



**KUBERAN GLOBAL EDU SOLUTIONS LIMITED,**  
**U80900TZ2013PLC019519, BSE scrip code : 543289**  
NO :401 GES COMPLEX ,1ST FLOOR ,7<sup>TH</sup> STREET , Gandhipuram ,CBE -641012.  
Phone :9944488001 , Email :investor@kgesltd.in

Ref. No.: KGES/BSE/2024-25/912

Dated: 06.09.2024

To,  
Corporate Services Department,  
BSE Limited, P J Towers,  
1st Floor, Dalal Street,  
Fort, Mumbai - 400001.  
BSE Scrip Code: KGES 543289

**Sub:** Annual Report for the Financial Year 2023- 2024, along with the Notice of the 11<sup>th</sup> Annual General Meeting (AGM) of the Company

**Dear Sir,**

Please find enclosed herewith the Annual Report for the Financial Year 2023- 2024, along with the Notice of the 11<sup>th</sup> Annual General Meeting (AGM) of the Company scheduled to be held on saturday, September 28, 2024, at 10:15 a.m. IST at the Office of the company.

Further, in accordance with the MCA Circulars and said SEBI Circulars, the Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company / Depository Participants.

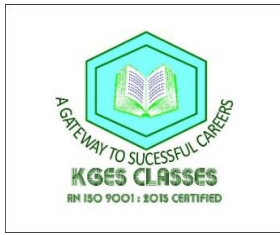
The Notice of this AGM inter-alia provide the process and manner of remote e-Voting/ e-Voting at the AGM and instructions for participation at the AGM . The Annual Report along with the Notice of the 11<sup>th</sup> Annual General Meeting (AGM) is also available on the website of the Company, i.e.,www.kgesltd.in.

Kindly take the above on record.

Yours faithfully,

**For Kuberan Global Edu Solutions Limited,**  
**CIN-U80900TZ2013PLC019519**

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

The background features a collage of various icons related to business and education. These include bar charts, pie charts, a lightbulb, a stack of money, a globe, and several buildings. Some text elements like "idea", "TEAM", and "intenses" are also visible within the collage.

**11<sup>th</sup> Annual report of  
KUBERAN GLOBAL EDU SOLUTIONS  
LIMITED**

**FY -2023 -24**

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## **IMPORTANT COMMUNICATION TO SHAREHOLDERS**

The Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliance by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent through e-mail to the Shareholders. Further, in compliance with the provisions of the Companies Act, 2013, the Rules framed thereunder, and the recent Circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI), electronic copies of the Notice of the 11<sup>th</sup> (Eleventh) Annual General Meeting (AGM) and the Annual Report for the Financial Year 2023-24 will be sent to all the Shareholders whose e-mail addresses are registered with the Company/Depository Participant(s). Shareholders may note that the Notice of the AGM and Annual Report 2023-24 will also be available on the Company’s website (at [www.kgesltd.in](http://www.kgesltd.in) , on the websites of the Stock Exchange where the Equity Shares of the Company are listed, i.e., BSE Limited (at [www.bseindia.com](http://www.bseindia.com)) .



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

**CHANDRAMOULEESWARAN K**  
CHAIRMAN & MANAGING DIRECTOR

**PALANIVELAMMAL .K**  
WHOLE TIME DIRECTOR

**KRISHNAN.C**  
DIRECTOR

**KANNAN**  
INDEPENDENT DIRECTOR

**SATHYASEELAN**  
INDEPENDENT DIRECTOR

**MEGANATHAN**  
INDEPENDENT DIRECTOR

### REGISTERED OFFICE

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

**Phone:** 9944488001

**Email :** [investor@kgesltd.in](mailto:investor@kgesltd.in)

### SECRETARIAL AUDITOR

**CS. Sumathi Rajendran**  
Practising Company Secretary

### COMPLIANCE OFFICER

**KRISHNAN**

### REGISTRAR & SHARE TRANSFER

#### AGENTS:

**Bigshare Services Pvt. Ltd.**

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

**Email Id:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)

### CFO

**VISHNU VISWANATHAN**

### BANKERS

AXIS BANK LTD ,RBL BANK LTD

### STATUTORY AUDITORS:

**M/s. Hashim & Associates**

**CA. SHEIK MOHAMED HASHIM**

Chartered Accountants

### 11<sup>TH</sup> ANNUAL GENERAL MEETING

**Date:** 28<sup>th</sup> September 2024

**Day:** Saturday

**Time:** 10.15 AM

**Place:** No106 ,Sakthi avenue ,Vellakinar ,cbe-  
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## FROM THE CHAIRMAN'S DESK

**Dear Shareholders,**

This was yet another year of exciting innovations, converting challenges into opportunities, and maintaining focus on operational efficiencies. I am happy to share with you that, your company has performed well during the year 2023-24.

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

KGES continued on its journey of sustained growth during the Financial Year 2023-24. Total Revenues grew from ₹95.42 Lakh during 2022-23 to ₹96.29 Lakh during 2023-24. Profit After Tax (PAT) Decreased from ₹(1.42) Lakh during 2022-23 to ₹(1.98) Lakh during 2023-24.

KGES is proud to announce that we are a Debt free company as on 31 March 2024 .

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

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

Yours Sincerely,

**Chandramouleeswaran. K**

Chairman

**Kuberan Global Edu Solutions Limited**



**NOTICE TO THE 11TH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the **11<sup>th</sup> (Eleventh) Annual General Meeting** ("AGM") of Members of **Kuberan Global Edu Solutions Limited ("Company)** will be held on **Saturday, 28<sup>th</sup> day of September 2024 at 10.15 A.M. (IST)** at , the Office of the Company situated at No 106 Sakthi Avenue ,vellakinar Coimbatore TN 641029.

**Registered Office**

NO 401 GES Complex, 1<sup>st</sup> Floor,  
7<sup>th</sup> Street, Gandhipuram, Coimbatore,  
TN 641012 IN

**ORDINARY BUSINESS:**

- 1. ITEM NO : 1 To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2024 together with the Reports of the Board of Directors and Auditors thereon. To receive, consider and adopt the following:**

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2024 including the Audited Balance Sheet as of 31<sup>st</sup> March 2024 and the Statement of Profit and Loss and Cash Flow for the year ended on that date and the Reports of the Directors and the Auditors thereon.

- 2. ITEM NO :2 Re-Appointment of Mrs. Palanivelammal (DIN: 06567256) as " Director" of the Company, liable to retire by rotation, who has offered himself for re-appointment**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Shareholders of the Company be and is hereby accorded to the reappointment of **Mrs. Palanivelammal (DIN: 06567256)** as a "Director", who shall be liable to retire by rotation."

**By Order of the board**

**For Kuberan Global Edu Solutions Limited**

**Sd/-**

**Chandramouleeswaran Krishnan**

**Managing Director**

**DIN: 06567258**



**Note:**

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

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

6. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
7. The route map showing directions to reach the venue of the 11<sup>th</sup> Annual General Meeting is enclosed.
8. The relevant details of Directors proposed to be appointed/ reappointed, as required under Reg. 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards-2 on General Meetings are also annexed as **Annexure-A**.
9. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, and all other documents referred to in the Notice and Explanatory Statement will be available for inspection in electronic mode by writing to the Company at its email id: [investor@kgesltd.in](mailto:investor@kgesltd.in) till the date of AGM.
10. Members may also note that the Notice of AGM and the Annual Report for the Financial Year 2023-24 will be available on the Company’s website [www.kgesltd.in](http://www.kgesltd.in) , or on the websites of the Stock Exchange where the Equity Shares of the Company are listed, i.e., BSE Limited (at [www.bseindia.com](http://www.bseindia.com)) and on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
11. Members desirous of seeking any information relating to the Accounts of the Company may write to the Company at No 401 GES Complex 1<sup>st</sup> Floor 7th Street Gandhipuram Coimbatore TN 641012 IN for the attention of Company



- Secretary, at least seven days in advance of the Meeting so that requisite information can be made available at the Meeting.
12. The Register of Members and Share Transfer Books of the Company shall remain closed from Sunday, September 22, 2024 to Saturday, September 28, 2024 (both days inclusive).
  13. Members/Proxies are requested to bring the attendance slip along with their copy of the Annual Report to the Meeting.
  14. Member(s) holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the member(s) holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
  15. Member(s) holding shares in physical form are requested to notify the Company or Company's Registrar and Transfer Agent (RTA), Bigshare Services Pvt Ltd of any change in their addresses/Bank Mandates. Member(s) holding shares in dematerialized form are requested to notify their respective Depository Participant of any change in their addresses/Bank Mandates.
  16. Members holding shares in physical mode and who have not registered / updated their email addresses with the Company are requested to update their email addresses with the Registrar and Transfer Agents of the Company, viz., Bigshare on its website (at [www.bigshareonline.com](http://www.bigshareonline.com)) along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member. In case of any queries / difficulties in registering the e-mail address, such Members may write to [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
  17. All relevant documents referred to in the Notice of the Meeting shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days, upto the date of the meeting.
  18. The voting rights of member(s) shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, September 20, 2024. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Friday, September 20, 2024 only shall be entitled to avail the facility of remote e-voting / Poll.
  19. Member(s) who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically.
  20. A shareholder may appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy for the AGM as long as each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder and a proxy does not need to be a shareholder of the Company. A Form of Proxy for the meeting is enclosed. To be valid any Form of Proxy or other instrument appointing a proxy must be returned by post, by courier or by hand (during normal business hours only) to the Company's at registered office address on 28<sup>th</sup> September, 2024, or if the AGM is adjourned, 48 hours (excluding non-working days) prior to the adjourned meeting. A proxy may also be appointed electronically and further details are set out at Note 23 below. Subject to any change in government restrictions affecting attendance





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

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

with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the 11th ( Eleventh) Annual General Meeting of the Company is being convened and conducted in accordance with the aforesaid Circulars.

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



Exchange Board of India (SEBI), the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023, including Report of Board of Directors, Statutory Auditors' Report or other documents required to be attached therewith and the Notice of AGM are being sent through electronic mode to Members whose email address is registered with the Company or the Depository Participant(s) or Bigshare.

26. Members are requested to support "Green Initiative" by registering / updating their e-mail address(es) with the Depository Participant(s) (in case of Shares held in dematerialized form) or with Bigshare (in case of Shares held in physical form).
27. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules framed thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members holding shares in dematerialized form are requested to register (or update, in case of any change) their e-mail address with their Depository Participant(s), if not already registered / updated and Members holding shares in physical form are requested to register (or update, in case of any change) their e-mail address with Bigshare on its website (at [www.bigshareonline.com](http://www.bigshareonline.com)), to enable the Company to send electronic communications.
28. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form 1st April 2019, except in case of transmission and transposition of securities. In view of the same and to avail various benefits of dematerialization, Shareholders are advised to dematerialize shares held by them in physical form and for ease in portfolio management. Shareholders can contact the Company or Bigshare for assistance in this regard.

29. Shareholders holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates to enable the Company to consolidate their holding into one folio.
30. The venue of the AGM shall be deemed to be the Office of the Company at No 106 sakthiavenue ,vellakinar Coimbatore TN 641029 IN
31. Detailed instructions for remote E-voting and E-voting during the 11<sup>th</sup> AGM, both forming part of this Notice, are annexed.

## 32. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM:

### A. VOTING THROUGH ELECTRONIC MEANS

#### Bigshare i-Vote E-Voting System

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

- i. The voting period begins on Wednesday 25<sup>th</sup> September 2024 ( at 9.00AM IST) and ends on Friday 27<sup>th</sup> September 2024 ( at 5.00 PM IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday 20<sup>th</sup> September 2024 of 20.09.2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020**

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

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

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

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

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020 /242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> </ol>

	<p>Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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 <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click</p>

<p>securities in demat mode) login through their <b>Depository Participants</b></p>	<p>on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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



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

### **Investor Mapping:**

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

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

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

### **Investor vote File Upload:**

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

### **Helpdesk for queries regarding e-voting:**

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

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

--sd--

**K. Chandramouleeswaran**  
**Managing Director**  
**DIN: 06567258**

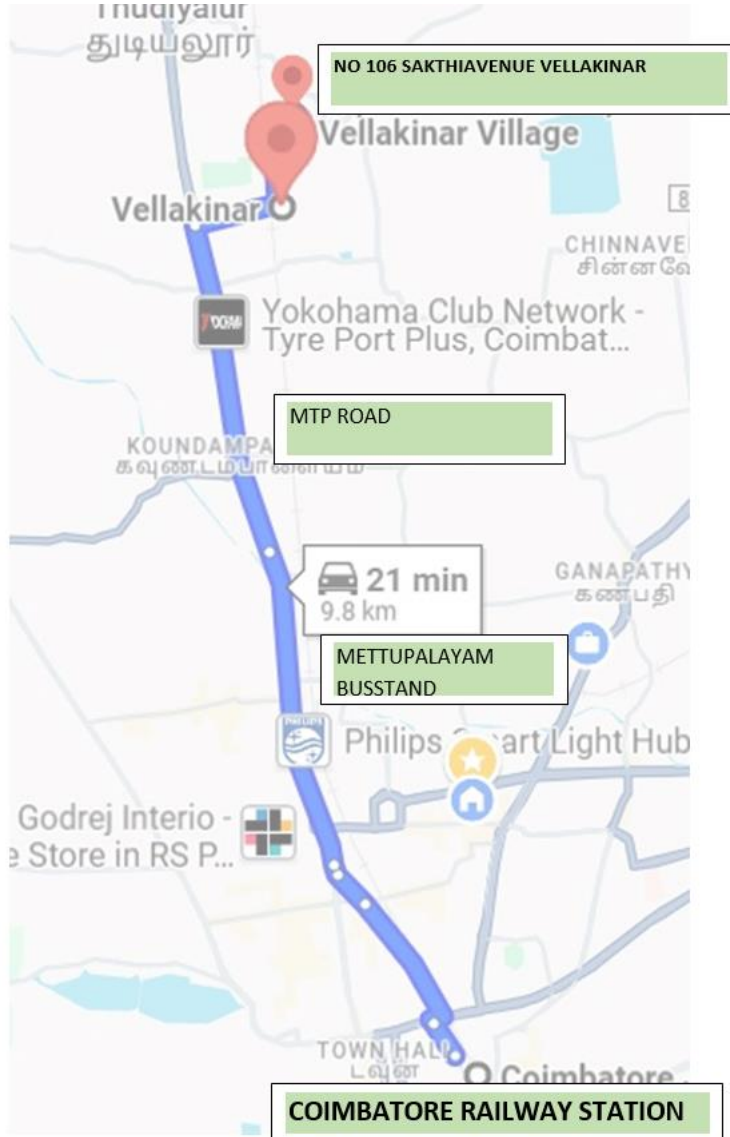
**ANNEXURE “A” TO THE NOTICE OF ANNUAL GENERAL MEETING****BRIEF RESUME OF DIRECTORS SEEKING REAPPOINTMENT AT 11<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

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

Name of the Director	<b>Palanivelammal</b>
Director Identification Number(DIN)	06567256
Date of Birth (dd/mm/yyyy)	30/07/1957
Age ( in years)	67 Years
Nationality	Indian
Percentage	4.89%
Qualification	SSLC
Brief Profile and Expertise in specific Functional area	Mr. Palanivelammal , 64 years of age , SSLC , Post qualification she was working in as teacher For more than 4 decades and she is been engaged in the business Education and Consultancy and has a rich experience of over 10 years in the field .
Number of Equity shares Held in the Company	103,084
Number of Board Meetings Attended During the Financial Year 2023-24	6
List of Other Directorships held in Public Limited Companies	NA
Relationship with Director/ Manager/ KMP	Mother of Managing Director
Remuneration Last drawn FY 2023-24	Rs. 3,15,000/-



Route Map of KGES Office From Coimbatore Railway station



**Form MGT 11**

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

**KUBERAN GLOBAL EDU SOLUTIONS LIMITED**

CIN:U80900TZ2013PLC019519

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

Website:-www.Kgesltd.in

**PROXY FORM**

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

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

1. Name : \_\_\_\_\_ of \_\_\_\_\_

E-mail Id: \_\_\_\_\_ or failing him

2. Name : \_\_\_\_\_ of \_\_\_\_\_

E-mail Id: \_\_\_\_\_ or failing him

3. Name : \_\_\_\_\_ of \_\_\_\_\_

E-mail Id: \_\_\_\_\_

and whose signatures are appended below as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10<sup>th</sup> Annual General Meeting of the Company to be held on the Thursday, 28 September 2023 at 10.15 A.M. at No 106 Sakthi Avenue ,vellakinar Coimbatore TN 641029 , and at any adjournment thereof in respect of such resolutions as are indicated below:

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

Sr. No	Resolutions	For	Against
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March 2024 together with the Reports of the Board of		



	Directors and Auditors thereon. To receive, consider and adopt the following:		
2.	Re-Appointment of Mr. Palanivelammal as “ Director” of the Company, liable to retire by rotation, who has offered herself for re-appointment		

Affix  
Rupee 1/-  
Revenue  
Stamp

Signed this \_\_\_ day of \_\_\_\_\_2024.

Signature of shareholder

Signatures of proxy holders

1. \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_



KUBERAN GLOBAL EDU SOLUTIONS LIMITED

**ATTENDANCE SLIP**  
**KUBERAN GLOBAL EDU SOLUTIONS LIMITED**

CIN:U80900TZ2013PLC019519

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

Website:-www.Kgesltd.in

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

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

I hereby record my presence at the **Annual General Meeting** of the **Kuberan Global Edu Solutions Limited** on Saturday, 28 September 2024 at the office of the Company.

\_\_\_\_\_  
Signature of the Member / Proxy

\*Applicable to members holding shares in electronic form.



## DIRECTOR'S REPORT

To,  
The Members,  
Kuberan Global Edu Solutions Limited  
NO :401 GES COMPLEX ,1ST FLOOR ,  
7<sup>TH</sup> STREET , Gandhipuram ,CBE -641012.  
Your directors have pleasure in presenting the 11<sup>th</sup> Annual Report together with the audited statement of accounts for the year ended 31st March 2024.

### 1. FINANCIAL RESULTS

Amount in ( Rs)

Particulars	Audited	
	2023-24	2022-23
Profit before interest ,depreciation and Tax	29,63,665	25,95,914
Finance cost	0	0
Depreciation and Amortisation	31,62,038	27,37,593
Profit/(Loss) Before Tax	(1,98,373)	(1,41,679)
Provision for taxation	0	0
Profit/(Loss) After Tax	(1,98,373)	(1,41,679)
Other comprehensive income	0	0
Total comprehensive Profit for year	(1,98,373)	(1,41,679)
Total comprehensive Profit for year attributable to non -Controlling Interest		
Earnings per share (Basic & Diluted )	(0.09)	(0.07)

### 2. OPERATIONS:

The total revenue of the Company for the financial year ended 31st March 2024 has been ₹96,28,903/-. The EBIDTA from normal operation for financial year 2023-24 was ₹29,33,665/- as compared to ₹25,95,914/- in the previous year, registering an increase of about 14.15%.

The result of all the above factors registering the rise in turnover, and Decrease in the Profit after Tax of the financial year ended 31st March 2024 has been decreased by 40.08% to ₹(1,98,373)/- as against ₹(1,41,679)/- for the previous year.

### 3. DIVIDEND:

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



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

#### **4. SHARE CAPITAL:**

The paid-up equity share capital as on 31st March 2024 was ₹2,10,65,360/- divided into 21,06,536 equity shares of ₹10/ each. During the year under review the company has not made any fresh issue of shares.

#### **5. TRANSFER OF UNPAID/ UNCLAIMED DIVIDEND:**

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

#### **6. TRANSFER TO RESERVES:**

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

#### **7. CHANGE IN BUSINESS NATURE:**

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

#### **8. DEPOSITS:**

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

#### **9. COMPLIANCE WITH THE LISTING AGREEMENT:**

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

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

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

#### **11. CHANGE OF NAME:**

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

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

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

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

There are no material changes and commitments, affecting financial position of the Company which has occurred between the end of the financial year of the Company i.e., March 31, 2024, and the date of the director report.

#### **14. CORPORATE GOVERNANCE:**

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

#### **15. MANAGEMENT DISCUSSION AND ANALYSIS:**



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

#### **16. RELATED PARTY TRANSACTION:**

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

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

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

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

#### **18. ANNUAL RETURN**

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

#### **19. AUDITORS & REPORTS:**

##### **a. Statutory Auditors:**

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

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

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

##### **b. Secretarial Audit:**

The Board on the recommendation of the Audit Committee appointed Mrs Sumathi ; Company Secretaries in Practice, Coimbatore, as Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial Year 2023-24.

##### **c. Cost Audit:**

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

##### **d. Internal Auditors of the Company:**

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



There are no adverse remarks by Internal Committee in the report issued by them for the financial Year end 31st March 2024.

**e. Reporting of frauds by statutory auditors:**

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

**f. Code for prevention of Insider Trading:**

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

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

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

**21. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

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

**22. DIRECTORS RESPONSIBILITY STATEMENT:**

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

- i. In the preparation of the accounts for the financial year ended 31st March 2024, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as of 31st March 2024 and of the profit and loss of the Company for the year ended 31st March 2024.
- iii. The Directors have taken proper and enough care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the annual accounts for the financial year ended 31st March 2024 on a going concern basis.
- v. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**23. SECRETARIAL STANDARDS OF ICSI:**

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





## 24. COMMITTEES OF BOARD OF DIRECTORS OF THE COMPANY:

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

### (i) Audit Committee

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

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

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

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

### A. Terms of Reference of Audit Committee:

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



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

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

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

**C. Meeting of Audit Committee and relevant Quorum**



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

**(ii) Nomination and Remuneration Committee**

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

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

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

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

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

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

**(iii) Stakeholder's Relationship Committee**

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



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

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

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

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

#### iv. Corporate Social Responsibility:

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

## 25. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONS: APPOINTMENT

No new appointments were made for the financial Year end 31st March 2024.

#### RESIGNATION:

No Directors and Key Managerial Personnel of the Company have resigned during the financial year ending 31<sup>st</sup> March 2024.

#### RETIREMENT BY ROTATION:

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



## APPOINTMENT CRITERIA AND QUALIFICATIONS

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

### 26. MATTERS RELATED TO DIRECTORS:

#### i. Independent Directors’ Declaration:

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

#### ii. Board Evaluation:

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

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

#### iii. Remuneration Policy:

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

#### iv. Number Of Board Meetings:

The Board met 6 (Six) times during the financial year ended 31st March 2024 in accordance with the provisions of the Act.

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

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

### 28. PARTICULARS OF THE EMPLOYEES:

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

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

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



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

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

### **30. ESTABLISHMENT OF VIGIL MECHANISM:**

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

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

### **31. LEGAL AND REGULATORY:**

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

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

### **32. SYSTEM AND INFORMATION:**

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

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

### **33. GENERAL DISCLOSURES:**

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

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



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

#### **34. CAUTIONARY STATEMENT:**

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

#### **35. SHARE TRANSFER SYSTEM:**

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

#### **ISIN NO:**

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

#### **ACKNOWLEDGEMENT:**

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

**For and On Behalf of the Board of Directors**

**Kuberan Global Edu Solutions Limited,**

**CIN-U80900TZ2013PLC019519**

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



## ANNEXURE “A” TO THE DIRECTORS’ REPORT

Form No. AOC-2

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

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

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

Not Applicable

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

Particulars	Particulars	Particulars
Name(s) of the related party and nature of relationship	REAL VENTURES	BULLS AND BEARS CAPITAL
Nature of contracts/ arrangements/ transactions	CONTENT DEVELOPMENT	CONTENT DEVELOPMENT,FURNITURES
Duration of the contracts / arrangements/ transactions	ONGOING	ONGOING
Salient terms of the contracts or arrangements or transactions including the value, if any	Price charged for the transaction shall be based on prevailing market price and shall not be less than price charged for such transaction to unrelated third-party customer having such dealing or transaction with them.Rs.19,80,000/-	Price charged for the transaction shall be based on prevailing market price and shall not be less than price charged for such transaction to unrelated third-party customer having such dealing or transaction with them.Rs.18,50,000/-
Date(s) of approval by the Board if any	-	-
Amount paid as advances if any	NA	NA

For and On Behalf of the Board of Directors

Kuberan Global Edu Solutions Limited,

CIN-U80900TZ2013PLC019519

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





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

**A) CONSERVATION OF ENERGY:**

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

**B) TECHNOLOGY ABSORPTION:**

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

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

Particulars	For year ending 31st March 2024	For year ending 31st March 2023
Actual Foreign Exchange earnings	Nil	Nil
Actual Foreign Exchange outgo	Nil	Nil

For and On Behalf of the Board of Directors

Kuberan Global Edu Solutions Limited,

CIN-U80900TZ2013PLC019519

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



## ANNEXURE “C” TO THE DIRECTORS’ REPORT

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

### 1. REGISTRATION AND OTHER DETAILS :

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

### 2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

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

### 3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

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

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

Category of share holder	No of share Holders	No. of fully paid up equity shares held	Total no.Shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a% of (A+B+C2)	No. Of Voting Rights	Total as a % of Total Voting Right	No.of locked in shares No(a)	No.of locked in shares As a % of total no of shares(b)	No of Equity Shares Held in Dematerialised form
(A)Promoter & Promoter Group	7	13,73,657	13,73,657	65.21	13,73,657	65.21	4,32,400	31.48	13,73,657
(B) Public	87	7,32,879	7,32,879	34.79	7,32,879	33.41	0	0.00	7,32,879
(C1) Shares Underlying in DR`s				0.00		0.00		0.00	
C2) Shares held by Employee Trust				0.00		0.00		0.00	
C)Non-Promoter Non-Public				0.00		0.00		0.00	
<b>Grand total</b>	<b>94</b>	<b>21,06,536</b>	<b>21,06,536</b>	<b>100.00</b>	<b>21,06,536</b>	<b>100.00</b>	<b>4,32,400</b>	<b>20.53</b>	<b>21,06,536</b>



**ii. SHAREHOLDING OF PROMOTERS (INCLUDING PROMOTERS GROUP)**

s.no	PROMOTER	Particulars	Holding %
1	CHANDRAMOULEESWARAN K	965,221	45.82%
	<b>PROMOTER GROUP</b>		
2	C KRISHNAN	271,429	12.89%
3	PALANIVELLAMMAL K	103,084	4.89%
4	CHANDRAMOULEESWARAN HUF	7,692	0.37%
5	KRISHNAN HUF	295	0.01%
6	BULLS AND BEARS	25,789	1.22%
7	KRISHNACHANDRAN C	147	0.01%
	<b>TOTAL PROMOTER GROUP</b>	<b>407,436</b>	<b>20.77%</b>
	<b>GRAND TOTAL</b>	<b>13,73,657</b>	<b>65.21%</b>

**iii. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS :**

S.No	NAME OF THE SHARE HOLDER	No. of Equity shares	Holding %
1.	CHANDRAMOULEESWARAN K	965,221	45.82%
2.	CHANDRAMOULEESWARAN HUF	7,692	1.74%
3	C KRISHNAN	271,429	12.87%
4	PALANIVELLAMMAL K	103,084	4.89%
5	PLUTUS CAPITAL MANAGEMENT LLP	100,000	4.74%
6	MANOJKUMAR PANDA	84,000	3.99%
7	RIKHAV SECURITIES	24,000	1.14%
8	BULLS AND BEARS CAPITAL	25,789	1.22%
9	ANKIT MANTRY	36,000	1.71%
10	RUCHIT GHANSHAMBHAI MORADIYA	24,000	1.14%
	<b>GRAND TOTAL</b>	<b>17,25,215</b>	<b>81.90%</b>

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

No changes in share holdings



**V SHARE HOLDING OF DIRECTORS AND KMP**

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

**VI INDEBTEDNESS.**

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



**5. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

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

Sr.No	Particulars	Managing director	WTD	WTD	Total
1		CHANDRAMOULEESWARAN	KRISHNAN	PALANIVELAMMAL	
1	Gross salary	570000	540000	315000	1425000
2	Stock options	-	-	-	-
3	Sweat equity	-	-	-	-
4	Commission	-	-	-	-
5	Others ,Please Specify	-	-	-	-
<b>Total</b>		<b>570000</b>	<b>540000</b>	<b>315000</b>	<b>1425000</b>

b. Remuneration to other Directors: Nil

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

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

**6. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There were no penalties, punishments, compounding of offences for the year ending March 31, 2024.

For and On Behalf of the Board of Directors

Kuberan Global Edu Solutions Limited,

CIN-U80900TZ2013PLC019519

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K.CHANDRAMOULEESWARAN  
MANAGING DIRECTOR  
DIN : 06567258



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDUSTRY STRUCTURE

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

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

### OPPORTUNITY & SECTOR-WISE OUTLOOK

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

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

### SEGMENT

The primary segment that your Company operates in is field of Education, Test preparation segment and their related products. During the year under review, income from operations stood at ₹96,28,903/- and Profit after tax stood at ₹ (1,98,373/-).

### MATERIAL DEVELOPMENT IN HUMAN RESOURCES AND INDUSTRIAL RELATION FRONT

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

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

### INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

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

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

### RESEARCH AND DEVELOPMENT

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



## **ENVIRONMENTAL ISSUES**

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

## **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATION PERFORMANCE**

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

## **CAUTIONARY STATEMENT**

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

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

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

**For and On Behalf of the Board of Directors**

**Kuberan Global Edu Solutions Limited,**

**CIN-U80900TZ2013PLC019519**

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



**SUMATHI RAJENDRAN FCS**

Practising Company Secretary

MEM NO : 11508

+91 9629398040

sumirajendar@gmail.com

No. 175, Taj Towers, Sungam Bypass Road,  
Ukkadam Coimbatore - 641001

Form No. MR-3  
SECRETARIAL AUDIT  
REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31,  
2024

[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 M/S 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, 2024 generally complied with the provisions of Acts, Rules, Regulations, Guidelines, Standards listed hereunder subject to the reporting made hereinafter:-

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. 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;**
- iv. 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.
- v. 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 31.03.2024. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act except the instances provided above in the Observations.
2. As per the Information provided by the management, adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. All the decisions in the board meetings were carried through by majority while there were no dissenting member's views and hence not captured and recorded as part of the minutes.

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

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

**SUMATHI RAJENDRAN FCS**  
**PRACTISING COMPANY SECRETARY**  
MEM.NO: 11508  
NO. 175, TAJ TOWERS  
UKKADAM SUNGAM, BYPASS ROAD,  
COIMBATORE - 641 001.

Company Secretary in Practice  
FCS 11508 CP No.15115  
UDIN: F011508F001159545

Place : Coimbatore

Date : 06th September 2024

Peer Review Certificate No.: 4677/2023

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 Members,  
**KUBERAN GLOBAL EDU SOLUTIONS LIMITED**  
NO 401 GES COMPLEX IST FLOOR 7TH STREET  
GANDHIPURAM COIMBATORE 641012  
CIN: L80900TZ2013PLC019519

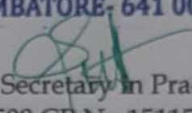
Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on the secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company like, Income Tax, GST, Customs, etc.
4. Wherever required, we have obtained the Management representations about the compliance of applicable Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the Management in terms of Section 134 (5) (f) of the Companies Act, 2013. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.



7. The audit was conducted based on the verification of the Company's books, papers, minutes books, forms and returns filed, documents and other records furnished by them or obtained from the Company electronically and also the information provided by the company and its officers by audio and/or visual means.

**SUMATHI RAJENDRAN FCS  
PRACTISING COMPANY SECRETARY  
MEM.NO: 11508  
NO. 175, TAJ TOWERS  
UKKADAM SUNGAM, BYPASS ROAD,  
COIMBATORE- 641 001.**

  
Company Secretary in Practice  
FCS 11508 CP No.15115  
UDIN: F011508F001159545

Place : Coimbatore

Date : 06th September 2024

Peer Review Certificate No: 4677/2023





**SUMATHI RAJENDRAN FCS**

Practising Company Secretary

MEM NO : 11508

+91 9629398040

sumirajendar@gmail.com

No. 175, Taj Towers, Sungam Bypass Road,  
Ukkadam Coimbatore - 641001

**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 1<sup>ST</sup> FLOOR,

7TH STREET GANDHIPURAM,

COIMBATORE,

TAMIL NADU- 641012.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **KUBERAN GLOBAL EDU SOLUTIONS LIMITED** having CIN **L80900TZ2013PLC019519** and having registered office at **NO 401 GES COMPLEX 1ST FLOOR 7TH STREET GANDHIPURAM COIMBATORE TN 641012** (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://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 31<sup>st</sup> March, 2024 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,



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

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion onthese 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.

**SUMATHI RAJENDRAN FCS**  
**PRACTISING COMPANY SECRETARY**  
MEM.NO: 11508  
NO. 175, TAJ TOWERS  
UKKADAM SUNGAM, BYPASS ROAD,  
COIMBATORE- 641 001.

  
Signature:

Place: COIMBATORE

Date: 31.08.2024

Name: SUMATHI RAJENDRAN  
Membership No: 11508  
CP No; 15115





## CEO/ CFO CERTIFICATION

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

To,

The Board of Directors  
Kuberan Global Edu Solutions Limited

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

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

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

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

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

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

**For and On Behalf of the Board of Directors**

**Kuberan Global Edu Solutions Limited, CIN-U80900TZ2013PLC019519**

--sd--

--sd--

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

**VISHNU VISWANATHAN**  
**Chief Financial Officer**



## INDEPENDENT AUDITORS REPORT

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

To

Board of Directors of

Kuberan Global Edu solutions Limited

#### **Opinion**

We have audited the accompanying standalone financial results of Kuberan Global Edu Solutions Limited for the half year ended 31<sup>st</sup> March, 2024 and the year to date results for the period from 1 April, 2023 to 31<sup>st</sup> March, 2024, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

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

- i. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the profit and other comprehensive income and other financial information for the half year ended 31<sup>st</sup> March, 2024 as well as the year to date results for the period from 1<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2024.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Emphasis of Matter**

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

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

#### **Management's Responsibilities for the Standalone Financial Results**

This Statement which includes the Standalone Financial results is the responsibility of the Company's Board of Directors and has been approved by them for the issuance. The Standalone Financial Results for the year ended March 31, 2024 has been compiled from the related audited standalone financial Information. This responsibility includes the preparation and presentation of the Standalone Financial Results for the Half and year ended March 31, 2024 that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Results that give a true and fair view and is free from material misstatement, whether due to fraud or error.





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

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

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

Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results.

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### **Other Matters**

The Statement includes the results for the half year and year ended 31<sup>st</sup> March, 2024 being the balancing figure between the audited figures in respect of the full financial year ended 31<sup>st</sup> March, 2024 and the published unaudited year-to-date figures upto the six months ended 30<sup>th</sup> September, 2023 which were reviewed by us.

**FOR HASHIM & ASSOCIATES ,**

-----SD-----

**A.SHEIK MOHAMED HASHIM .**

**B.COM .,FCA M .No : 020991**

**Place: Coimbatore**

**Date: 15 , May , 2024.**

**UDIN NO : 24020991BKGRFD6641**



**BALANCE SHEET AS ON 31 MARCH 2024**

( IN RUPEES)

Particulars	Notes	31.03.2024	31.03.2023
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share Capital	1	21065360	21065360
Reserves & Surplus	2	5895606	6093979
Share application money pending for allotment		0	0
<b>Non-current liabilities</b>			
Long-term borrowings	3	0	0
Deferred Tax Liability	4	0	0
<b>Current liabilities</b>			
Trade payables		0	0
Other current liabilities	5	0	0
Short-term provisions	6	22250	35200
		<b>26983216</b>	<b>27194539</b>
<b>ASSETS</b>			
<b>Non-current Assets</b>			
Fixed Assets			
Tangible Assets	7	237487	676242
Intangible Asset		6940200	5825483
Intangible assets under development		12172900	14530900
Long-term loans and advances	8	0	0
Deferred Tax Assets	4	0	0
<b>Current Assets</b>			
Inventories	9	0	0
Trade Receivables	10	2667501	2461300
Cash & Bank Balances	11	2006072	11114934
Short term loans and advances	12	2827456	2454080
Other current assets	13	131600	131600
		<b>26983216</b>	<b>27194539</b>

FOR HASHIM & ASSOCIATES ,

For and On Behalf of the Board of Directors

----SD-----

A.SHEIK MOHAMED HASHIM .

K.CHANDRAMOULEESWARAN

KRISHNAN.C

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

MANAGING DIRECTOR  
DIN : 06567258

DIRECTOR  
DIN : 06567254

Date: 15 , May , 2024.  
UDIN NO : 24020991BKGRFD6641

Krishnan  
Compliance Officer

VISHNU VISWANATHAN  
CFO

**PROFIT AND LOSS ACCOUNT AS ON 31 MARCH 2024**

( IN RUPEES)

Particulars	Notes	31.03.2024	31.03.2023
<b>Revenue</b>			
Revenue from operations	14	9621850	9537850
Other Income	15	7053	4514
<b>Total Revenue</b>		<b>9628903</b>	<b>9542364</b>
<b>Expenses :</b>			
Cost of material consumed	16	0	0
Changes in inventories of finished goods, work-in-progress and Stock-in-	17	0	0
Employee Benefit expenses	18	2192150	2305450
Finance cost	19	0	0
Depreciation and Amortization expense	20	623755	808143
Deferred revenue / Amortization		2538283	1929450
Other expenses	21	4473088	4641000
<b>Total Expenses</b>		<b>9827276</b>	<b>9684043</b>
<b>Profit before exceptional and extraordinary items and tax</b>		<b>-198373</b>	<b>-141679</b>
Exceptional Items		0	0
<b>Profit before Tax</b>		<b>-198373</b>	<b>-141679</b>
<b>Tax Expense</b>			
Current Tax		0	0
Deferred Tax		0	0
<b>Profit for the period</b>		<b>-198373</b>	<b>-141679</b>
Earnings per equity share:			
(1) Basic		-0.09	-0.06
(2) Diluted		-0.09	-0.07
Total Number of Equity Shares		2322000	2322000
Weighted Average Number of Equity Shares		2106536	2106536

FOR HASHIM &amp; ASSOCIATES ,

For and On Behalf of the Board of Directors

----SD-----

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

K.CHANDRAMOULEESWARAN  
MANAGING DIRECTOR  
DIN : 06567258

KRISHNAN.C  
DIRECTOR  
DIN : 06567254

Date: 15 , May , 2024.  
UDIN NO : 24020991BKGRFD6641

Krishnan  
Compliance Officer

VISHNU VISWANATHAN  
CFO



**NOTES TO FINANCIAL STATEMENTS**

( IN RUPEES)

Particulars	Notes	31.03.2024	31.03.2023
<b>Note 1 :</b>			
<b>Share Capital</b>			
Authorised :			
<b>23,22,000 Equity Shares of Rs.10/- each</b>		23220000	23220000
Issued			
2106536 Equity Shares of Rs.10/- each fully Paid Up		21065360	21065360
Subscribed and paid up:			
2106536 Equity Shares of Rs.10/- each fully Paid Up		21065360	21065360
		21065360	21065360
Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period			
<b>Particulars</b>		<b>31.03.2024</b>	<b>31.03.2023</b>
Number of shares outstanding at the beginning of the year.		2106536	2106536
No.of shares issued during the year		0	0
No of Share brought back during the year		0	0
Number of shares outstanding at the beginning and end of the year.		2106536	2106536
<b>Shares in the company held by each shareholder holding more than 5 percent shares</b>			
<b>Name of Shareholder</b>		<b>31.03.2024</b>	<b>31.03.2023</b>
		No. of Shares held & % of Holding	No. of Shares held & % of Holding
CHANDRAMOULEESWARAN.K		45.82	45.82
KRISHNAN.C		12.89	12.89
PALANIVELAMMAL.K		4.89	4.89
BULLS & BEARS CAPITAL		1.22	1.22
CHANDRAMOULEESWARAN HUF		0.36	1.79
OTHERS		34.82	33.39

**Terms and conditions of equity shares :**

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

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



<b>Note 2 :</b>			
<b><u>Reserves and Surplus</u></b>			
<b>Surplus in Profit and Loss a/c:</b>			
Opening Balance		6093979	6235658
(-) Transferred to Depreciation Reserve		0	0
(+) Net Profit/(Net Loss) For the current year		-198373	-141679
(-) Bonus Issue / Interim Dividend		0	0
(+): Receipts during the year on allotment		0	0
		5895606	6093979
<b>Note 3 :</b>			
<b><u>Long-term borrowings</u></b>			
<b><u>Secured Loans</u></b>			
Loan from Banks			
<b><u>Unsecured Loans</u></b>			
Loan from related Parties		0	0
Loan from Banks		0	0
		0	0
<b>Note 4 :</b>			
<b><u>Deferred Tax Liabilities (Asset)</u></b>			
Opening Balance		0	0
Current Year Deferred tax :			
on Depreciation		0	0
on others		0	0
Net Deferred tax liability		0	0
<b>Note 5</b>			
<b><u>Short-term borrowings</u></b>			
loans and advances from related parties		0	0
Bank CC account – Secured		0	0
<b>Note 6</b>			
<b><u>Short Term Provisions:</u></b>			
Provision for Taxation (Net of Advance tax)		0	0
Tds payable / Misc provisions		12250	25200
statutory audit fees		10000	10000
		22250	35200
<b>Note 8</b>			
<b><u>Long Term Loans and Advances</u></b>			
Other Loans and advances		0	0
		0	0
<b>Note 9</b>			
<b><u>Inventories</u></b>			
Work-in-progress		0	0
		0	0

Mode of valuation :

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



<b>Note 10</b>			
<b><u>Trade Receivables</u></b>			
Trade receivables outstanding for a period exceeding six months from the date of due for payment - (Unsecured & considered good)	1330001		1213050
Trade receivables - Others (Unsecured & considered good)	1337500		1248250
		2667501	2353100
<b>Note 11</b>			
<b><u>Cash and cash equivalents</u></b>			
Cash Balance	831865		771142
Balance with Banks:			
On Deposit Account			
On Current Account	1174207		343792
		2006072	1114934
<b>Note 12</b>			
<b><u>Short-term loans and advances</u></b>			
Advances recoverable in cash or kind or for value to be received.			
Unsecured and considered good :	1724000		1754000
Advances :			
for Purchases and Sundries	386000		0
Advance income tax (Net of provision)	0		0
Duties and Taxes	717456		700080
		2827456	2454080
<b>Note 13</b>			
<b><u>Other Current Assets</u></b>			
Advances /security deposit	111600		111600
Advances recoverable in cash or kind or for value to be received.	20000		20000
Preliminary Expenses	0		0
		131600	131600
<b>Note 14</b>			
<b><u>Revenue from operations</u></b>			
Income From books Sales	9621850		9537850
		9621850	9537850
<b>Note 15</b>			
<b><u>Other Income</u></b>			
Interest Receipts	4953		0
Miscellaneous Income	2100		4514
		7053	4514
<b>Note 16</b>			
<b><u>Cost of materials consumed</u></b>			
Opening Stock	0		0
Purchases	0		0
	0		0
Less : Closing Stock	0		0
Materials consumed	0		0
<b>Note 17</b>			
<b><u>Changes in inventories of finished goods, work-in-progress and Stock-in-Trade</u></b>			
Opening work-in-progress	0		0



Closing work-in-progress		0	0
		0	0
<b>Note 18</b>			
<b><u>Employee benefit expenses</u></b>			
Managerial Remuneration *		1605000	1712750
Salaries, Wages & Bonus		435300	436300
Employees Welfare Expenses		151850	156400
		<b>2192150</b>	<b>2305450</b>
<b>Note 19</b>			
<b><u>Financial Charges</u></b>			
Interest - others		0	0
Bank Charges		0	0
		<b>0</b>	<b>0</b>
<b>Note 20</b>			
<b><u>Depreciation and Amortization expense</u></b>			
Depreciation		623755	808143
Deferred revenue / Amortization		2538283	1929450
		<b>3162038</b>	<b>2737593</b>
<b>Note 21</b>			
<b><u>Other expenses</u></b>			
Rent		240000	240000
Advertisement /Sales Promotion Exp		2081900	2132600
Admin Charges		0	0
Certification & Registration expenses		0	0
Company Formation expenses		0	0
Petty cash expenses		272955	297400
Miscellaneous Expenses		542300	581800
Printing & Stationery		772250	805400
Travelling Expenses		552500	573800
Income tax paid		1183	0
<b><u>Payments to the auditor as</u></b>			
Statutory Auditor		10000	10000
		<b>4473088</b>	<b>4641000</b>

FOR HASHIM & ASSOCIATES ,

For and On Behalf of the Board of Directors

----SD-----

A.SHEIK MOHAMED HASHIM .

K.CHANDRAMOULEESWARAN

KRISHNAN.C

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

MANAGING DIRECTOR  
DIN : 06567258

DIRECTOR  
DIN : 06567254

Date: 15 , May , 2024.  
UDIN NO : 24020991BKGRFD6641

Krishnan  
Compliance Officer

VISHNU VISWANATHAN  
CFO



## Depreciation Statement as on 31 March 2024

In Rupees

Depreciation statement for the year ended 31.3.2024					SLM					
PARTICULARS	COST OF ASSET	WDV 01.04.2023	ADDITION 2023-24	DELETION 2023-24	TOTAL	RATE%	DAYS	RETAINED EARNINGS	DEPN	WDV 31.03.2024
<b>PLANT &amp; MACHINERY</b>										
	0.00	0.00	0.00	0.00	0.00			0.00	0.00	0.00
<b>OFFICE EQUIPMENTS</b>										
	0.00	0.00	0.00	0.00	0.00			0.00	0.00	0.00
<b>COMPUTERS</b>										
UPS	1356.00	216.08			216.08				216.08	0.00
INTERNET DOMAIN	898.00	141.76			141.76				141.76	0.00
COMPUTER DESIGN SOFTWARES	2609.00	411.88			411.88				411.88	0.00
INTERNET DOMAIN-1	6675.00	1053.76			1053.76				1053.76	0.00
COMPUTER DESIGN-1	295067.00	46581.24			46581.24				46581.24	0.00
COMPUTER DESIGN-2	400224.00	63182.04			63182.04				63182.04	0.00
UPS BATTERY	2374.00	374.76			374.76				374.76	0.00
INTERNET DOMAIN-2	7342.00	1159.04			1159.04				1159.04	0.00
COMPUTER DESIGN-3	9980.00	1575.64			1575.64				1575.64	0.00
INTERNET DOMAIN	4118.00	650.08			650.08				650.08	0.00
COMPUTER DESIGN-4	1661900.00	262358.60			262358.60				262358.60	0.00
COMPUTER DESIGN-5	1284268.00	202743.12			202743.12				202743.12	0.00
COMPUTERS AND ACCESSORIES	41264.00	13757.42			13757.42				13757.42	0.00
MOBILE PHONES	8890.00	2963.92			2963.92				2963.92	0.00
	372665.00	597169.34	0.00	0.00	597169.34			0.00	597169.34	0.00
<b>VEHICLES</b>										
VEHICLES	6007.00	2202.56			2202.56				951.11	1251.45
VEHICLES	32060.00	11755.32			11755.32				5076.17	6679.15
CAR	2555.00	936.84			936.84				404.54	532.30
VEHICLES-1	10477.00	3841.56			3841.56				1658.86	2182.70
	51099.00	18736.28	0.00	0.00	18736.28			0.00	8090.68	10645.61
<b>FURNITURE AND FITTINGS</b>										
Furniture-1	10779.00	6682.99			6682.99				1024.01	5658.99
Furniture-2	3099.00	1921.20			1921.20				294.41	1626.80
Furniture-3	3519.00	2181.79			2181.79				334.31	1847.49
Furniture-4	21306.00	13208.86			13208.86				2024.07	11184.79
Furniture-5	24082.00	14930.84			14930.84				2287.79	12643.05
Furniture-6	11446.00	7096.26			7096.26				1087.37	6008.89
Furniture-7	11755.00	7288.11			7288.11				1116.73	6171.39
Furniture-8	11332.00	7025.84			7025.84				1076.54	5949.30
Furniture-9	185000.00	0.00	185000.00		185000.00				9250.00	175750.00
	282318.00	60335.89	185000.00	0.00	245335.89			0.00	18495.21	226840.68
<b>GRAND TOTAL</b>	<b>4060382.00</b>	<b>676241.51</b>	<b>185000.00</b>	<b>0.00</b>	<b>861241.51</b>			<b>0.00</b>	<b>623755.23</b>	<b>237486.29</b>

FOR HASHIM & ASSOCIATES ,

For and On Behalf of the Board of Directors

-----SD-----

A.SHEIK MOHAMED HASHIM .

K.CHANDRAMOULEESWARAN

KRISHNAN.C

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

MANAGING DIRECTOR  
DIN : 06567258

DIRECTOR  
DIN : 06567254

Date: 15 , May , 2024.  
UDIN NO : 24020991BKGRFD6641

Krishnan  
Compliance Officer

VISHNU VISWANATHAN  
CFO





**STATEMENT OF CASH FLOWS AS AT 31<sup>ST</sup> MARCH, 2024.**

**(Rs. In Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
<b><u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
Profit Before Tax	(1.98)	(1.42)
<u>Adjustments for items:-</u>		
Income tax Expenses recognised in the statement of profit and loss		
Depreciation and amortisation Expenses	31.62	27.38
Net loss / Gain on sale of property , plant and equipment		
Finance costs		
Interest income		
Dividend income from subsidiary		
Gain on sale of Current Investments		
Rental Income From Operating Leases		
Impairment loss on Financial Assets		
Impairment of Investments ( Including investments pending Allotment)		
Impairment of Loans		
Adjustment for Prior Period Items		
<b>Operating Profit Before Working Capital Changes</b>	<b>29.64</b>	<b>25.96</b>
<u>Working capital changes</u>		
<u>Adjustments for Increase / Decrease in Operating Assets :</u>		
<u>Inventories</u>		
Trade receivables	2.06	1.08
Bank balances not Considered as cash and cash equivalents- Margin deposit account		
Other current assets		
Other Non current Financial Assets	3.73	(0.01)
<u>Adjustments for Increase/Decrease in Operating Liabilities:</u>		
<u>Trade payables</u>		
<u>Other Financial Liabilities</u>		
<u>Other Current Liabilities</u>		
Other /non current Liabilities ( provisions)	(0.22)	(0.03)
Cash generated from operations	11.99	6.92
Direct Taxes paid	0.01	0.00
<b>Net cash flow from operating activities(A)</b>	<b>47.21</b>	<b>33.92</b>
<b><u>CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
Sale/ (Purchase) of property, Plant and Equipments ,Including Capital Advances ( Net of Capital Subsidy)	(38.30)	(38.95)
Purchase of Current Investments (net) (Increase) /Decrease in Margin Deposit accounts		
Proceeds from Sale of property ,Plant and Equipment		
Investment in term Deposits (having Original Maturity of More than 3 Months )		
Loans to Related Party (Net of Repayment)		
<u>Purchase of Non Current Investments :</u>		
- Subsidiaries (including investment Pending Allotment)		



Purchase / proceeds from sale of non- current Investments		
Interest Received From		
- Subsidiaries		
- Others		
Dividend Received from Subsidiary		
Rental Income Received from Operating Leases		
Increase in Non-Current Investments		
<b>Cash used/Generated for Investing activities(B)</b>	<b>(38.30)</b>	<b>(38.95)</b>
<b><u>CASH FLOW FROM FINANCING ACTIVITIES</u></b>	<b>-</b>	<b>-</b>
Net proceeds From long term borrowings		
Net proceeds from short term borrowings		
Proceeds from Issue of equity Shares	0	0
Redemption of Redeemable Preference Shares (at Premium)		
<b>Net-cash flow from financing activities(c )</b>	<b>0</b>	<b>0</b>
<b>Net cash-flow during the year (A+B+C)</b>	<b>8.91</b>	<b>(5.03)</b>
Add : Opening cash and cash-equivalents	11.15	16.18
<b>Closing cash and cash equivalents</b>	<b>20.06</b>	<b>11.15</b>
<b>Closing cash and cash equivalents Comprises of</b>		
(a ) Cash in Hand	8.32	7.71
(b) Balances With Bank :		
(i) In Currents accounts	11.74	3.44
(ii) In EEFC Accounts		
	<b>20.06</b>	<b>11.15</b>

FOR HASHIM & ASSOCIATES ,

For and On Behalf of the Board of Directors

----SD-----

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

K.CHANDRAMOULEESWARAN  
MANAGING DIRECTOR  
DIN : 06567258

KRISHNAN.C  
DIRECTOR  
DIN : 06567254

Date: 15 , May , 2024.  
UDIN NO : 24020991BKGRFD6641

Krishnan  
Compliance Officer

VISHNU VISWANATHAN  
CFO



## Notes on Accounts and Significant Accounting Policy

### NOTE 24 :

#### NOTES ON ACCOUNTS

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

#### 7. foreign currency Transactions Nil

(a) Earning in foreign currency Nil

(b) Expenditure in foreign currency in all accounts Nil

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

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

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

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

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

11. Company's liabilities towards gratuity is Nil.

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

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

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

#### 15. Payments to Directors :

i) Salary & Bonus:

Sr.No	Particulars	Managing Director	Director	WTD	Total
1		CHANDRAMOULEESWARAN	KRISHNAN	PALANIVELAMMAL	
1	Gross salary	5,70,000	540000	315000	1425000
2	Stock options	-	-	-	-
3	Sweat equity	-	-	-	-
4	Commission	-	-	-	-
5	Others ,Please Specify	-	-	-	-
Total		570000	540000	315000	1425000

ii) Interest on other loans is Nil



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

Particulars	2023-2024	2022-2023
a) Net profit After tax	-198,373/-	-141,679/-
Weighted No. of Equity Shares (In Numbers)	2106536	2106536
Basic & Diluted Earnings per Share (A/B)	-0.09	-0.07
) Nominal value per share	R.10	R.10

**18. SEGMENT REPORTING :**

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

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

1. List of related parties and nature of relationships:

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

a) Associates : Nil

b) Key Managerial Personnel :

Sr.No	Particulars	Managing director	WTD	WTD	Total
1		CHANDRAMOULEESWARAN	KRISHNAN	PALANIVELAMMAL	
1	Gross salary	570,000	540,000	315,000	1425,000
2	Stock options	-	-	-	-
3	Sweat equity	-	-	-	-
4	Commission	-	-	-	-
5	Others ,Please Specify	-	-	-	-
<b>Total</b>		<b>570,000</b>	<b>540,000</b>	<b>315,000</b>	<b>1425,000</b>

c. Remuneration to other Directors: Nil

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

Sr.No	Particulars	Key managerial personnel	Total
1		KOMAL JAIN (CS)	
1	Gross salary	180,000	180,000
2	Stock options	-	-
3	Sweat equity	-	-
4	Commission	-	-
5	Others ,Please Specify	-	-
<b>Total</b>		<b>180000</b>	<b>180000</b>

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



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

Particulars	Particulars	Particulars
Name(s) of the related party and nature of relationship	REAL VENTURES	BULLS AND BEARS CAPITAL
Nature of contracts/ arrangements/ transactions	CONTENT DEVELOPMENT	CONTENT DEVELOPMENT
Duration of the contracts / arrangements/ transactions	ONGOING	ONGOING
Salient terms of the contracts or arrangements or transactions including the value, if any	Price charged for the transaction shall be based on prevailing market price and shall not be less than price charged for such transaction to unrelated third-party customer having such dealing or transaction with them.Rs.19,80,000/-	Price charged for the transaction shall be based on prevailing market price and shall not be less than price charged for such transaction to unrelated third-party customer having such dealing or transaction with them.Rs.18,50,000/-
Date(s) of approval by the Board if any	-	-
Amount paid as advances if any	NA	NA

21. Ratio Analysis:

S.no	Particulars	2023-24	2022-23	Changes in %
1	Current Ratio	346.06	176.06	96.5%
2	Debt Equity Ratio	0.00	0.00	0.00
3	Debt Coverage Ratio	100	100	100
4	Return on equity	0.07	0.07	-0.01
5	Inventory Turnover Ratio	NA	NA	NA
6	Trade receivable turnover ratio	3.60	0.96	-11.11
7	Trade payable Turnover ratio	NA	NA	NA
8	Net Capital Turnover Ratio	3.57	3.88	-8.67
9	Net Profit Ratio	-1.98	-1.49	32.92%
10	Return on Capital Employed	-0.1098	-0.0956	14.93%
11	Return on Investment	NA	NA	NA

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

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



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

**25. Other Statutory Information:**

a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall: - Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("ultimate Beneficiaries") by or on behalf of the Company or - provide any guarantee, security or the like to or on behalf of the Ultimate beneficiaries.

b) No funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall - Directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or - Provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

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

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

e) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

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

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

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

## NOTE NO. 25 SIGNIFICANT ACCOUNTING POLICIES

### 1. BASIS OF ACCOUNTING:

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

### 2. REVENUE RECOGNITION :

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

### 3. FIXED ASSETS:

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

### 4. DEPRECIATION:

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



**5. INVENTORIES:**

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

**6. CONTINGENT LIABILITY:**

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

**7. EMPLOYEE BENEFITS:**

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

**8. BORROWING COST:**

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

**9. FOREIGN CURRENCY TRANSACTIONS: Nil.**

**10. TAXES ON INCOME :**

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

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

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

**12. INVESTMENTS:**

Investments are stated at cost.

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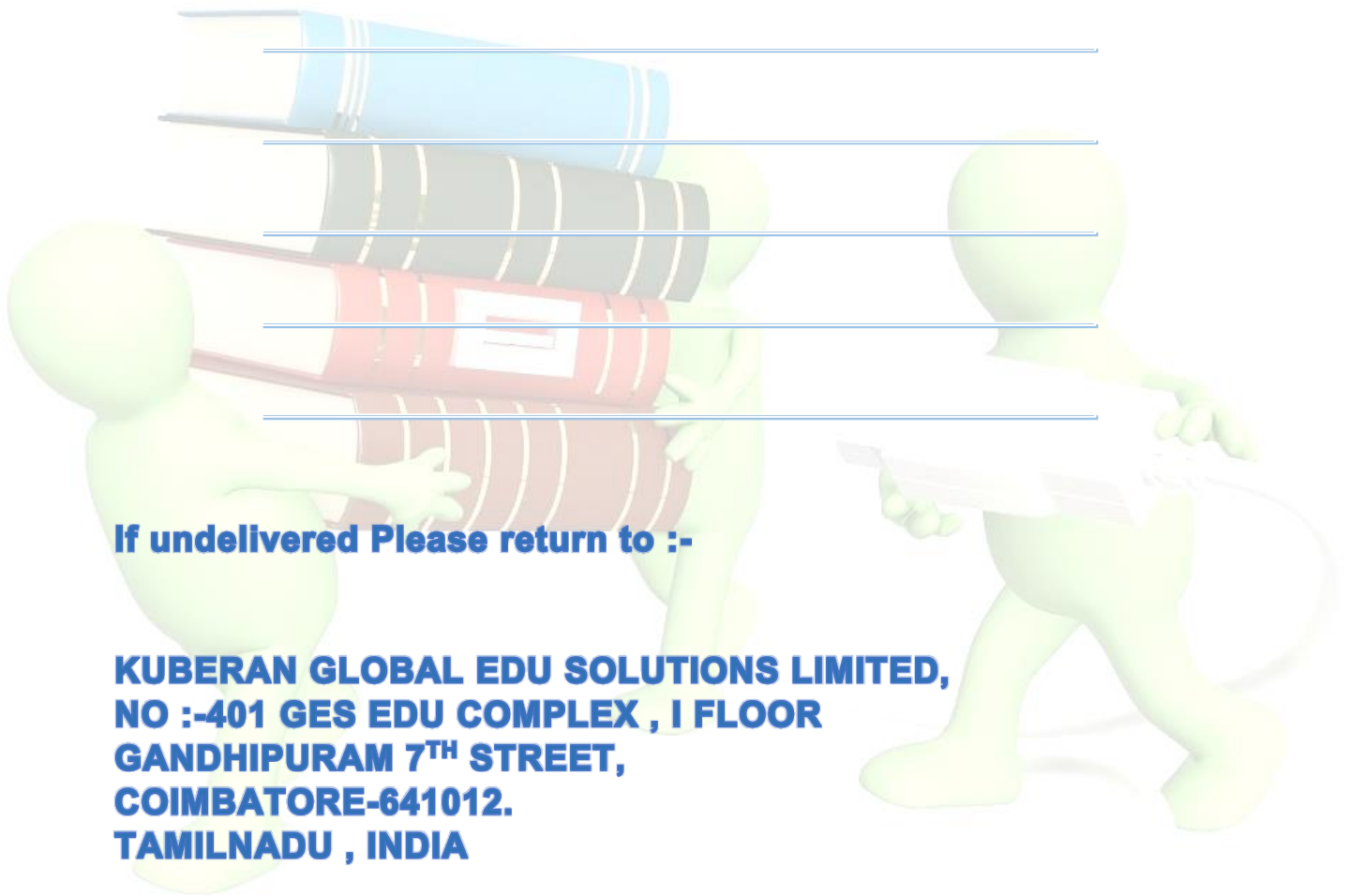






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