves as a manager in a Financial Institution.</p> <p>He brings a strong track record in customer service, regulatory compliance, financial analysis, and operations guidelines for managing multiple branches.</p> <p>With over a decade of additional expertise as an Insurance Adviser and in Account Management, he offers a well-rounded skill set in financial planning, insurance advisory, and housing finance. His strengths include team leadership, communication, and a deep understanding of banking and community finance operations.</p>	<p>Mr. Mandar Kamlakar Patil, aged 51, is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) and a Commerce graduate from the University of Mumbai. With over 25 years of professional experience, he brings deep expertise in Statutory Audit, Direct Taxation, and Indirect Taxation.</p> <p>He has been successfully practicing in Thane under his firm, Mandar K. Patil & Co., where he has built a strong reputation for delivering reliable and compliant financial solutions. His indepth knowledge of Goods and Services Tax (GST) has been instrumental in ensuring robust GST compliance and advisory support, contributing significantly to the firm's practice and client satisfaction.</p>
Terms and conditions of appointment/ reappointment	Independent Director	Independent Director
Number of shares held in the Company	Nil	Nil
Remuneration to be paid	Nil	Nil
Directorship held in other Companies/LLP	None	<ul style="list-style-type: none"> • S J Logistics (India) Limited • Manmadhur Capital Advisors LLP • Saba Envirotech LLP
Memberships/ Chairmanships of Committees of this and other Companies	Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Board of Kuberan Global Edu Solutions Limited	<p>Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Board of Kuberan Global Edu Solutions Limited.</p> <p>Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Board of S J Logistics (India) Limited.</p>
Relationships between Directors inter-se	None	None
Last Drawn Remuneration and No. of Board Meetings attended during the year	Not Applicable	Not Applicable

BOARD'S REPORT

To,
The Members,
KUBERAN GLOBAL EDU SOLUTIONS LIMITED
401, GES Complex, 1st Floor, 7th Street,
Gandhipuram, Coimbatore, Tamil Nadu -641012.

Your directors take pleasure in presenting their 12th Annual Report on the business and operations of the Company together with the Audited Financial Statement of Accounts for March 31, 2025.

1. FINANCIAL HIGHLIGHTS

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from Operations	53.54	96.22
Other income	0.09	0.07
Total Income	53.63	96.29
Less: Total Expenses	99.47	98.27
Profit before exceptional and extraordinary items and tax	(45.84)	(1.98)
Less: Extraordinary items	0.00	0.00
Profit Before Tax	(45.84)	(1.98)
Tax expenses	0.00	0.00
Profit/ (Loss) for the period	(45.84)	(1.98)

2. STATE OF COMPANY'S AFFAIR & FUTURE OUTLOOK

For the financial year ending March 31, 2025, the Company reported a total income of ₹53.63 lakhs as compared to ₹96.29 lakhs in the previous year. The decline was primarily due to a drop in revenue from operations, which stood at ₹53.54 lakhs in FY 2024–25 as against ₹96.22 lakhs in FY 2023–24. Other income remained stable at ₹0.09 lakhs.

Total expenses for the year were ₹99.47 lakhs, marginally higher than ₹98.27 lakhs incurred in the previous financial year. This increase in cost, combined with reduced operational income, resulted in a loss before tax of ₹45.84 lakhs, compared to a loss of ₹1.98 lakhs in the preceding year.

3. NATURE OF BUSINESS & MATERIAL CHANGES, IF ANY

The COVID-19 pandemic has had a lasting and structural impact on the publishing industry, particularly in the education sector. During the pandemic, the widespread adoption of e-learning and digital education tools significantly reduced the demand for physical educational books. This shift in consumer behavior, coupled with disruptions in production and distribution, has adversely affected the Company's business segment relating to the Publishing and Sale of Educational Books. Despite efforts to revive the segment, the business has not returned to pre-pandemic levels and continues to face sustained decline. After careful evaluation of the current market environment and future outlook, the management believes that a full recovery to historical levels is unlikely. Accordingly, the Company has decided to discontinue this division and has initiated steps to wind down its operations in a phased manner. This strategic decision aligns with the Company's focus on consolidating resources and strengthening its core business areas.

Simultaneously, the Company is actively exploring and evaluating new avenues for expansion to ensure long-term sustainability and growth. Management is currently assessing a range of strategic opportunities in adjacent and emerging sectors such as digital content development, edtech partnerships, online learning platforms, and subscription-based educational services. The Company is also engaging in discussions with potential collaborators, including technology firms, educational institutions, and content creators, to explore joint ventures and strategic alliances that could accelerate its transition into the digital education space. Feasibility studies are also underway to examine diversification into complementary industries such as corporate training, skill development programs, and educational assessments all of which align well with the Company's legacy, know-how, and content development expertise. Alongside this, the Company is investing in internal capability building, including upskilling of staff, adoption of digital tools, and development of in-house digital assets, to better position itself for new market demands. By proactively seeking these new growth pathways, the Company aims to transform this transitional period into an opportunity to redefine its business model and strengthen its competitive position in the evolving education and content ecosystem.

Material Events:

The previous Promoter and Promoter Group of the Company executed Share Purchase Agreement dated 30th October, 2024 with M/s Hathor Corporate Advisors LLP (Acquirer) along with Person Acting in Concerts and as per open offer dated 30th October, 2024 have completed transfer of their respective shares to M/s Hathor Corporate Advisors LLP (Acquirer) and M/s Hathor Corporate Advisors LLP designated themselves as Promoter of the Company as per terms of Open Offer.

Post-Offer shareholding of the Acquirer and the PAC

Number of Equity Shares	15,09,657
% of fully diluted Equity Shares	71.67%

4. TRANSFER TO RESERVES

The Board of Directors has 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.

5. DIVIDEND

In view of the fact that, the Company is considering business expansion in the near future, the Company shall retain earnings to fund further growth. The Company is also desirous to exploit the opportunities to undertake suitable projects. Therefore, the Board has decided not to declare any dividend for the financial year under review.

6. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

The Company does not have any unpaid / unclaimed amount which is required to be transferred, under the provisions of the Companies Act, 2013 to the Investor Education and Protection Fund ('IEPF') of the Government of India.

7. SHARE CAPITAL

a. Authorized Share Capital:

During the year under review, the Authorised Share Capital of the Company was Rs. 2,32,20,000 (Two Crore Thirty-Two Lakh Twenty Thousand only) divided into 23,22,00 equity shares of Rs. 10 each.

A brief of the same in tabular format is prescribed below:

Particulars	As on 31 st March, 2025		As on 31 st March, 2024	
	Number of shares	Amount (in Lakhs)	Number of shares	Amount (in Lakhs)
Authorized Share Capital: Equity shares of Rs. 10 each	23,22,000	2,32,20,000	23,22,000	2,32,20,000

There were no changes made to the Authorised Share Capital of the Company for the year ended 31st March 2025.

b. Issued, Subscribed and Paid-up Share Capital

Particulars	As on 31 st March, 2025		As on 31 st March, 2024	
	Number of shares	Amount (in Lakhs)	Number of shares	Amount (in Lakhs)
Issued, Subscribed and Paid-up Share Capital: Equity shares of Rs. 10 each	21,06,536	2,10,65,360	21,06,536	2,10,65,360

There were no changes made to the Paid-up Share Capital of the Company for the year ended 31st March 2025.

8. SUB-DIVISION/ SPILT OF EQUITY SHARES

No sub-division/ spilt took place in the Company, for the year under review.

9. BONUS ISSUE

No Bonus issue took place in the Company, for the year under review.

10. DETAILS OF HOLDING/SUBSIDIARY/JOINT VENTURE/ ASSOCIATE COMPANIES

During the year under review, the Company does not have any Holding/Subsidiary/Joint Venture/ Associate Companies.

11. LISTING OF SHARES & DEMATERIALISATION

The Equity Shares of the Company are listed on the SME Emerge platform of Bombay Stock Exchange of India Limited ('BSE')

with effect from May 05, 2021. The annual listing fees for FY 2024-25 has been paid to the Stock Exchange. Further, Complete Shareholding of the Company is in dematerialized form.

12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The details of Loans and Investment and Guarantees made by the Company to other Corporate or persons are given in notes to the Financial Statements which forms integral part of this Annual Report.

13. DEPOSITS

During the year under review, your Company did not accept any deposits in terms of Section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014. No amount was outstanding which was classified as Deposit under the applicable provisions of the Companies Act, 2013 as on the Balance Sheet date.

14. AUDITORS

a. Statutory Auditor

In accordance with Section 139 of the Act and the rules made there under, M/S PSV Jain & Associates, Chartered Accountants Firm (FRN:131505W), Chartered Accountants were appointed as Statutory Auditor of the Company in the 12th Annual General Meeting for First term of Five (5) consecutive years starting from Financial Year 2025-26 till conclusion of 16th Annual General Meeting to be held for Financial Year 2029-30. Subject to Approval of Shareholders of the Company

The Auditors have confirmed their availability within the meaning of provisions of Section 139 of the companies Act, 2013.

Auditor's Report

M/s. Hashim & Associates, Chartered Accountants firm are Statutory Auditors of the Company has audited Books of Accounts of the Company for the Financial Year ended March 31, 2025, and has issued the Auditors' Report thereon. The Independent Auditors' Report for the financial year ended March 31, 2025, on the Financial Statements of the Company forms part of this Annual Report. There are no qualifications or reservations or adverse remarks or disclaimers in the said report. The Auditors Report are self-explanatory and do not call for any further comments.

b. Secretarial Auditor

The Company has appointed Sumathi Rajendran (Membership No: 11508, COP No: 15115) as the Secretarial Auditor of the Company for the Financial Year 2024-25 at such terms and conditions as decided by the Board of Directors of the Company.

The Secretarial Audit Report for the financial year ended March 31, 2025, is annexed and marked as **Annexure I** to this Report. There are no qualifications or reservations or adverse remarks or disclaimers in the said report.

The Company has appointed M/s Shravan Gupta & Associates (Membership No: 27484; COP No: 9990) as the Secretarial Auditor of the Company for Five (5) consecutive years starting from Financial Year 2025-26 till conclusion of 16th Annual General Meeting to be held for Financial Year 2029-30. Subject to Approval of Shareholders of the Company.

c. Internal Auditor

The Company has appointed Mr. Farook Yunus Badu as its Internal Auditor for Financial Year 2025-26. The Internal Auditor submitted their Report to the Company.

d. Cost Auditor

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 the Cost Audit Report is not mandatorily applicable to our Company; hence, no such audit has been carried out during the year.

e. Reporting fraud by Auditors

During the year under review, the Auditors of the Company have not reported to the Audit Committee, under Section 143(12) of the Companies Act, 2013 ("the Act"), any instances of fraud committed against the Company by its officers or employees, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

f. Code for prevention of Insider Trading:

As per Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 2015, 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.

15. INTERNAL FINANCIAL CONTROL

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including

adherence to Company Policies, safeguarding of assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records.

The Company maintains appropriate systems of internal control, including monitoring procedures, to ensure that all assets are safeguarded against loss from unauthorized use or disposition.

The Company follows all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements.

16. DIRECTORS, KEY MANAGERIAL PERSONNEL & SENIOR MANAGEMENT:

DIRECTORS:

As on March 31, 2025, the Board comprised of Six (6) Directors as below:

Sr No	Name of Person	Designation	DIN
1	Mr. Chandramouleeswaran Krishnan	Managing Director	06567258
2	Mrs. Palanivelammal	Whole Time Director	06567256
3	Mr. Chandra Sekaran Krishnan	Director	06567254
4	Mr. Sathyaseelan Thavasiappan	Independent Director	08254234
5	Mr. Manikannan Sekar	Independent Director	08218802
6	Mr. Meganathan Ethiraj	Independent Director	08218803

CHANGES DURING THE YEAR AND THEREAFTER

During the year under review, there was a change in the Composition of the Board of the Company.

On June 24, 2025, the Previous Board of Directors resign from their respective positions, same day with immediate effect following Board of Directors appointed on the Board. Board comprised of Six (6) Directors as below on date of report:

Sr No	Name of Person	Designation	DIN
1	Sushmita Jeetendra Shete	Non-Executive Director	10786857
2	Rajshree Vijay Bhosale	Whole-time Director & CFO	10754030
3	Siddhant Laxmikant Kabra	Non-Executive Director	07470463
4	Mandar Kamlakar Patil	Independent Director	05284076
5	Suraj Mahadev Gaikwad	Independent Director	11159369
6	Sachin Govind Warule	Independent Director	11159335

DIRECTOR LIABLE TO RETIRE BY ROTATION:

In accordance with the provisions of Section 152 of the Act, read with rules made thereunder and Articles of Association of the Company, as all directors are appointed in current year and their appointment is subject to approval of shareholders, the provisions of retire by rotation will not be applicable.

KEY MANAGERIAL PERSONNEL:

As on March 31, 2025, the Company has two KMP's as mentioned below:

Sr. No	Name	KMP/SMP	Designation
1	Vishnu Vishwanathan	KMP	Chief Financial Officer
2	Ankur Gala	KMP	Company Secretary

CHANGES DURING THE YEAR AND THEREAFTER

During the year under review, there was no change in the Key Managerial Personnel of the Company. The following changes occurred after the closure of Financial Year.

- Mr. Ankur Gala, Company Secretary and Compliance Officer of the Company resigned from Company w.e.f 31st May 2025.
- Mr. Vishnu Vishwanathan, Chief Financial Officer of the Company, resigned from Company w.e.f 23rd June 2025.
- On 24th June 2025, Mrs. Rajshree Vijay Bhosale was appointed as Chief Financial Officer of the Company.

DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE- APPOINTMENT, IF ANY

Pursuant to the provisions of Section 149 of the Act, the Independent Directors of the Company have given their declarations to the Company that they meet the criteria of independence as provided under Section 149(6) of the Act read along with Rules framed thereunder and Regulations of the Listing Regulations and are not disqualified from continuing as an

Independent Director of the Company. The Independent Directors have also confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

Further, in compliance with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, all Independent Directors of the Company have registered themselves with the Indian Institute of Corporate Affairs (IICA).

Based on the disclosures received, the Board is of the opinion that, all the Independent Directors fulfil the conditions specified in the Act and Listing Regulations and are independent of the management.

FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

The Company familiarizes the Independent Directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programs at periodic intervals.

In compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has put in place a Familiarization Programme for Independent Directors to familiarize them with the working of the Company, their roles, rights and responsibilities vis-à-vis the Company, the industry in which the Company operates business model etc. Details of the Familiarization Programme are available on the Company's website at www.kuberan.co.in.

BOARD DIVERSITY

The Company recognizes and embraces the importance of a diverse Board in its success. We believe that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity & gender, which will help us retain our competitive edge. Your Board comprises experts in the fields of Finance, Corporate Governance, Enterprise Management and Leadership skills.

17. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors met 07 times during the financial year ended March 31, 2025. Which are as follows:
April 15, 2024, May 23, 2024, May 29, 2024, July 07, 2024, November 13, 2024, November 28, 2024, March 04, 2025.

The Company has complied with the applicable Secretarial Standards in respect of the Board meeting.

The Attendance of the Board Member and Committee Members in the respective meetings are as follows:

Name of Director	Board Meetings during the year	
	Entitled to attend	Attended
Mr. Chandramouleeswaran Krishnan	7	7
Mrs. Palanivelammal	7	7
Mr. Chandra Sekaran Krishnan	7	7
Mr. Sathyaseelan Thavasiappan	7	7
Mr. Manikannan Sekar	7	7
Mr. Meganathan Ethiraj	7	7

18. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Act, states that-

- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- 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 at the end of the Financial Year and of the Profit and Loss of the Company for that period;
- The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- The directors have prepared the annual accounts on a going concern basis; and
- The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operate effectively.
- The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that

such systems were adequate and operating effectively.

19. COMMITTEES OF THE BOARD

The Company has several committees, which have been established as part of best corporate governance practices and comply with the requirements of the relevant provisions of applicable laws and statutes.

Company has Three Committees Namely Nomination & Remuneration Committee, Audit Committee and Stakeholders Relationship Committee. The details of the composition of the Board and its Committees is placed on the Company's website at www.kuberan.co.in

The Directors have devised proper systems and processes for complying with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems were adequate and operating effectively.

NOMINATION AND REMUNERATION COMMITTEE

A Nomination and Remuneration Committee is in existence in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013. The Company's Policy on appointment and remuneration of Directors and Key Managerial Personnel has been disclosed on the Company website www.kuberan.co.in

Terms of Reference/Policy:

On recommendation of the Nomination and Remuneration Committee the Company has framed a policy as per Section 178 of the Companies Act, 2013 for selection and appointment of Directors, Senior Management and their remuneration.

The Committee consists of the following Members as on March 31, 2025:

Name of Committee Members	Status of the Committee	Nature of Directorship
Mr. Manikannan Sekar	Chairperson	Independent Director
Mr. Meganathan Ethiraj	Member	Independent Director
Mr. Sathyaseelan Thavasiappan	Member	Independent Director

The Nomination and Remuneration Committee was re-constituted by a resolution of our Board dated June 24, 2025. The current constitution of the Nomination and Remuneration Committee is as follows:

Name of Committee Members	Status of the Committee	Nature of Directorship
Mr. Mandar Kamlakar Patil	Chairperson	Independent Director
Mr. Sachin Govind Warule	Member	Independent Director
Ms. Sushmita Jeetendra Shete	Member	Non-Executive Non-Independent Director

AUDIT COMMITTEE

An Audit Committee is in existence in accordance with the provisions of Section 177 of the Companies Act, 2013.

Terms of Reference/ Policy:

Apart from all the matters provided under Section 177 of the Companies Act, 2013, the Audit Committee reviews report of the internal auditor, financial performance and meets statutory auditors as and when required and discusses their findings, suggestions, observations and other related matters. It also reviews major accounting policies followed by the Company

The Committee consists of the following Members as on March 31, 2025:

Name of Committee Members	Status in the Committee	Nature of Directorship
Mr. Manikannan Sekar	Chairperson	Independent Director
Mr. Meganathan Ethiraj	Member	Independent Director
Mr. Chandramouleeswaran Krishnan	Member	Managing Director

The Audit Committee was re-constituted by a resolution of our Board dated June 24, 2025. The current constitution of the Audit Committee is as follows:

Name of Committee Members	Status in the Committee	Nature of Directorship
Mr. Mandar Kamlakar Patil	Chairperson	Independent Director
Mr. Sachin Govind Warule	Member	Independent Director
Mr. Suraj Mahadev Gaikwad	Member	Independent Director

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee is in existence in accordance with the provisions of Section 178 of the Companies Act, 2013.

Terms of Reference/Policy:

Apart from all the matters provided under section 178 of the Companies Act, 2013. The Stakeholders Relationship Committee reviews the complaints received from the stakeholders of the company as and when required and discusses their findings, suggestions, observations and other related matters.

The Committee consists of the following Members as on March 31, 2025:

Name of Committee Members	Status in the Committee	Nature of Directorship
Mr. Manikannan Sekar	Chairperson	Independent Director
Mr. Meganathan Ethiraj	Member	Independent Director
Mr.Chandramouleeswaran Krishnan	Member	Managing Director

The Stakeholders Relationship Committee was re-constituted by a resolution of our Board dated June 24, 2025. The current constitution of the Stakeholders Relationship Committee is as follows:

Name of Committee Members	Status in the Committee	Nature of Directorship
Mr. Mandar Kamlakar Patil	Chairperson	Independent Director
Mr. Sachin Govind Warule	Member	Independent Director
Mr. Suraj Mahadev Gaikwad	Member	Independent Director

20. CORPORATE SOCIAL RESPONSIBILITY (CSR)

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 the company.

21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All the transactions/contracts/arrangements entered by the Company during the year under review with related party (/ies) are in the ordinary course of business and on an arm's length basis. As the transactions entered do not fall under Section 188(1) of the Companies Act, 2013 and there are no material Related Party transactions, which may conflict the interest of the Company, hence Form AOC-2 is not required to be furnished. The Company has formulated a policy on dealing with Related Party Transactions which can be accessed on the Company's website www.kuberan.co.in.

22. CORPORATE GOVERNANCE REPORT

Since your Company is an SME Listed Entity and is being exempted from the provisions of Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, it is not required to prepare the Corporate Governance Report and furnish a certificate on compliance of Corporate Governance norms.

23. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Regulation 34 of the Listing Regulations, Management's Discussion and Analysis Report for the year under review, is presented in a separate section, forming an integral part of this Annual Report.

24. VIGIL MECHANISM / WHISTLE BLOWER POLICY

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 Chairperson of the Audit Committee. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

25. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Current policy is to have an appropriate proportion of executive and independent directors to maintain the independence

of the Board and separate its functions of governance and management. As on March 31, 2025, the Board consists of six members, including one managing director, two whole-time directors and three independent directors and as on report date, the Company has one whole-time director, two non-executive directors and three Independent Directors.

On the recommendation of the Nomination & Remuneration Committee (NRC), the Board has adopted and framed a Remuneration Policy for the Directors, Key Managerial Personnel and other employees pursuant to the applicable provisions of the Companies Act and Listing Regulations. The remuneration determined for Executive Directors, KMPs and Senior Management Personnel is subject to the recommendation of the NRC and approval of the Board of Directors. The Non-Executive Directors are compensated by way of sitting fees and the criteria being their attendance and contribution at the Board / Committee Meetings. The Executive Directors are not paid sitting fees; however, the Non- Executive Directors are entitled to sitting fees for attending the Board / Committee Meetings. Thus, the remuneration paid to Directors, KMPs, Senior Management Personnel and all other employees are in accordance with the Remuneration risk of the Company.

The information with respect to the Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters, provided under section 178 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is available on Company's website on www.kuberan.co.in

26. PARTICULARS OF EMPLOYEES AND MANAGERIAL REMUNERATION

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, statement showing the names of the top ten employees in terms of remuneration drawn and names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules (hereinafter referred to as '**statement**') forms part of this Report. However, the Report and the accounts are being sent to the members excluding the aforesaid statement. In terms of Section 136 of the Act, the said statement is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to info@kuberan.co.in.

Further, as per Secretarial Standards- 4 the details of median remuneration need to be provided: As Company Doesn't have any employee as on 31st March, 2025 and no remuneration paid to Director, details as required under SS-4 are not applicable.

27. EXTRACTS OF ANNUAL RETURN

Pursuant to Section 134(3)(a) of the Companies Act, 2013 ("the Act") the Annual Report referred to in Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, and the Annual Return for the financial year ended March 31, 2025 is available on the Company's website at www.kuberan.co.in.

28. MATERIAL CHANGES AND COMMITMENTS, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There have been material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the financial statements relate and date of this Report. Which have already been mentioned in the Board Report.

29. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Your Company believes that it can only be successful in the long term by creating value both for its shareholders and for society. Your Company is mindful of the needs of the communities and works to make a positive difference and create maximum value for the society. SEBI, vide its circular dated May 10, 2021, made BRSR mandatory for the top 1,000 listed companies (by market capitalization) from FY 2022-2023 in respect of reporting on ESG (Environment, Social and Governance) parameters.

Since the Company does not fall under these criteria the Business Responsibility & Sustainability Report for FY 2024-25 is not applicable to the Company.

30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Given the nature of activities of your Company, it has not spent any substantial amount on conservation of energy and technology absorption respectively under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. Further, more details have been given in Annexure II attached to this report.

31. 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. Provisions of the sexual harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013 does not apply to your company as number of employees in the company are below 10 (ten). During the year under review the board has not receipt any complaints.

During the Financial Year 2024-25	
Number of complaints received	0
Number of complaints disposed of	Not Applicable
Number of cases pending for more than 90 days	Not Applicable

32. COMPLIANCE WITH MATERNITY BENEFIT ACT, 1961

The Company has complied with the applicable provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the benefits as prescribed under the Act. The Company remains committed to supporting working mothers and promoting a gender-inclusive workplace.

33. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL

During the year under review, the Company has not received any Orders from the Regulators or Courts or Tribunal which can impact the 'going concern' status of the Company.

34. CASH FLOW AND CONSOLIDATED FINANCIAL STATEMENTS

As required under Regulation 34 (2) of the Listing Regulations, a cash flow statement is part of the Annual Report 2024-25.

35. POLICIES

All the policies are available on the website of the Company i.e. www.kuberan.co.in

36. PREVENTION OF INSIDER TRADING

The Company has also adopted Insider Trading Regulations. All the Directors, Senior Management employees and other employees who have access to the unpublished price sensitive information of the Company are governed by this Rules/code. During the year under report, there has been due compliance with the said code of conduct for prevention of insider trading based on the SEBI (Prohibition of Insider Trading) Regulations, 2015.

37. GREEN INITIATIVE

In commitment to keep in line with the Green Initiatives and going beyond it, electronic copy of the Notice of 12th Annual General Meeting of the Company including the Annual Report for FY 2024-25 are being sent to all Members whose e-mail addresses are registered with the Company / Depository Participant(s).

38. OTHER DISCLOSURES

a. Disclosure Under Section 43(a)(ii) of the Companies Act, 2013:

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. Disclosure Under Section 54(1)(d) of the Companies Act, 2013:

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. Disclosure Under Section 62(1)(b) of the Companies Act, 2013:

The Company has not issued equity shares under Employees Stock Option Scheme during the year under review.

d. Disclosure Under Section 67(3) of the Companies Act, 2013:

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 is furnished.

e. Disclosures under section 134(3)(l) of the Companies act, 2013

As disclosed in this report, material changes and commitments which could affect the Company's financial position, have occurred between the end of the financial year of the Company and the date of this report.

f. Disclosure regarding application made or any proceeding pending under the insolvency and bankruptcy code, 2016, during the year along with their status as at the end of the financial year:

During the period under review there are no such applications made or no such proceeding pending under the Insolvency and Bankruptcy Code, 2016.

g. Disclosure regarding one-time settlement and details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loans from the banks or financial institutions along with the reasons thereof:

During the year under review, there was no instance of one-time settlement with any Bank or Financial Institution. Further There was no revision of financial statements and Boards Report of the Company during the year under review.

h. Reconciliation of Share Capital Audit:

As directed by the Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit has been carried out at the specified period, by a Practicing Company Secretary.

39. CAUTIONARY STATEMENT:

This report contains forward - looking statements based on the perceptions of the Company and the data and information available with the company. The company does not and cannot guarantee the accuracy of various assumptions underlying such statements and they reflect Company's current views of the future events and are subject to risks and uncertainties. Many factors like change in general economic conditions, amongst others, could cause actual results to be materially different.

40. SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards on Meeting of the Board (SS-1) and General Meetings (SS-2) specified by the Institute of Company Secretaries of India.

The Directors have devised proper systems and processes for complying with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems were adequate and operating effectively.

41. ACKNOWLEDGEMENTS

Your directors take this opportunity to thank and acknowledge with gratitude, the contributions made by the employees through their hard work, dedication, competence, commitment and co-operation towards the success of your Company and have been core to our existence that helped us to face all challenges.

Your directors are also thankful for the consistent co-operation and assistance received from its shareholders, investors, business associates, customers, vendors, bankers, regulatory and government authorities and showing their confidence in the Company.

For and on behalf of the Board of Directors

Kuberan Global Edu Solutions Limited

Sd/-

Sushmita Jeetendra Shete

Director & Chairperson

DIN: 10786857

Sd/-

Rajshree Vijay Bhosale

Director & CFO

DIN: 10754030

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE

The Company is engaged in education space and specializes 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.

OUTLOOK

With the successful completion of the Open Offer and the induction of a new promoter group, the Company has entered a phase of strategic realignment. The traditional business of educational publishing and academic services has been significantly impacted in recent years due to structural shifts in the industry, digital disruptions, and changes in user behavior. Recognizing these long-term trends, the Company is evaluating a shift in its core operating focus.

Over the coming months, the management will assess and identify industry segments that offer scalability, relevance, and long-term value creation potential. The objective is to reposition the Company in a space where its resources and capabilities can be better utilized, with a sharper focus on growth, innovation, and sustainable business models.

This may include forays into sectors such as digital education, enterprise services, consumer tech, or content-led businesses. The transition will be gradual and undertaken after detailed feasibility analysis and risk assessment. The Company will prioritize opportunities that align with its financial framework and provide visibility on recurring revenue and improved shareholder returns.

While the shift away from the existing legacy business may result in short-term volatility, the new management is confident that this strategic redirection will unlock new value and position the Company for long-term resilience and growth.

STRATEGIC DIRECTION AND BUSINESS REPOSITIONING

Following the takeover, the new management has initiated a comprehensive review of all existing operations, assets, and capabilities. As part of this process, the Company has begun a phased exit from its legacy education business. This includes winding down publishing operations and gradually discontinuing all education-related service lines.

The focus now shifts to identifying and entering a new line of business. The goal is to reposition the Company toward industries with stronger growth potential, better alignment with evolving market dynamics, and the ability to generate long-term shareholder value.

The Company is actively evaluating multiple sectors including, but not limited to Technology-enabled services, Digital platforms and consumer subscriptions, financial services and fintech, Renewable energy and sustainability-linked industries, Specialty manufacturing or distribution, B2B services such as consulting, analytics, or logistics, etc.

Management is currently engaged in preliminary research, feasibility assessments, and discussions with industry experts and advisors. The approach will be structured, data-driven, and focused on ensuring that the new venture is scalable, capital-efficient, and compliant with all regulatory frameworks.

FINANCIAL AND OPERATIONAL PREPAREDNESS

The Company enters this phase of transition with a stable balance sheet, minimal debt, and adequate liquidity. No significant capital commitments exist under the current structure, which allows for flexibility in evaluating new ventures and deploying capital strategically once the direction is finalized.

Operationally, the Company is rationalizing its cost base and retaining only those capabilities essential for compliance, planning, and execution readiness. Internal processes are being updated to ensure smooth onboarding of new business activity when the time comes.

OPPORTUNITIES

Following the change in management pursuant to the Open Offer completed on 30th October 2024, the Company is at a strategic inflection point. The new promoters have initiated a comprehensive review of the Company's current operations and long-term potential. In view of the structural decline in the educational publishing segment, the Company is actively exploring new industry verticals that are future-ready, scalable, and aligned with emerging consumer and enterprise demands.

The Company sees significant opportunity in the following areas:

- **Digital Services and Platforms:** With increasing digitization across sectors, the Company is evaluating opportunities in technology-driven businesses including SaaS, edtech, digital content creation, and online learning ecosystems.
- **Consumer and Subscription-based Models:** There is growing interest in recurring-revenue models such as digital subscriptions, educational assessments, and curated content platforms.
- **Partnerships and Acquisitions:** The Company is open to collaborating with startups, domain experts, and strategic investors to co-develop or acquire viable ventures.
- **Diversification:** Feasibility assessments are underway to potentially pivot the business into sectors such as skill development, corporate training, and knowledge process outsourcing (KPO).

THREATS

- **Legacy Business Wind-down:** The gradual exit from the educational publishing division may temporarily impact revenue and operational scale during the transition period.
- **Regulatory and Compliance Risks:** Entering new industries may require adherence to new regulatory frameworks, licensing norms, and compliance standards.
- **Competitive Landscape:** Sectors under consideration, particularly digital services and consumer platforms, are highly competitive and require agility, technological competence, and brand trust to scale effectively.
- **Execution Risks:** Identifying the right opportunity and successfully executing a pivot requires clear strategic vision, sustained capital investment, and cultural transformation within the organization.

The new management is fully committed to navigating these challenges responsibly and is taking a calibrated approach to ensure that any transition undertaken is both sustainable and value-accretive in the long run.

GOVERNANCE AND STAKEHOLDER COMMUNICATION

The new Promoter Group is committed to high standards of governance, transparency, and accountability. All decisions relating to diversification, business entry, or restructuring will be guided by careful diligence, Board oversight, and adherence to applicable laws and listing requirements.

The management will continue to engage with stakeholders at each step and ensure timely updates as the Company moves through this transition period.

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 the safety and welfare of its employees.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has a 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 the best practices with a view to strengthen the internal control systems. The Company has assigned an Audit committee. Regular internal checks are carried out to ensure that the responsibilities are discharged effectively. All major findings and suggestions arising out of the 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 the needs of students/consumers are constantly changing globally. Apart from new Courses development, it's paramount for Education company to develop and upgrade existing Courses. Investment in 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 needs of our student customers.

ENVIRONMENTAL ISSUES

The Company is constantly engaged in upgrading our processes by adapting the best available technology, which is environmentally sustainable and safe to operate. The primary focus of the Company has been clean environment solutions. 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.

LOOKING AHEAD

This is a foundational phase. While the immediate focus is on winding down legacy operations, the broader objective is to transform the Company into a future-ready enterprise with a clear, sustainable, and growth-oriented business model.

The new management sees this not as a pause, but as an opportunity to reposition the Company from the ground up. With a clean slate, strategic patience, and commitment to value creation, the Company is well-placed to pursue a new beginning in the coming year.

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

Sd/-
Sushmita Jeetendra Shete
Director & Chairperson
DIN: 10786857

Sd/-
Rajshree Vijay Bhosale
Director & CFO
DIN: 10754030

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
KUBERAN GLOBAL EDU SOLUTIONS LIMITED
(CIN: L80900TZ2013PLC019519)
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 inafter 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, 2025 generally complied with the provisions of Acts, Rules, Regulations, Guidelines, Standards listed hereunder subject to the reporting made hereinafter:-

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - a. 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;**
4. 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.

5. As informed to us, there are no other Sector specific laws which are specifically applicable to the Company

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

- Secretarial Standards as issued and notified by The Institute of Company Secretaries of India relating to Board Meetings and General Meetings.
- The Listing agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

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 31.03.2025. 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.

Sd/-

SUMATHI RAJENDRAN

PRACTISING COMPANY SECRETARY

M. No. 11508

CP. No. 15115

Date: 11.07.2025

Place: COIMBATORE

UDIN: F011508G000759156

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 SECRETARIAL AUDIT REPORT

To,

The Members,

KUBERAN GLOBAL EDU SOLUTIONS LIMITED

(CIN: L80900TZ2013PLC019519)

Regd. Office: 401, GES Complex, 1st Floor

7th Street, Gandhipuram, Coimbatore 641 012

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 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 follow provide 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

Sd/-

SUMATHI RAJENDRAN

PRACTISING COMPANY SECRETARY

M. No. 11508

CP. No. 15115

Date: 11.07.2025

Place: COIMBATORE

UDIN: F011508G000759156

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- 641 012.

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 **401, GES COMPLEX, 1ST FLOOR, 7TH STREET, GANDHIPURAM, COIMBATORE TN 641 012** (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, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs,

Sr. No.	Name of Director	DIN	Date of appointment 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.

Sd/-
SUMATHI RAJENDRAN
PRACTISING COMPANY SECRETARY

M. No. 11508
CP. No. 15115

Date: 11.07.2025
Place: COIMBATORE

UDIN: F011508G000872104

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as required under the provisions of section 134(3) (m) of the Companies Act, 2013 read with of energy Rule 8 of Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. it furnished below:

Conservation of energy:	
Steps taken or impact on conservation of energy	The Company lays great emphasis on saving consumption of energy. Achieving reductions in energy consumption is an ongoing exercise in the Company. Effective measures have been taken to minimize the loss of energy, wherever possible.
Steps taken by the company to utilize alternate sources of energy	
Capital investment on energy conservation equipment	

Technology absorption	
Efforts made towards technology absorption	Nil
Benefits derived like product improvement, cost reduction, product development or import substitution	Nil
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	NA
Whether the technology has been fully absorbed	NA
If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NA
Expenditure incurred on Research and Development	Nil

Foreign exchange earnings and outgo:

Particulars	2024-25	2023-24
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

Sd/-
Sushmita Jeetendra Shete
Director & Chairperson
DIN: 10786857

Sd/-
Rajshree Vijay Bhosale
Director & CFO
DIN: 10754030

Place: Mumbai

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of KUBERAN GLOBAL EDU SOLUTIONS LIMITED

Report on the Audit of Financial Results

Opinion

We have audited the annual financial results Kuberan Global Edu Solutions Limited (hereinafter referred to as the 'Company') for the year ended March 31, 2025 and the Balance Sheet and the Statement of Cash Flows as at and for the year ended on that date, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'Listing Regulations').

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

- i. are presented in accordance with the requirements of Regulation 33 and Regulation 52 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 prescribed under Section 133 of the Companies Act, 2013 (the "Act") and other accounting principles generally accepted in India, of net profit and other comprehensive income and other financial information of the Company for the year ended March 31, 2025 and the balance sheet and the statement of cash flows as at and for the year ended on that date.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report for the year ended 31st March 2025.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the financial statements and our auditors' report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Financial Results

These financial results have been prepared on the basis of the annual financial statements. The Company's Board of Directors are responsible for the preparation and presentation of these financial results that give a true and fair view of the net profit and other comprehensive income and other financial information of the Company and the balance sheet and the statement of cash flows 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 and Regulation 52 of the Listing Regulations. The Board of Directors of the Company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the financial results by the Directors of the Company, as aforesaid.

In preparing the financial results, the Board of Directors of the Company are responsible for assessing the ability of the Company 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 of the Company are responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities for the Audit of the Financial Results

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

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

- a. Identify and assess the risks of material misstatement of the 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.
- b. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- d. 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.
- e. Evaluate the overall presentation, structure and content of the 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the statement of change in equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid financial statements comply with Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure 2" to this report.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has no pending litigations as of March 31, 2025, on its financial position in its standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
3. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Holding Company or any of its subsidiary companies incorporated in India only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

4. In our opinion and to the best of our information and according to the explanation given to us, the company has not paid any remuneration to its directors during the year. Hence the provisions of Section 197 of the Act are not applicable.
5. Based on our examination, which included test checks, the company has used accounting software for maintaining its books of accounts, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year, for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with once it was implemented.

FOR HASHIM & ASSOCIATES

Chartered Accountants

Sd/-

CA. A. SHEIK MOHAMED HASHIM

Membership No.: 020991

UDIN: 25020991BMLKSB2080

Date: 30th May 2025

Place: Coimbatore

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT:

The Annexure referred to in Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31st March 2025, we report that:

- i.
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
 - b. The Company has a regular program of physical verification of its property plant and equipment by which fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain property plants and equipment were verified during the year and no material discrepancies were noticed on such verification.
 - c. According to the information and explanations given to us and on the basis of our examination of the records of the company, the company does not have any immovable property.
 - d. The Company has not revalued its Property, Plant and Equipment (including Right of use assets) during the year ended 31st March 2025.
 - e. There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. As per the information and explanations given to us, the company does not have any inventory. Accordingly, clause 3(ii) of the order is not applicable to the company.
- iii. During the year, the company has not made any investments in, provided any guarantee or security, or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships, or any other parties. Accordingly, reporting under clause 3(iii)(a) to 3(iii)(f) of the Order is not applicable.
- iv. The company has not granted any loans, or made any investments, guarantees, and security, to which the provisions of sections 185 and 186 of the Companies Act 2013 apply.
- v. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- vi. To the best of our knowledge and explanation given to us, the provisions of maintenance of cost records under sub section (1) of Section 148 of the Act are not applicable to Company for the financial year 2023-24. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.
- vii.
 - a. Undisputed statutory dues including provident fund, employees' state insurance, income-tax, Goods and Service Tax, Custom Duty and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.

According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, Goods and Service tax, Custom Duty and other material statutory dues were outstanding for the year end, for a period of more than six months from the date they became payable.
 - b. According to the records of the Company, there are no dues outstanding of income-tax, sales- tax, service tax, duty of custom, duty of excise, value added tax and cess on account of any dispute for the year ended March 31, 2025.

- viii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- ix.
 - a. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders or government. We also note that the Company does not have any outstanding loans as at the balance sheet date.
 - b. The Company has not been declared as a wilful defaulter by any bank or financial institution or government or any government authority during the year.
 - c. During the year the company has not availed of or has been disbursed any term loans
 - d. On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes during the year by the Company.
 - e. The company does not have any Subsidiary, Associates or Joint Ventures.
 - f. The company does not have any Subsidiary, Associates or Joint Ventures.
- x.
 - a. The Company has not raised any money during the year by way of initial public offer/further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
 - b. During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.
- xi.
 - a. No fraud by the Company or no fraud on the Company has been noticed or reported during the year
 - b. There is no instance, during the year that necessitates reporting in the form ADT-4
 - c. There are no instances of whistle-blower complaints received by the company during the year.
- xii. The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clauses 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.
- xiii. In our opinion, transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- xiv. The Company has an internal audit system commensurate with the size and nature of its business.
- xv. During the year the Company has not entered into non-cash transactions with persons connected with its directors. Therefore, the requirement to report on clauses 3(xv) of the Order is not applicable to the Company.
- xvi.
 - a. The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi) (a) of the Order is not applicable to the Company
 - b. The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

- c. The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company
- d. There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- xvii. Since there were no operations during the year, the company has incurred loss on account of fixed cost. The profit and loss of other comprehensive income which relates to investment activities have not been considered for purpose of the said clause as the same has not been realised during the year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, we believe that there does not exists material uncertainty as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. Even though there are no operations or business in the company, management is of the opinion that company will start its operations. Also, Current assets of the company are more than current liabilities. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. According to the information and explanation given to us provisions of section 135 of the Companies Act 2013 are not applicable to the company. Accordingly, the requirement to report on clause 3(xx) of the Order is not applicable to the Company.
- xxi. The company does not have any subsidiaries or associates or joint ventures, the accounts of which are to be consolidated and as such there are no consolidated financial statements.

FOR HASHIM & ASSOCIATES

Chartered Accountants

Sd/-

CA. A. SHEIK MOHAMED HASHIM

Membership No.: 020991

UDIN: 25020991BMLKSB2080

Date: 30th May 2025

Place: Coimbatore

ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members KUBERAN GLOBAL EDU SOLUTIONS LIMITED on the financial statements for the year ended March 31, 2025

Report on the internal financial controls under clause(i) of sub-section 3 of section 143 of the Act

We have audited the internal financial controls over financial reporting **KUBERAN GLOBAL EDU SOLUTIONS LIMITED** ('the Company') as of March 31, 2025, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

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

Auditor's responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of internal financial controls over financial reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting includes those policies and procedures that:

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company.

3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent limitations of internal financial controls over financial reporting

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

Opinion

In our opinion, the Company have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR HASHIM & ASSOCIATES

Chartered Accountants

Sd/-

CA. A. SHEIK MOHAMED HASHIM

Membership No.: 020991

UDIN: 25020991BMLKSB2080

Date: 30th May 2025

Place: Coimbatore

BALANCE SHEET AS AT 31ST MARCH 2025

Particulars	Note No.	As at 31-03-2025	As at 31-03-2024
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	2,10,65,360	2,10,65,360
Reserve & Surplus	3	13,11,320	58,95,606
Current Liabilities			
Trade Payables	4	10,620	-
Short term Provision	5	5,500	22,250
TOTAL EQUITY AND LIABILITIES		2,23,92,800	2,69,83,216
ASSETS			
Non-current assets			
Property, Plant and Equipment			
Tangible Assets	6	2,07,395	2,37,487
Intangible Asset	6	1,53,79,790	69,40,200
Intangible assets under development	6	-	1,21,72,900
Current assets			
Trade Receivables	7	32,99,400	26,67,501
Cash & Bank Balances	8	2,30,617	20,06,072
Short term loans and advances	9	23,78,800	20,90,000
Other current assets	10	8,96,799	8,69,056
TOTAL ASSETS		2,23,92,800	2,69,83,216

FOR HASHIM & ASSOCIATES

Chartered Accountants

Sd/-

CA. A. SHEIK MOHAMED HASHIM

M. No.: 020991

Place: Coimbatore

Date: 30-05-2025

For and on behalf of the Board of Directors

Sd/-

K.Chandramouleeswaran

Director

DIN.: 06567258

Sd/-

Vishnu Viswanathan

Chief Financial Officer

Sd/-

Krishna. C

Director

DIN: 06567258

Sd/-

Ankur Gala

Company Secretary

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2025

Particulars		Note No.	As at 31-03-2025	As at 31-03-2024
I.	Revenue from operations	11	53,54,197	96,21,850
	Other Income	12	9,454	7,053
II.	Total Revenue		53,63,651	96,28,903
III.	Expenses:			
	Employee Cost	13	14,81,717	21,92,150
	Depreciation	7	37,37,961	31,62,038
	Other expenses	14	47,28,258	44,73,088
	Total expenses		99,47,936	98,27,276
IV.	Profit before tax (III- IV)		(45,84,285)	(1,98,373)
V.	Tax expense:			
	Current tax		-	-
	Deferred tax		-	-
VI	Profit (Loss) for the period (V + VI)		(45,84,285)	(1,98,373)
VII	Earnings per equity share:	15		
	(1) Basic		(2.18)	(0.09)
	(2) Diluted		(2.18)	(0.09)
	Summary of significant accounting policies			

FOR HASHIM & ASSOCIATES

Chartered Accountants

Sd/-

CA. A. SHEIK MOHAMED HASHIM

M. No.: 020991

Place: Coimbatore

Date: 30-05-2025

For and on behalf of the Board of Directors

Sd/-

K.Chandramouleeswaran

Director

DIN.: 06567258

Sd/-

Vishnu Viswanathan

Chief Financial Officer

Sd/-

Krishna. C

Director

DIN: 06567258

Sd/-

Ankur Gala

Company Secretary

CASH FLOW STATEMENT FOR YEAR ENDED 31ST MARCH 2025

Particulars	Year ended 31.03.2025	Year ended 31.03.2024
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net (loss)/ profit before tax	-45,84,285	-1,98,373
Adjustments for		
Depreciation and amortisation Expenses	37,37,961	31,62,038
Operating profit before working capital changes		
Working capital adjustments:		
Trade receivables	-6,31,899	-2,06,201
Short Term loans and advances	-2,88,800	3,64,080
Other Current Assets	-27,742	-7,37,456
Trade payables	10,620	-
Short Term Provisions	-16,750	-12,950
Net cash flow from Operating activities	-18,00,895	23,71,138
B. CASH FLOW FROM INVESTING ACTIVITIES		
Additons/ deletions to Fixed Asset and Intangible assets	25,440	-14,80,000
Net cash (used in) / generated from investing activities	25,440	-14,80,000
C. CASH FLOW FROM FINANCING ACTIVITIES		
	-	-
D. Net Increase/ decrease in cash and cash equivalents (A+B+C)	-17,75,455	8,91,138
Cash and cash equivalents at the beginning of the year	20,06,072	11,14,934
Cash and cash equivalents at the end of the year	2,30,617	20,06,072

FOR HASHIM & ASSOCIATES
Chartered Accountants

Sd/-
CA. A. SHEIK MOHAMED HASHIM
M. No.: 020991

Place: Coimbatore
Date: 30-05-2025

For and on behalf of the Board of Directors

Sd/-
K.Chandramouleeswaran
Director
DIN.: 06567258

Sd/-
Vishnu Viswanathan
Chief Financial Officer

Sd/-
Krishna. C
Director
DIN: 06567258

Sd/-
Ankur Gala
Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2025

EQUITY SHARE CAPITAL	Balance as on 01 st April 2024	Changes during the year	Balance as on 31 st March 2025
Equity Shares of ₹10 issued, subscribed, and fully paid up	2,10,65,360	-	2,10,65,360

(₹ in lakhs)

OTHER EQUITY:	Reserves and Surplus	
Particulars	Retained Earnings	Total
Balance as on 1st April 2024	58,95,606	58,95,606
Profit/(Loss) for the year	-45,84,285	-45,84,285
Items of Other Comprehensive Income for the year, net of tax:	-	-
Balance as on 31st March 2025	13,11,320	13,11,320

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH 2025

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Corporate Information

The Company was incorporated on 22nd May 2013, and the main object was to carry on business of publishing educational and exam books.

However, the COVID-19 pandemic has had a lasting and structural impact on the publishing industry, particularly in the education sector. During the pandemic, the widespread adoption of e-learning and digital education tools significantly reduced the demand for physical educational books. This shift in consumer behavior, coupled with disruptions in production and distribution, has adversely affected the Company's business segment relating to the Publishing and Sale of Educational Books. Despite efforts to revive the segment, the business has not returned to pre-pandemic levels and continues to face sustained decline. After careful evaluation of the current market environment and future outlook, the management believes that a full recovery to historical levels is unlikely. Accordingly, the Company has decided to discontinue this division and has initiated steps to wind down its operations in a phased manner. This strategic decision aligns with the Company's focus on consolidating resources and strengthening its core business areas.

Simultaneously, the Company is actively exploring and evaluating new avenues for expansion to ensure long-term sustainability and growth. Management is currently assessing a range of strategic opportunities in adjacent and emerging sectors such as digital content development, edtech partnerships, online learning platforms, and subscription-based educational services. The Company is also engaging in discussions with potential collaborators, including technology firms, educational institutions, and content creators, to explore joint ventures and strategic alliances that could accelerate its transition into the digital education space. Feasibility studies are also underway to examine diversification into complementary industries such as corporate training, skill development programs, and educational assessments all of which align well with the Company's legacy, know-how, and content development expertise. Alongside this, the Company is investing in internal capability building, including upskilling of staff, adoption of digital tools, and development of in-house digital assets, to better position itself for new market demands. By proactively seeking these new growth pathways, the Company aims to transform this transitional period into an opportunity to redefine its business model and strengthen its competitive position in the evolving education and content ecosystem.

2. Significant Accounting Policies

a. Basis of accounting and preparation of financial statements

These financial statements have been prepared and presented under the historical cost convention, on accrual basis of accounting in accordance with the accounting principles generally accepted in India ('Indian GAAP') and comply with Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2015 which continue to apply under section 133 of the Companies Act, 2013. ('the Act') and Other relevant Provision

b. Use of estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of financial statements and the reported amount of revenue and expenses during the reporting year. Key estimates include the estimate of useful life of fixed assets, unbilled revenue, income tax and future obligations under employee retirement benefit plans. Actual results could differ from those estimates. Any revision to accounting estimates will be recognized prospectively in the current and future periods.

c. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at the bank and in hand.

d. Revenue from Operation

Revenue from Sale of Services is recognized on completion basis. Revenue from Intraday and Future & Option is considered net gain or loss. Income from interest is recognized on a time proportion basis taking into account the amount outstanding and rate applicable in the transaction. Dividends are recognized in the Statement of Profit and Loss only when the right to receive payment is established.

e. Investments

Long-term investments are carried at cost. Provision for diminution is made to recognize a decline, other than temporary in the value of long-term investments and is determined separately for each individual investment. The fair value of a long-term investment is ascertained with reference to its market value.

Current investments are carried at lower of cost or fair value, computed separately in respect of each category of investment. Any gain or loss at the disposal of an investment is recognized in the statement of profit and loss.

f. Tax Expenses

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets, subject to consideration of prudence, are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. The tax effect is calculated on the accumulated timing difference at the end of the period, based on the tax rates and laws enacted or substantially enacted on the balance sheet date. Tax expenses comprises both current and deferred tax. Current tax is the amount of tax payable on the assessable income for the year determined in accordance with the provisions of the Income-Tax Act, 1961.

g. Earnings per share (EPS)

Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is calculated using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year except where the result would be anti-dilutive.

h. Provisions and Contingent liabilities

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on management's estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates. Provisions are recognized in the financial statements in respect of present probable obligations, for amounts which can be reliably estimated.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence **of one or more uncertain future events not wholly within the control of the Company.**

NOTE 2: SHARE CAPITALS	31-03-2025		31-03-2024	
	Number	Amount	Number	Amount
Authorized:				
23,22,000 Equity Shares of Rs.10/- each	23,22,000	2,32,20,000	23,22,000	2,32,20,000
Issued				
21,06,536 Equity Shares of Rs.10/- each fully Paid Up	21,06,536	2,10,65,360	21,06,536	2,10,65,360
Subscribed and paid up:				
21,06,536 Equity Shares of Rs.10/- each fully Paid Up	21,06,536	2,10,65,360	21,06,536	2,10,65,360
Total	21,06,536	2,10,65,360	21,06,536	2,10,65,360

Note

Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of INR 10 per share. Each shareholder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

Reconciliation of equity shares outstanding at the beginning and at the end of the reporting period

Particulars	31-03-2025		31-03-2024	
	Number	Amount in INR	Number	Amount in INR
Balance at the beginning of the period	23,22,000	2,32,20,000	23,22,000	2,32,20,000
Add: Issued during the period	-	-	-	-
Balance at the end of the period	23,22,000	2,32,20,000	23,22,000	2,32,20,000

Shareholders holding more than 5% of the shares in the Company as at balance sheet date

Name of the Share Holder	31-03-2025		31-03-2024	
	Number	%	Number	%
Equity shares of INR 10 each				
Chandramouleeswaran Krishnan	9,65,221	45.82	9,65,221	45.82
Krishnan C	2,71,429	12.89	2,71,429	12.89
Plutus Capital Management LLP	1,06,000	5.03	1,00,000	4.75

NOTE 3: Reserve & Surplus	As at 31-03-2025	As at 31-03-2024
Profit & Loss A/c		
Opening Balance	58,95,606	60,93,979
Add: Profit/(Loss) for the year	-45,84,285	-1,98,373
Closing Balance	13,11,320	58,95,606
Total Reserve & Surplus	13,11,320	58,95,606

NOTE 4: Trade Payables	As at 31-03-2025	As at 31-03-2024
Due to MSME		
Less than 1 year	-	-
1 year to 2 years	-	-
2 years to 3 years	-	-
More than 3 years	-	-
Due to Others		
Less than 1 year	10,620	-
1 year to 2 years	-	-
2 years to 3 years	-	-
More than 3 years	-	-
Total Trade Payables	10,620	-

NOTE 5: Short Term Provision	As at 31-03-2025	As at 31-03-2024
TDS payable / Misc provisions	5,500	12,250
Audit Fees Payable	-	10,000
Total Short-term provision	5,500	22,250

NOTE 7: Trade Receivables	As at 31-03-2025	As at 31-03-2024
Unsecured & considered good		
Less than 1 year	32,99,400	26,67,501
1 year to 2 years	-	-
2 years to 3 years	-	-
More than 3 years	-	-
Unsecured & Doubtful		
Less than 1 year	-	-
1 year to 2 years	-	-
2 years to 3 years	-	-
More than 3 years	-	-
Total Trade Receivables	32,99,400	26,67,501

NOTE 8: Cash And Cash Equivalents	As at 31-03-2025	As at 31-03-2024
Cash Balance	1,43,632	8,31,865
Balance with Banks:		
On Deposit Account	-	-
On Current Account	86,985	11,74,207
Total Cash and Cash Equivalents	2,30,617	20,06,072

NOTE 9: Short Term Loans and Advances	As at 31-03-2025	As at 31-03-2024
Unsecured and considered good:		
Advances to suppliers and other business advances	23,78,800	20,90,000
Total Other Current Assets	23,78,800	20,90,000

NOTE 10: Other Current Assets	As at 31-03-2025	As at 31-03-2024
Security Deposits	1,31,600	1,31,600
Advances recoverable	20,000	20,000
Balances with Government Authorities	7,45,199	7,17,456
Revenue from Operations	8,96,799	8,69,056

NOTE 11: Revenue From Operations	As at 31-03-2025	As at 31-03-2024
Sale of Books	53,54,197	96,21,850
Revenue from Operations	53,54,197	96,21,850

NOTE 12: Other Income	As at 31-03-2025	As at 31-03-2024
Interest Income	7,654	4,953
Miscellaneous Income	1,800	2,100
Total Other Income	9,454	7,053

NOTE 13: Employee Cost	As at 31-03-2025	As at 31-03-2024
Salary	14,81,717	21,92,150
Total Employee Cost	14,81,717	21,92,150

NOTE 14: Other Expenses	For the Period 31-03-2025	For the Period 31-03-2024
Audit Fees	10,000	10,000
Bank Charges	1,245	-
Printing and Stationery	7,40,600	7,72,250
Advertising Expenses	19,45,600	20,81,900
Petty Cash Expenses	2,82,105	2,72,955
Professional Fees	52,317	-
Telephone and Mobile Charges	25,441	-
Registrar Charges	33,500	-
Rent	2,40,000	2,40,000
Income Tax paid	-	1,183
Software Charges	15,000	-
Travelling Expenses	6,61,150	5,52,500
Miscellaneous Expenses	7,21,300	5,42,300
Total Other Expenses	47,28,258	44,73,088

NOTE 15: EARNING PER SHARE (EPS)	For the Period 31-03-2025	For the Period 31-03-2024
a. Profit after taxation as per Profit and Loss Statement	(45,84,285)	(1,98,373)
b. Number of Equity Shares outstanding during the year (No.)	21,06,536	21,06,536
c. Basic Earnings per Share (₹) (a/b)	-2.18	-0.09
d. Diluted Earnings per Share (₹) (a/b)	-2.18	-0.09

Additional Regulatory Information

- The following disclosures are made where Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:

- repayable on demand or
- without specifying any terms or period of repayment

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loan and Advances in the nature of loans
Promoters	-	-
Directors	-	-
KMPs	-	-
Related Parties	-	-

2. Capital-Work-in Progress (CWIP) / Intangible assets under development (ITAUD)

For Capital-work-in progress / Intangible assets under development (ITAUD), following ageing schedule:

CWIP/ITAUD ageing schedule:

CWIP/ITAUD	< 1 year	1-2 years	2-3 years	> 3 years
Projects in progress	-	-	-	-
Projects temporarily suspended	-	-	-	-

3. During the year, the Company has borrowings from banks or financial institutions on the basis of security of current assets, and the same is disclosed as follows:

All the Quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts, there are no material discrepancies.

4. Ratios to be disclosed

Particulars	Year ended 31-03-2025	Year ended 31-03-2024
Current ratio	422.18	343.04
Debt-equity ratio	NIL	NIL
Debt service coverage ratio	NIL	NIL
Return on equity ratio	-0.20	-0.01
Inventory turnover ratio	NIL	NIL
Trade receivables turnover ratio	1.79	3.75
Net capital turnover ratio	0.24	0.36
Net profit ratio	NIL	NIL
Return on capital employed	-0.20	-0.01
Return on investment	NIL	NIL

5. Other statutory information:

- Title deeds of Immovable Property not held in name of the Company - NA
- The company has not revalued its Property, Plant and Equipment.
- 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 been declared wilful defaulter by any bank or financial institution or government or any government authority.
- e. The Company has no relationship with struck-off companies
- f. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- g. The Company was not a part of any Scheme of Arrangements to be approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- h. The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - i. directly or indirectly lend or invest in other people or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - ii. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- i. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- j. The Company does not have any such transaction which is not recorded in the books of accounts that have 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)

FOR HASHIM & ASSOCIATES

Chartered Accountants

Sd/-

CA. A. SHEIK MOHAMED HASHIM

M. No.: 020991

Place: Coimbatore

Date: 30-05-2025

For and on behalf of the Board of Directors

Sd/-

K.Chandramouleeswaran

Director

DIN.: 06567258

Sd/-

Vishnu Viswanathan

Chief Financial Officer

Sd/-

Krishna. C

Director

DIN: 06567258

Sd/-

Ankur Gala

Company Secretary