



KUBERAN GLOBAL EDU SOLUTIONS LIMITED,
L80900TZ2013PLC019519, BSE scrip code : 543289
NO :401 GES COMPLEX ,1ST FLOOR ,7TH STREET , Gandhipuram ,CBE -641012.
Phone :9944488001 , Email :investor@kgesltd.in

Dated:30.10.2024

To,
BSE Limited
Corporate Services Department,
Phiroze Jeejeebhoy Towers,
1st Flo
or, Dalal Street, Fort,
Mumbai – 400001

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations, 2015)

Dear Sir/Madam,

Pursuant to Regulation 30 and Regulation 30A of SEBI (LODR) Regulations, 2015 read with Clause 5A of Para A of Part A of Schedule III of the SEBI Listing Regulations and SEBI circular No. SEBI/HO/CFD/CFDPoD1/P/CIR/2023/123 dated July 13, 2023, we hereby like to inform that **Mr. Chandramouleeswaran K, Mr. Krishnan C, Mrs. Palanivelammal K, M/s. K Chandramouleeswaran HUF, M/s. Krishnan C HUF, Master. Krishnachandran C, M/s. Bulls and Bears Capital**, the promoter/Promoter Group of our Company (hereinafter referred to as 'Sellers') has entered into a Share Purchase Agreement on 30.10.2024 with **M/s. Hathor Corporate Advisors LLP** (hereinafter referred to as 'Acquirer') under which the Acquirer proposes to acquire 13,67,657 equity shares representing 64.92% of the paid-up share capital of our Company at INR 17/- each equity share amounting to total consideration of INR 2,32,50,169 (Rupees Two Crores Thirty-Two Lakhs Fifty Thousand One Hundred and Sixty-Nine only)

Pursuant to entering into such Share Purchase Agreement, the Acquirer has triggered the requirement to make an open offer to the shareholders of the Target Company in terms of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011. Further, we wish to inform you that the Company has received Public Announcement pertaining to Open Offer under SEBI (SAST) Regulations, 2011 on 30.10.2024 through Manager to the Open Offer i.e., Swaraj Shares and Securities Private Limited, on behalf of the Acquirer. The copy of Public Announcement, as received is enclosed herewith.



KUBERAN GLOBAL EDU SOLUTIONS LIMITED,
L80900TZ2013PLC019519, BSE scrip code : 543289
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Further, the details required in terms of Regulation 30 of the SEBI (LODR) Regulations, 2015, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed herewith as ***Annexure I***

Kindly take the same on your record.

Thanking you.

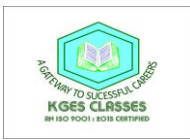
Yours Sincerely,

FOR KUBERAN GLOBAL EDU SOLUTIONS LIMITED

Mr. Chandramouleeswaran Krishnan
(Managing Director)

DIN: 06567258

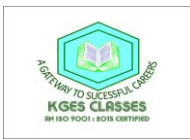
Date: 30th October,2024



Annexure-1

Disclosures/ Details of Agreement pursuant to Regulation 30(2) and 30A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III thereof and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Particulars	Details
Name of the party entering into such an agreement and the relationship with the listed entity	<p>Mr. Chandramouleeswaran K, Mr. Krishnan C, Mrs. Palanivelammal K, M/s. K Chandramouleeswaran HUF, M/s. Krishnan C HUF, Master. Krishnachandran C, M/s. Bulls and Bears Capital,</p> <p>the Promoter & Promoter Group of our Company selling 13,67,657 equity shares representing 64.92% of the paid-up share capital of our Company to the Acquirer</p>
Details of the counterparties to the agreement (including name and relationship with the listed entity)	<p>M/s. Hathor Corporate Advisors LLP is the Acquirer, acquiring 13,67,657 equity shares representing 64.92% of the paid-up share capital of our Company from Promoter & Promoter Group of our Company through the Share Purchase Agreement entered on 30.10.2024</p> <p>Acquirer do not have any relationship with our Company. However PAC of Acquirer (i.e., Plutus Capital Management LLP) holds 1,06,000 equity shares representing 5.03 % of our Company on the date of entering into SPA.</p>
Date of entering into the agreement	30.10.2024
purpose of entering into the agreement	The Acquirer has entered the SPA with the Sellers for acquisition of substantial shares and control over the Company
shareholding, if any, in the entity with whom the agreement is executed;	<p>Not Applicable for Acquirer.</p> <p>However PAC of Acquirer (i.e., Plutus Capital Management LLP) holds 1,06,000 equity shares representing 5.03 % of our</p>



	Company on the date of entering into SPA.
significant terms of the agreement (in brief)	<p>The SPA is entered between Acquirer and Sellers under which the Acquirer agrees to acquire, and seller agrees to sale 13,67,657 equity shares representing 64.92% of the paid-up share capital of our Company</p> <p>The brief terms are mentioned below :</p> <p>Date of entering SPA: 30.10.2024</p> <p>Consideration - Rs. 2,32,50,169 (Rupees Two Crores Thirty-Two Lakhs Fifty Thousand One Hundred and Sixty-Nine only)</p>
extent and the nature of impact on management or control of the listed entity;	Pursuant to the completion of open offer, the Acquirer will be classified into the promoter of our Company and existing member of promoter and promoter group will be classified into Non Promoter category, in terms of the Regulation 31A (10) of SEBI (LODR) Regulations, 2015. Thus, the Acquirer will acquire control over the Company.
Details and quantification of the restriction or liability imposed upon the listed entity	Nil
whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No, Acquirer is not related to promoter/promoter group/group companies on any manner.
whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	No, the transaction would not fall within related party transactions
in case of issuance of shares to the parties, details of issue price, class of shares issued;	Not applicable
any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	Not applicable



<p>in case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s):</p> <ul style="list-style-type: none">i. name of parties to the agreement;ii. nature of the agreement;iii. date of execution of the agreement;iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier)v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	<p>Not applicable</p>

Wednesday, October 30, 2024

To,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400001,
Maharashtra, India.

Subject : Submission of Public Announcement to the Public Shareholders of the Kuberan Global Edu Solutions Limited.
Reference : Open Offer made by Hathor Corporate Advisors LLP (Acquirer), and Plutus Capital Management LLP (PAC) for acquisition of up to 5,47,700 Offer Shares representing 26.00% of the Voting Share Capital from the Public Shareholders of the Kuberan Global Edu Solutions Limited.

Dear Sir/ Madam,

We would like to inform you that, in accordance with the provisions of Regulation 12 (1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, including subsequent amendments ('SEBI (SAST) Regulations'), Swaraj Shares and Securities Private Limited, has been appointed as the Manager to the Offer ('Manager'), by Hathor Corporate Advisors LLP (Acquirer), and Plutus Capital Management LLP (PAC). The Acquirer along with PAC have announced an Open Offer in compliance with the provisions of Regulations 3(1) and 4 and such other applicable regulations of the SEBI (SAST) Regulations, for the acquisition of up to 5,47,700 Offer Shares representing 26.00% of the Voting Share Capital of Kuberan Global Edu Solutions Limited ('Target Company') from its Public Shareholders. The Offer Price of ₹18/- has been Offer has been determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations per Offer Share, payable in cash, assuming full acceptance aggregating to a maximum consideration of aggregating to an amount of ₹98,58,600.00/- that will be offered to the Public Shareholders who validly tender their Offer Shares.

This Offer is triggered in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulations, pursuant to the execution of the Share Purchase Agreement dated Wednesday, October 30, 2024, wherein the Acquirer has agreed to acquire 13,67,657 Sale Shares representing 64.92% of the Voting Share Capital of the Target Company from the Selling Promoters Shareholders, at a negotiated price of ₹17.00/- per Sale Share, aggregating to an amount of ₹2,32,50,169.00/-, payable subject to the terms and conditions specified in the said Share Purchase Agreement.

In this regard, and in compliance with the provisions of Regulations 13, 14, 15, and such other applicable provisions and in accordance with the requirements under the SEBI (SAST) Regulations, we hereby submit a copy of the Public Announcement for your records. We kindly request you to upload the Public Announcement on your website at the earliest.

We trust that the above is in order and remain at your disposal should you require any further information.

Thank you for your attention to this matter.

Yours faithfully,

For Swaraj Shares and Securities Private Limited


Mr. Tanmoy Banerjee
(Director)
Encl.: As above

Swaraj Shares and Securities Private Limited

 tanmoy@swarajshares.com  pankita@swarajshares.com  www.swarajshares.com
 +91 9874283532  +91 8097367132

Registered Office - 21 Hemant Basu Sarani, 5th Floor, Room No 507, Kolkata - 700001, West Bengal, India

Branch Office - Unit 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri Kurla Road, Andheri East, Mumbai - 400093,
Maharashtra, India

PUBLIC ANNOUNCEMENT UNDER THE PROVISIONS OF REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13 (1), 14, AND 15 (1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMENDMENTS THERETO

**FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF
KUBERAN GLOBAL EDU SOLUTIONS LIMITED**

Corporate Identification Number: L80900TZ2013PLC019519.

Registered Office: 401 GES Complex, 1st Floor 7th Street Gandhipuram, Coimbatore, Coimbatore-641012, Tamil Nadu, India;

Contact Number: +91-0422-4348001; **Email Address:** investor@kgesltd.in; **Website:** www.kgesltd.in;

OPEN OFFER FOR ACQUISITION OF UP TO 5,47,700 OFFER SHARES REPRESENTING 26.00% OF THE VOTING CAPITAL OF KUBERAN GLOBAL EDU SOLUTIONS LIMITED, THE TARGET COMPANY, FROM ITS PUBLIC SHAREHOLDERS AT AN OFFER PRICE OF ₹18.00/-, PAYABLE IN CASH, BY M/S. HATHOR CORPORATE ADVISORS LLP (ACQUIRER), ALONG WITH THE PERSON ACTING IN CONCERT, M/S. PLUTUS CAPITAL MANAGEMENT LLP (PAC), PURSUANT TO AND IN COMPLIANCE WITH THE PROVISIONS OF REGULATIONS 3 (1) AND 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED.

This Public Announcement is being issued by Swaraj Shares and Securities Private Limited, the Manager to the Open Offer ('Manager'), for and on behalf of the Acquirer and the PAC to the Public Shareholders of the Target Company pursuant to, and in compliance with the provisions of Regulations 3(1), and 4 read with Regulations 13, 14, and 15(1) and other applicable provisions of the SEBI (SAST) Regulations.

1. DEFINITIONS AND ABBREVIATIONS

For the purpose of this Public Announcement, the following terms shall have the same meanings assigned to them below:

- 1.1. **'Acquirer'** refers to M/s. Hathor Corporate Advisors LLP, a Limited Liability Partnership, registered under Limited Liability Partnership Act, 2008, bearing LLPIN 'AAO-6141', bearing Permanent Account Number 'AAMFH0511R' allotted under the Income Tax Act, 1961, having its registered office at 604, Centrum, Opp.TMC Office, Near Satkar Grande Hotel, Wagle Estate, Thane - 400604, Maharashtra, India.
- 1.2. **'BSE'** is the abbreviation for BSE Limited being the only stock exchange on which the Equity Shares of the Target Company are listed.
- 1.3. **'CIN'** means Corporate Identification Number issued under the Companies Act, 1956/ Companies Act, 2013, and the rules made thereunder.
- 1.4. **'LLPIN'** means Limited Liability Partnership Identification Number issued under Limited Liability Partnership Act, 2008.
- 1.5. **'DIN'** means Director Identification Number issued and allotted under the Companies Act 1956/ Companies Act, 2013, and the rules made thereunder.
- 1.6. **'Equity Shares'** means fully paid-up equity shares of face value of ₹10.00/- each.
- 1.7. **'Identified Date'** means the date falling on the 10th Working Day prior to the commencement of the Tendering Period for the Offer, for the purposes of determining the Public Shareholders to whom the Letter of Offer shall be sent. It is clarified that all the Public Shareholders (registered or unregistered) who own Equity Shares are eligible to participate in this Offer at any time before expiry of the Tendering Period.
- 1.8. **'ISIN'** is the abbreviation for International Securities Identification Number.
- 1.9. **'Manager'** refers to Swaraj Shares and Securities Private Limited, the Manager to the Offer.
- 1.10. **'Offer'** means an open offer being made by the Acquirer and the PAC for acquisition of up to 5,47,700 Offer Shares representing 26.00% of the Voting Share Capital of the Target Company, at an offer price of ₹18.00/- per Offer Share, to the Public Shareholders of the Target Company, payable in cash, assuming full acceptance aggregating to a maximum consideration of ₹98,58,600.00/-, that will be offered to the Public Shareholders who validly tender their Offer Shares in the Offer.

- 1.11. **‘Offer Documents’** shall mean Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendation of the Committee of the Independent Directors of the Company, Pre-Offer Cum Corrigendum to Detailed Public Statement, and Post Offer Public Announcement, and any other notices, advertisements, and corrigendum issued by or on behalf of the Manager.
- 1.12. **‘Offer Period’** means the period from the date of entering into an agreement, to acquire the Sale Shares, and Voting Share Capital in, or control over, the Target Company requiring a Public Announcement or the date on which the Public Announcement has been issued by the Acquirer and the PAC, i.e. Wednesday, October 30, 2024 and the date on which the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be.
- 1.13. **‘Offer Price’** is a price of ₹18.00/- per Offer Share, to the Public Shareholders of the Target Company, payable in cash, assuming full acceptance aggregating to a maximum consideration of aggregating to an amount of ₹98,58,600.00/-, that will be offered to the Public Shareholders who validly tender their Equity Shares in the Offer.
- 1.14. **‘Offer Shares’** means an open offer being made by the Acquirer and the PAC for acquisition of up to 5,47,700 Offer Shares, representing 26.00% of the Voting Share Capital of the Target Company.
- 1.15. **‘Promoters’** refers to the existing promoters of the Target Company (accordance with the provisions of Regulations 2 (1) (s), and 2 (1) (t) of the SEBI (SAST) Regulations, read with Regulations 2 (1) (oo) and 2 (1) (pp) of the SEBI (ICDR) Regulations), in this case, namely being, Mr. Chandramouleeswaran Krishnan, Mrs. Palanivelammal K, Mr. Krishnan C, M/s. Krishnan HUF, Master. Krishnachandran C and, Krishnan C.
- 1.16. **‘PAN’** is the abbreviation for Permanent Account Number allotted under the Income Tax Act, 1961.
- 1.17. **‘PAC’** refers to M/s. Plutus Capital Management LLP, a Limited Liability Partnership, registered under Limited Liability Partnership Act, 2008, bearing LLPIN ‘AAG-5543’, bearing Permanent Account Number ‘AASFP6835A’ allotted under the Income Tax Act, 1961, having its registered office at 604, Centrum, Opp.TMC Office, Near Satkar Grande Hotel, Wagle Estate, Thane - 400604, Maharashtra, India.
- 1.18. **‘Public Announcement’** means the Public Announcement dated Wednesday, October 30, 2024, issued in accordance and compliance with the provisions of Regulations 3(1), and 4 read with Regulations 13 (1), 14, and 15 (1) of the SEBI (SAST) Regulations.
- 1.19. **‘Public Shareholders’** shall mean all the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, excluding the Acquirer, the existing Promoters of the Target Company, parties to the Share Purchase Agreement, and persons deemed to be acting in concert with such parties.
- 1.20. **‘Sale Shares’** collectively refers to 13,67,657 Equity Shares representing 64.92% of the Voting Share Capital of the Target Company, to be acquired from the Selling Promoter Shareholders.
- 1.21. **‘SCRR’** means Securities Contract (Regulation) Rules, 1957, as amended.
- 1.22. **‘SEBI’** means Securities and Exchange Board of India.
- 1.23. **‘SEBI (ICDR) Regulations’** refers to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subsequent amendment thereto.
- 1.24. **‘SEBI (LODR) Regulations’** refers to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto.
- 1.25. **‘SEBI (SAST) Regulations’** refers to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendment thereto.
- 1.26. **‘Selling Promoter Shareholder’** refers to the existing promoter, Mr. Chandramouleeswaran Krishnan, Mr. Krishnan C, Ms. Palanivelammal K, M/s. K Chandramouleeswaran HUF, M/s. Krishnan C HUF, Master. Krishnachandran C, under guardianship of Mr. Krishnachandran C., M/s. Bulls and Bears Capital, represented by its Partner Mr. Krishnan C, who have entered into a Share Purchase Agreement dated Wednesday, October 30, 2024, with Acquirer.

- 1.27. **‘Share Purchase Agreement with the Selling Promoter Shareholder’** refers to the share purchase agreement dated Wednesday, October 30, 2024, executed between the Acquirer and the Selling Promoter Shareholder, pursuant to which the Acquirer have agreed to acquire 13,67,657 Sale Shares representing 64.92% of the Voting Share Capital of the Target Company, at an negotiated price of ₹17.00/- per Sale Share, aggregating to a maximum consideration of ₹2,32,50,169.00/-, payable subject to the terms and conditions specified in the said Share Purchase Agreement.
- 1.28. **‘Share Purchase Agreement’** refers to the Share Purchase Agreement entered by the Acquirer with the Selling Promoter Shareholder.
- 1.29. **‘Target Company’** or **‘KGES’** refers to M/s Kuberan Global Edu Solutions Limited, a public limited company incorporated under the provisions of the Companies Act, 1956, bearing corporate identity number ‘L80900TZ2013PLC019519’, bearing Permanent Account Number ‘AAFCK2104B’ allotted under the Income Tax Act, 1961, with its registered office located at 401 GES Complex Ist Floor 7th Street Gandhipuram, Coimbatore, Coimbatore-641012, Tamil Nadu, India.
- 1.30. **‘Tendering Period’** shall have the meaning ascribed to it under Regulation 2(1) (za) of the SEBI (SAST) Regulations.
- 1.31. **‘Voting Share Capital’** shall mean the total voting Equity Share capital of the Target Company on a fully diluted basis expected as of the 10th Working Day from the closure of the Tendering Period for the Offer.
- 1.32. **‘Working Day’** refers to the day which shall have the meaning ascribed to it under Regulation 2(1)(zf) of the SEBI (SAST) Regulations.

2. OFFER DETAILS

Offer Size	The Acquirer and the PAC hereby make this Offer to the Public Shareholders of the Target Company to acquire up to 5,47,700 Offer Shares representing 26.00% of the Voting Share Capital of the Target Company, subject to the terms and conditions specified in this Public Announcement, and the Offer Documents, that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
Offer Price / Consideration	The Offer is being made at a price of ₹18.00/- per Offer Share. The Equity Shares of the Target Company are frequently traded in accordance with the provisions of Regulation 2 (1) (j) of the SEBI (SAST) Regulations, and the Offer Price has been determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations. Assuming full acceptance under this Offer, the aggregate consideration payable to the Public Shareholders in accordance with the SEBI (SAST) Regulations will be ₹98,58,600.00/-, that will be offered to the Public Shareholders who validly tender their Equity Shares in the Offer.
Mode of Payment	The Offer Price will be paid in cash by the Acquirer and the PAC in accordance with the provisions of Regulation 9 (1) (a) of the SEBI (SAST) Regulations and in accordance with the terms and conditions mentioned in this Public Announcement and to be set out in the Offer Documents proposed to be issued in accordance with the SEBI (SAST) Regulations.
Type of Offer	This Underlying Transaction will result in the Acquirer and the PAC acquiring more than 25.00% of the Voting Share Capital of the Target Company. Hence, this Offer is a triggered mandatory open offer in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulation pursuant to the execution of the Share Purchase Agreement for acquisition of substantial number of equity shares, voting rights, and control over the Target Company. This Offer is not subject to any minimum level of acceptance.

3. TRANSACTION WHICH HAS TRIGGERED THE OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

- 3.1. The Acquirer shall acquire 13,67,657 Sale Shares representing 64.92% of the Voting Share Capital of the Target Company, upon consummation of the Share Purchase Agreement.
- 3.2. The aforesaid Underlying Transaction will result in the Acquirer acquiring more than 25.00% of the Voting Share Capital of the Target Company. Hence, this Offer is a triggered mandatory open offer in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulation pursuant to the execution of the Share Purchase Agreement for acquisition of substantial number of equity shares, voting rights, and control over the Target Company.
- 3.3. Upon acquisition of Sale Shares as contemplated in the Share Purchase Agreement, and post successful completion of the Offer, the Acquirer along with the PAC will acquire control over the Target Company. The Acquirer along with the PAC shall make an application for classification of themselves as the ‘Promoter and Promoter Group’ to become the promoters of the Target Company in accordance with the provisions of the SEBI (LODR) Regulations.

- 3.4. The proposed sale and purchase of Sale Shares by the Selling Promoter Shareholders and the Acquirer, respectively as described, under the Share Purchase Agreement is referred to as the “Underlying Transaction”. A tabular summary of the Underlying Transaction is set out below:

Particulars		Underlying Transactions
Type of Transaction (direct/ indirect)		Direct Acquisition
Mode of Transaction (Agreement/ Allotment/ Market purchase)		The Acquirer and the Selling Promoter Shareholder have entered and executed a Share Purchase Agreement as on the date of the Public Announcement, in pursuance of which the Acquirer has agreed to acquire 13,67,657 Sale Shares representing 64.92% of the Voting Share Capital of the Target Company at a negotiated price of ₹17.00/- per Sale Share, aggregating to a maximum consideration of ₹2,32,50,169.00/-, payable subject to the terms and conditions specified in the said Share Purchase Agreement with the Selling Promoter Shareholder. Consequently, the Acquirer along with the PAC shall acquire substantial Voting Share Capital along with complete control over the management of the Target Company after the successful completion of this Offer.
Equity Shares/ Voting rights proposed to be acquired (in pursuance of the Share Purchase Agreement)	Number of Equity Shares	13,67,657
	% vis-à-vis Voting Share Capital	64.92%
Total Consideration for Equity Shares / Voting Rights acquired (for acquisitions made in pursuance of Share Purchase Agreement)		₹2,32,50,169.00/-
Mode of payment (Cash/ securities)		Cash
Regulation which has triggered		Regulations 3(1) and 4 of the SEBI (SAST) Regulations

4. DETAILS OF THE ACQUIRER AND THE PAC

Details		Acquirer	PAC	Total
Name of the Acquirer / PAC		M/s. Hathor Corporate Advisors LLP	M/s. Plutus Capital Management LLP	--
Address of the Acquirer / PAC		604, Centrum, Opp. TMC Office, Near Satkar Grande Hotel, Wagle Estate T, hane., Thane, Thane, 400604, Maharashtra, India.	604, Centrum, Opp.TMC Office, Near Satkar Grande Hotel, Wagle Estate T, hane., Thane, Thane, 400604, Maharashtra, India.	--
PAN		AAMFH0511R	AASFP6835A	--
Name(s) of persons in control /promoters of Acquirer/ PAC where Acquirer/ PAC are companies		Not Applicable	Not Applicable	--
Name of the Group, if any, to which the Acquirer /PAC belongs to		Not Applicable	Not Applicable	Not Applicable
Pre-Transaction shareholding as on the date of the Public Announcement (A)	Number of Equity Shares	--	1,06,000	1,06,000
	% Voting Share Capital	--	5.03%	5.03%
Equity Shares proposed to be acquired through Share Purchase Agreement (B)	Number of Equity Shares	13,67,657	--	13,67,657
	% Voting Share Capital	64.92%	--	64.92%
Proposed shareholding after	Number of Equity Shares	5,47,700	--	5,47,700

Details		Acquirer	PAC	Total
Name of the Acquirer / PAC		M/s. Hathor Corporate Advisors LLP	M/s. Plutus Capital Management LLP	--
the acquisition of Offer Shares (C) (Assuming full acceptance in this Offer)*	% Voting Share Capital	26.00%	--	26.00%
Post-Offer Shareholding assuming full acceptance of the Offer Shares in the Offer, on diluted basis on 10 th Working Day after closing of Tendering Period (A+B+C)	Number of Equity Shares	19,15,357	1,06,000	20,21,357
	% Voting Share Capital	90.92%	5.03%	95.96%
Any other interest in the Target Company		As on date of this Public Announcement, except for being a public shareholder of the Target Company, and the execution of the Share Purchase Agreement, the Acquirer and the PAC do not have any other interest or any other relationship in or with the Target Company.		

Notes:

- (a) The Acquirer and the PAC have not been prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
- (b) Plutus Capital Management LLP is acting in concert with the Acquirer for the purposes of this Offer. While the LLP may be deemed to be acting in concert with the Acquirer in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ('Deemed PAC'), however, such Deemed PAC is acting in concert with the Acquirer for the purposes of this Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.
- (c) In accordance with Regulation 38 of SEBI (LODR) Regulations and Rule 19A of the SCRR, the Target Company is required to maintain a minimum public shareholding of 25% on a continuous basis for listing. If, following the completion of this Offer and assuming full acceptance, the public shareholding in the Target Company falls below the required minimum as per the listing agreement with BSE Limited and Rule 19A of the SCRR, the Acquirer and the PAC commit to ensuring that the Target Company will restore the minimum public shareholding in compliance with applicable laws within the prescribed timeframe.

5. DETAILS OF THE SELLING PROMOTER SHAREHOLDERS

Name of the Selling Promoter Shareholder	Part of Promoter group	Details of Equity Shares / voting rights held by the Selling Promoter Shareholders			
		Pre-Share Purchase Transaction		Post-Share Purchase Transaction	
		No. of Equity Shares	% of Voting Share Capital	No. of Equity Shares	% of Voting Share Capital
Mr. Chandramouleeswaran Krishnan	Yes	9,65,221	45.82%	Nil	Not Applicable
Mr. Krishnan C	Yes	2,71,429	12.89%	Nil	Not Applicable
Mrs. Palanivelammal K	Yes	1,03,084	4.89%	Nil	Not Applicable
M/s. Chandramouleeswaran HUF	Yes	1,692	0.08%	Nil	Not Applicable
M/s. Krishnan HUF	Yes	295	0.01%	Nil	Not Applicable
Master. Krishnachandran C	Yes	147	0.01%	Nil	Not Applicable

Name of the Selling Promoter Shareholder	Part of Promoter group	Details of Equity Shares / voting rights held by the Selling Promoter Shareholders			
		Pre-Share Purchase Transaction		Post-Share Purchase Transaction	
		No. of Equity Shares	% of Voting Share Capital	No. of Equity Shares	% of Voting Share Capital
M/s. Bulls and Bears Capital represented by Krishnan C	Yes	25,789	1.22%	Nil	Not Applicable
Total		13,67,657	64.92%	Nil	Not Applicable

**Upon completion of the Offer formalities, the Selling Promoter Shareholders will cease to hold any equity shares in the Target Company. The existing Selling Promoter Shareholders will transfer control and management of the Target Company to the Acquirer and the PAC and submit an application for declassification from the 'Promoter and Promoter Group' categories, in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.*

The Selling Promoter Shareholders have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other regulation made under the SEBI Act.

6. TARGET COMPANY

Name	Kuberan Global Edu Solutions Limited
Registered Office	401 GES Complex, 1st Floor, 7th Street Gandhipuram, Coimbatore - 641012, Tamil Nadu, India.
Contact Number	+91-0422-4348001
Email Address	investor@kgesltd.in
Website	www.kgesltd.in
PAN	AAFCK2104B
CIN	L80900TZ2013PLC019519
ISIN	INE04CO01018
Stock Exchange where listed	BSE Limited
BSE Scrip Code	543289
BSE Scrip ID	KGES

7. OTHER DETAILS

- 7.1. This Public Announcement is made in compliance with Regulation 13 (1) of the SEBI (SAST) Regulations.
- 7.2. The Acquirer and the PAC have confirmed that the consummation of the Underlying Transaction is in compliance with the Articles of Association of the Target Company, as available on the website of the Ministry of Corporate Affairs as of date.
- 7.3. The Acquirer and the PAC do not have an intention to delist the Target Company pursuant to this Offer.
- 7.4. The Detailed Public Statement to be issued pursuant to this Public Announcement in accordance with Regulations 13(4), 14 (3), and 15 (2) and other applicable regulations of the SEBI (SAST) Regulations shall be published in newspapers, within 5 Working Days of this Public Announcement, i.e., on or before Thursday, November 07, 2024. The Detailed Public Statement shall, inter alia, contain details of the Offer including the detailed information of the Offer Price, the Acquirer and the PAC, the Target Company, the Selling Promoter Shareholders, background to the Offer, relevant conditions under the Share Purchase Agreement, statutory approvals required for this Offer, details of financial arrangements, and such other terms and conditions as applicable to this Offer. The Detailed Public Statement will be published, as required by Regulation 14(3) of the SEBI (SAST) Regulations, in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation, any one regional language daily newspaper with wide circulation at the place where the registered office of the Target Company is situated, and any one regional language daily newspaper at the place of the stock exchange where the maximum volume of trading in the Equity Shares was recorded during the 60 trading days preceding the date of this Public Announcement i.e., Mumbai.
- 7.5. The completion of this Offer and the underlying transaction as envisaged under the Share Purchase Agreement is subject to the satisfaction of certain conditions precedent as set out in the Share Purchase Agreement. Further, in compliance with the SEBI (SAST) Regulations, the underlying transactions under the Share Purchase Agreement referred to hereinabove may be completed prior to completion of the Offer. Further, this Offer is subject to the terms and conditions mentioned in this Public Announcement, and the Offer Documents that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

- 7.6. The Acquirer and the PAC have given an undertaking that they have adequate financial resources to meet their obligations under the SEBI (SAST) Regulations for the purpose of this Offer.
- 7.7. The Offer is not conditional upon any minimum level of acceptance in accordance with Regulation 19(1) of the SEBI (SAST) Regulations.
- 7.8. The Offer is not a competing offer in accordance with Regulation 20 of the SEBI (SAST) Regulations.
- 7.9. All the information pertaining to the Target Company in this Public Announcement has been obtained from publicly available sources or provided by the Target Company. All the information pertaining to the Selling Promoter Shareholders contained in this Public Announcement has been obtained from him and the accuracy thereof related to all has not been independently verified by the Manager. The accuracy of such information has not been independently verified by the Manager to the Open Offer.
- 7.10. In this Public Announcement, all references to ₹ are references to the Indian Rupees.
- 7.11. In this Public Announcement, any discrepancy in any amounts as a result of multiplication or totaling is due to rounding off.
- 7.12. The Acquirer and the PAC accept full responsibility for the information contained in this Public Announcement (other than such information as has been obtained from public sources or provided by or relating to and confirmed by the Target Company and/or the Selling Promoter Shareholders) and undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations in respect of this Offer. The Acquirer and the PAC will be responsible for ensuring compliance with the SEBI (SAST) Regulations.
- 7.13. The Acquirer and the PAC accept full responsibility for the information contained in this Public Announcement.
- 7.14. The person signing this Public Announcement on behalf of the Acquirer and the PAC have been duly and legally authorized to sign the Offer Documents.

**Issued by the Manager to the Offer
On Behalf of the Acquirer and the PAC**



Swaraj Shares and Securities Private Limited

Principal Place of Business: Unit No 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri East, Mumbai - 400093, Maharashtra, India

Contact Person: Mr. Tanmoy Banerjee/ Ms. Pankita Patel

Contact Number: +91-22-69649999

Email Address: takeover@swarajshares.com

Investor grievance Email Address: investor.relations@swarajshares.com

Corporate Identification Number: U51101WB2000PTC092621

SEBI Registration Number: INM000012980

Validity: Permanent

Place: Mumbai

Date: Wednesday, October 30, 2024

On behalf of the Acquirer and the PAC
sd/-
Mr. Siddhant Laxmikant Kabra
(Designated Partner)