

NOTICE TO THE 9TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 9th (Ninth) Annual General Meeting (“AGM”) of Members of Kuberan Global Edu Solutions Limited (“Company) will be held on Thursday, 29th day of September 2022 at 10.30 A.M. (IST) at , the Registered Office of the Company situated at No 401 GES Complex 1st Floor 7th Street Gandhipuram Coimbatore TN 641012

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2022 together with the Reports of the Board of Directors and Auditors thereon. To receive, consider and adopt the following:**

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2022 including the Audited Balance Sheet as of 31st March 2022 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. Re-Appointment of Mr. Palanivelammal as “ Director” of the Company, liable to retire by rotation, who has offered herself for re-appointment**

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Shareholders of the Company be and is hereby accorded to the reappointment of Mr. Palanivelammal (Director) [Director Identification Number (DIN): 06567256] as a

“Director”, who shall be liable to retire by rotation.”

SPECIAL BUSINESS:

- 3. Change in designation of Mr. Krishnan Chandrasekaran (DIN: 06567254) from (Whole Time Director) to Director, effective from August 30, 2022.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT in partial modification of the earlier resolution approved by the shareholders on November 08, 2018, Mr. Krishnan Chandrasekaran (DIN: 06567254), who was appointed as Whole- Time Director of the Company for a period of five years from November 8, 2018, to November 7, 2023., be and is hereby re-designated as Director of the Company, effective from August 29, 2022.

RESOLVED FURTHER THAT except for the change in designation mentioned above, all other terms and conditions of his appointment as approved by the shareholders remain unchanged.”

By Order of the board

For Kuberan Global Edu Solutions Limited

Sd/-

Chandramouleeswaran Krishnan

Managing Director

DIN: 06567258

Registered Office

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



Note:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of member(s) not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or member
2. The instrument appointing the proxy (enclosed hereto) in order to be effective must be deposited (duly completed, stamped and signed) at the registered office of the Company not less than forty eight (48) hours before the commencement of the meeting.
3. Member(s)/Proxies/Authorized Representatives are requested to bring the enclosed attendance slip duly filled in and signed for attending the meeting. Member(s) who hold equity shares in electronic mode are requested to write the Client ID and DP ID number and those who hold equity shares in physical mode are requested to write their folio number in the attendance slip.
4. Corporate Member(s) intending to send their authorized representative(s) to attend the meeting are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Bigshare. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
6. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
7. The route map showing directions to reach the venue of the 9th Annual General Meeting is enclosed.
8. The relevant details of Directors proposed to be appointed/ reappointed, as required under Reg. 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards-2 on General Meetings are also annexed as **Annexure-A**.
9. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, and all other documents referred to in the Notice and Explanatory Statement will be available for inspection in electronic mode by writing to the Company at its email id: investor@kgesltd.in till the date of AGM.
10. Members may also note that the Notice of AGM and the Annual Report for the Financial Year 2021-22 will be available on the Company’s website www.kgesltd.in , or on the websites of the Stock Exchange where the Equity Shares of the Company are listed, i.e., BSE Limited (at www.bseindia.com) and on the website of National Securities Depository Limited at www.evoting.nsdl.com
11. Members desirous of seeking any information relating to the Accounts of the Company may write to the Company at No 401 GES Complex 1st Floor 7th Street Gandhipuram Coimbatore TN 641012 IN for the attention of Company Secretary, at least seven days in advance of the



- Meeting so that requisite information can be made available at the Meeting.
12. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 23, 2022 to Thursday, September 29, 2022 (both days inclusive).
 13. Members/Proxies are requested to bring the attendance slip along with their copy of the Annual Report to the Meeting.
 14. Member(s) holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the member(s) holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
 15. Member(s) holding shares in physical form are requested to notify the Company or Company's Registrar and Transfer Agent (RTA), Bigshare Services Pvt Ltd of any change in their addresses/Bank Mandates. Member(s) holding shares in dematerialized form are requested to notify their respective Depository Participant of any change in their addresses/Bank Mandates.
 16. Members holding shares in physical mode and who have not registered / updated their email addresses with the Company are requested to update their email addresses with the Registrar and Transfer Agents of the Company, viz., Bigshare on its website (at www.bigshareonline.com) along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member. In case of any queries / difficulties in registering the e-mail address, such Members may write to investor@bigshareonline.com. Members holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant(s).
 17. All relevant documents referred to in the Notice of the Meeting shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days, upto the date of the meeting.
 18. The voting rights of member(s) shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, September 23, 2022. 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 23, 2022 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 29th September, 2022, or if the AGM is adjourned, 48 hours (excluding non-working days) prior to the adjourned meeting. A proxy may also be appointed electronically and further details are set out at Note 23 below. Subject to any change in government restrictions affecting attendance at the AGM, shareholders who have lodged a



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

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

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

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



- Exchange Board of India (SEBI), the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022, including Report of Board of Directors, Statutory Auditors' Report or other documents required to be attached therewith and the Notice of AGM are being sent through electronic mode to Members whose email address is registered with the Company or the Depository Participant(s) or Bigshare.
26. Members are requested to support “Green Initiative” by registering / updating their e-mail address(es) with the Depository Participant(s) (in case of Shares held in dematerialized form) or with Bigshare (in case of Shares held in physical form).
27. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules framed thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members holding shares in dematerialized form are requested to register (or update, in case of any change) their e-mail address with their Depository Participant(s), if not already registered / updated and Members holding shares in physical form are requested to register (or update, in case of any change) their e-mail address with Bigshare on its website (at www.bigshareonline.com), to enable the Company to send electronic communications.
28. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form 1st April 2019, except in case of transmission and transposition of securities. In view of the same and to avail various benefits of dematerialization, Shareholders are advised to dematerialize shares held by them in physical form and for ease in portfolio management. Shareholders can contact the Company or Bigshare for assistance in this regard.
29. Shareholders holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates to enable the Company to consolidate their holding into one folio.
30. The venue of the AGM shall be deemed to be the Registered Office of the Company at No 401 GES Complex 1st Floor 7th Street Gandhipuram Coimbatore TN 641012 IN
31. Detailed instructions for remote E-voting and E-voting during the 9th 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**
- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs (MCA), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.
- For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Shareholder using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- b. The Shareholders who wish to cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again, and if casted again, then the same will not be counted.



- c. The remote e-voting period commences on Monday, 26th September 2022 (at 9.00 a.m. IST) and ends on Wednesday, 28th September 2022 (at 5.00 p.m. IST). During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Friday, 23rd September 2022, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date i.e Friday, 23rd September 2022.
- e. Any person, who acquires Shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@ndslindia.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote

B. INSTRUCTIONS FOR MEMBERS FOR REMOTE EVOTING:

Manner of Voting Electronically using NDSL e-Voting system:

The way to vote electronically on NDSL e-Voting system consists of “Two Steps” which are mentioned below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated

December 9, 2020, on ‘e-voting facility provided by Listed Companies’, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (‘ESP’) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL.

LOGIN METHOD: NSDL IDEAS FACILITY

If you are already registered, follow the below steps:

1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Services is launched, click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDEAS’ section.
3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services.
4. Click on ‘Access to e-voting’ appearing on the lefthand side under e-voting services and you will be able to see e-voting page.



5. Click on options available against Company name or evoting service provider – NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period.
6. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience

If you are not registered, follow the below steps:

- a. Option to register is available at <https://eservices.nsdl.com>
- b. Select ‘Register Online for IDeAS’ Portal or click at [https://eservices.nsdl.com/SecureWeb/IdeasDirect Reg.jsp](https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp)
- c. Please follow steps given in points 1-5 above

E-VOTING WEBSITE OF NSDL

1. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone.
2. Once the home page of e-voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL

1. Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/ Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com (click on New System Myeasi)
2. After successful login of Easi/ Easiest the user will be also able to see the E-voting Menu. The Menu will have links of e-voting service provider i.e., CDSL. Click on CDSL to cast your vote.
3. If the user is not registered for Easi/ Easiest, option to register is available at [https://web.cdslindia.com/myeasi/Registration/Easi Registration](https://web.cdslindia.com/myeasi/Registration/EasiRegistration)
4. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. CDSL where the e-voting is in progress.

INDIVIDUAL SHAREHOLDERS (HOLDING SECURITIES IN DEMAT MODE) LOGIN THROUGH

THEIR DEPOSITORY PARTICIPANTS

1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-voting facility.



2. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.
3. Click on company name or e-voting service provider i.e. NDSL and you will be redirected to evoting website of NDSL for casting your vote during the remote e-voting period.

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., NSDL and CDSL

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

- A. Login Method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e., IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example: if your DP ID is IN300***and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example: if your Beneficiary ID is 12***** then your user ID is 12**** *
For Members holding shares in Physical Form.	EVEN Number followed by Folio EVEN Number followed by Folio Number registered with the Company For example, if folio number is S1***** and EVEN is 119322 for fully paid-up Ordinary (equity) shares then user ID is 119322S1*****



5. Password details for shareholders other than Individual shareholders are given below:

- a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b. If you are using CDSL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c. **How to retrieve your 'initial password'?**

i. If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the e-mail sent to you from CDSL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'

ii. If your e-mail ID is not registered, please follow the detailed procedure with respect to registration of e-mail addresses as mentioned in note no. 13 of this Notice.

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

a. Click on Forgot User Details/Password? (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com

b. Click on Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c. If you are still unable to get the password by aforesaid two options, you can send a request

at evoting@nsdl.co.in mentioning your demat account number/ folio number, your PAN, your name and your registered address.

d. Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM.

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle.
2. Select 'EVEN' of company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed. 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sumirajendarkges@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in or contact Mr. Amit Vishal, Asst. Vice President-NSDL or Mr. Sanjeev Yadav, Assistant Manager-NSDL at evoting@nsdl.co.in or at NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

Process for those Shareholders whose Email IDs are not registered with the Depositories, for procuring User ID and Password and Registration of E-mail IDs for E-voting for the Resolutions set out in the Notice of AGM:

- a. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the Share Certificate (front and back), Permanent Account Number (PAN) Card (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar

Card) to Bigshare on its website atwww.bigshareonline.com or email the same at : investor@kgesltd.in

- b. In case shares are held in Demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16- digit Beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to your Depository Participant (DP).
- c. Alternatively, members/shareholders may send request to helpdesk.evoting@cdslindia.com for procuring user id and password for e-voting by providing above documents.
- d. 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.

C. INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM: -

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- c. The details of the person who may be contacted for any grievances connected with the facility for eVoting on the day of the AGM shall be the same person mentioned for Remote e-voting.
- d. Mrs. Sumathi, Practicing Company Secretary (Membership No.11508) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting to be conducted at the AGM, in a fair and transparent manner and she has communicated her willingness to be



appointed and will be available for same purpose.

- e. The Results shall be declared not later than 48 (forty-eight) hours from conclusion of the AGM. The Results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.kgesltd.in immediately after the Result is declared by the Chairman and will simultaneously be forwarded to BSE Limited, where Equity Shares of the Company are listed.
- f. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., Thursday, 29th September 2022.

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

Item No 3

The shareholders vide special resolution passed on 8th November, 2018, approved the appointment of Mr. Krishnan Chandrasekaran as Whole time Director of the Company for a period of five years w.e.f. November 08, 2018, to November 07, 2023. The terms and conditions of his appointment, including remuneration were approved by the

shareholders in accordance with the provisions contained in Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013.

Pursuant to the recommendation by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on August 29, 2022, has re-designated Mr. Krishnan Chandrasekaran, as the Director of the Company w.e.f. August 29, 2022. Since, the designation of Mr. Krishnan Chandrasekaran, was specifically mentioned as Whole Time Director in the earlier resolution dated November 08, 2018, approved by the shareholders, this resolution is being proposed to partially modify the same. Except for the change in designation, all other terms and conditions as approved by the shareholders on November 08, 2018, remain unaltered. Save and except, Mr. Krishnan Chandrasekaran to whom the resolution relates along with his relatives, none of the Directors/ Key Managerial Personnel of the Company/their relatives is in any way, financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution set forth at Item No. 3 of the Notice for approval of the members as a Special Resolution.

**ANNEXURE “A” TO THE NOTICE OF ANNUAL GENERAL MEETING****BRIEF RESUME OF DIRECTORS SEEKING REAPPOINTMENT AT 9TH 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	PALANIVELAMMAL
Director Identification Number(DIN)	06567256
Date of Birth (dd/mm/yyyy)	30/07/1957
Age (in years)	65 Years
Nationality	Indian
Percentage	4.89%
Qualification	SSLC
Brief Profile and Expertise in specific Functional area	Mrs. Palanivelammal , 65 years of age , SSLC , Post qualification she was working as a teacher For more than 3 decades and she is been engaged in the business Education and Consultancy and has a rich experience of over 15 years in the field .
Number of Equity shares Held in the Company	103,084
Number of Board Meetings Attended During the Financial Year 2021-22	6
List of Other Directorships held in Public Limited Companies	NA
Relationship with Director/ Manager/ KMP	Mother of Managing Director
Remuneration Last drawn FY 2021-22	Rs. 3,44,300/-

For and on Behalf of the Board of Directors

Kuberan Global Edu Solutions Limited,

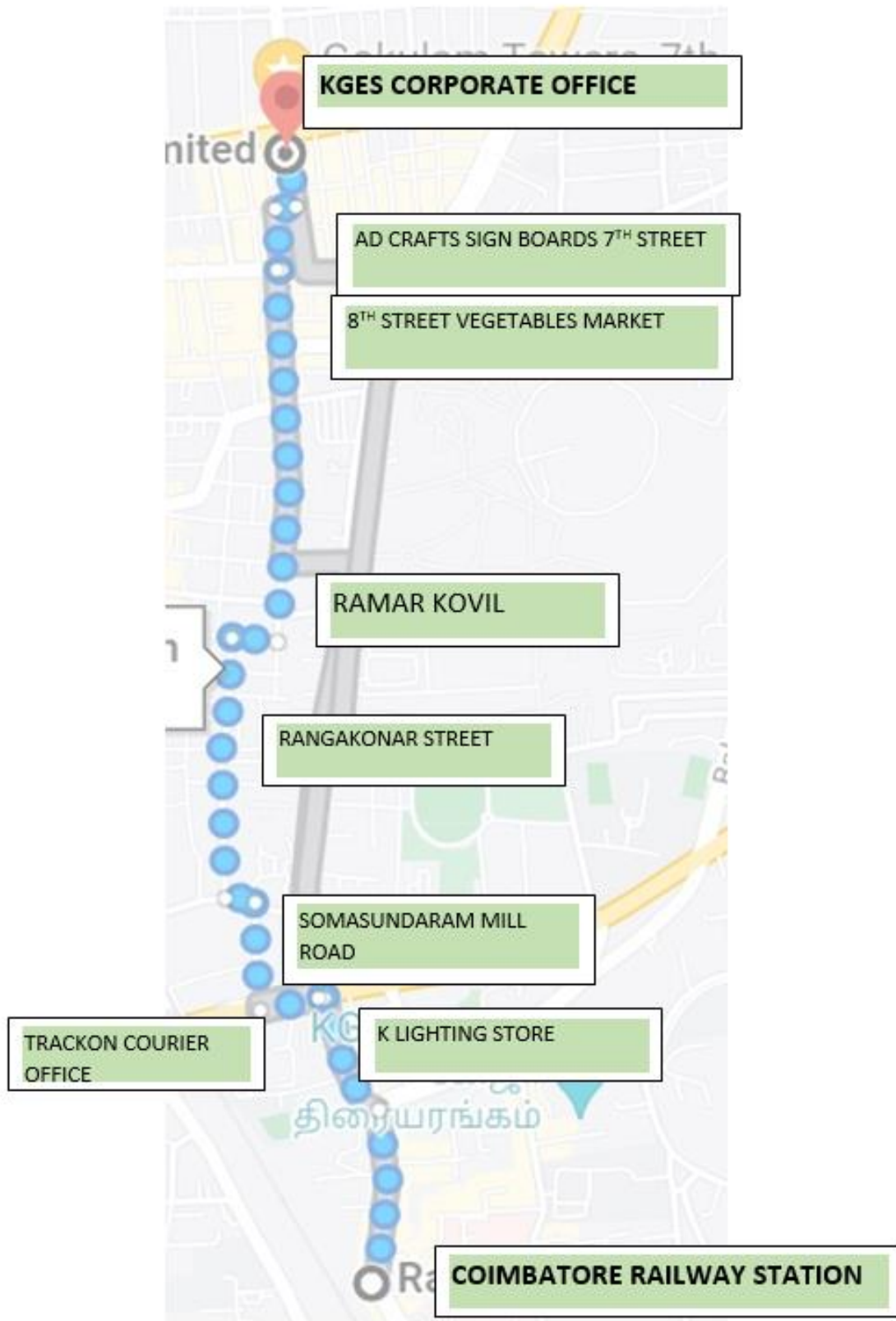
--sd--

K. Chandramouleeswaran

Managing Director

DIN: 06567258

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, 1st Floor, 7th Street, Gandhipuram , CBE -641012.

Website:-www.Kgesltd.in

PROXY FORM

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

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

1. Name : _____ of _____

E-mail Id: _____ or failing him

2. Name : _____ of _____

E-mail Id: _____ or failing him

3. Name : _____ of _____

E-mail Id:

and whose signatures are appended below as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the Company to be held on the Thursday, 29 September 2022 at 10.30 a.m. at Kges 401 Ges Complex, 1st Floor, 7th Street, Gandhipuram, CBE- 641012 and at any adjournment thereof in respect of such resolutions as are indicated below:

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

Sr. No	Resolutions	For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 st March 2022 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		
SPECIAL BUSINESS			
3.	Change in designation of Mr. Krishnan Chandrasekaran (DIN: 06567254) from Whole Time Director to Director, effective from August 30, 2022.		

Affix
Rupee 1/-
Revenue
Stamp

Signed this ____ day of _____2022.

Signature of shareholder

Signatures of proxy holders

1. _____

2. _____

3. _____



KUBERAN GLOBAL EDU SOLUTIONS LIMITED

ATTENDANCE SLIP
KUBERAN GLOBAL EDU SOLUTIONS LIMITED

CIN:U80900TZ2013PLC019519

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

Website:-www.Kgesltd.in

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

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

I hereby record my presence at the **Annual General Meeting** of the **Kuberan Global Edu Solutions Limited** on Thursday, 29 September 2022 at the registered office of the Company.

Signature of the Member / Proxy

*Applicable to members holding shares in electronic form.