

Thursday, April 17, 2025

To.

Kuberan Global Edu Solutions Limited,

401 Ges Complex 1st Floor.

7th Street, Gandhipuram, Coimbatore,

Tamil Nadu, India, 641012.

Subject Submission of Pre-Open Offer Advertisement cum corrigendum to the Letter of Offer to the Public

Shareholders of the Kuberan Global Edu Solutions Limited.

Open Offer made by M/s. Hathor Corporate Advisors LLP and M/s. Plutus Capital Management

: LLP 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.

Reference

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 light of the above and in accordance with the provisions of Regulations 18(7) of the SEBI (SAST) Regulations, the Pre-Open Offer Advertisement cum corrigendum to the Letter of Offer ('Pre-Open Offer Advertisement') for the aforesaid Offer have been published today, i.e., Thursday, April 17, 2025 in Financial Express (English daily) (All Editions), Jansatta (Hindi daily) (All Editions), Mumbai Lakshadeep (Marathi Daily) (Mumbai Edition) and Makkal Kural (Coimbatore Editions) ('Newspapers') and a copy of one of the said e-Newspaper has been enclosed herewith for your kind perusal.

We kindly request you to upload the Pre-Open Offer Advertisement cum corrigendum to the Letter of Offer 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.

Thanking you,

Yours faithfull

For Swara Star Securities Private Limited

Tanmoy Bacrjee (Director)

Encl.: As at

Swaraj Shares and Securities Private Limited

tanmoy@swarajshares.com

(ES AND)

pankita@swarajshares.com

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+91 9874283532

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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

REGULATION 18(7) IN TERMS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

KUBERAN GLOBAL EDU SOLUTIONS LIMITED

A public limited company incorporated under the provisions of the Companies Act, 1956
Corporate Identification Number: L80900TZ2013PLC019519;
Registered Office: Number 401, GES Complex 1st Floor, 7th Street Gandhipuram, Coimbatore - 641012, Tamil Nadu, India;
Contact Number: +91-0422-4348001/+91-9159488001/ +91-9944488001, E-mail Address: investor@kgesltd.in/ kgesltd@gmail.com; Website: www.kgesltd.in;

THIS PRE-OFFER ADVERTISEMENT CUM CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT IS ISSUED BY SWARAJ SHARES AND SECURITIES PRIVATE LIMITED, THE MANAGER TO THE OFFER, ON BEHALF OF M/S HATHOR CORPORATE ADVISORS LLP (ACQUIRER), ALONG WITH THE PERSON ACTING IN CONCERT, M/S PLUTUS CAPITAL MANAGEMENT LLP (PAC), HEREINAFTER COLLECTIVELY REFERRED TO AS THE ACQUIRERS, FOR ACQUISITION OF UP TO \$47,700 OFFER SHARES, REPRESENTING 26.00% OF THE EXPANDED VOTING SHARE CAPITAL OF KUBERAN GLOBAL EDU SOLUTIONS LIMITED, AT AN OFFER PRICE OF ₹18.00/-PER OFFER SHARE, PAYABLE IN CASH, TO THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY, IN ACCORDANCE WITH THE ROVISIONS OF REGULATION 18 (7) OF SEBI (SAST) REGULATIONS ('PRE-OFFER CUM CORRIGENDUM TO THE DETAILED PUBLIC

This Pre-Offer cum corrigendum to the Detailed Public Statement Advertisement is to be read in conjunction with the: a) Public Announcement dated Wednesday, October 30, 2024 ('Public Announcement'), (b) Detailed Public Statement dated Monday, November 04, 2024, in connection with this Offer, published on behalf of the Acquirers on Tuesday, November 05, 2024, in Financial Express (English daily) (All India Edition), Jansatta (Hindi daily) (All India Edition), Mumbai Lakshadeep (Marathi daily) (Mumbai Edition) and Makkal Kural (Tamil Daily) (Coimbatore Edition) ('Newspapers') ('Detailed Public Statement'), (c) Draft Letter of Offer dated Tuesday, November 12, 2024 filed and submitted with SEBI pursuant to the provisions of Regulation 16 (1) of the SEBI (SAST) Regulations ('Draft Letter of Offer') ((a)) etter of Offer') Astronger Astronger (Satursday, April 16, 2023, along with the Form of Acceptance-cum Astronger (Satursday, April 16, 2023, along with the Form of Acceptance-cum Astronger (Satursday, April 16, 2023, along with the Form of Acceptance-cum Astronger (Satursday, April 16, 2023, along with the Form of Acceptance-cum Astronger (Satursday, April 16, 2023, along with the Form of Acceptance-cum Astronger (Satursday, April 16, 2023, along with the Form of Acceptance-cum Astronger (Satursday, April 16, 2023, along with the Form of Acceptance-cum Astronger (Satursday, April 16, 2023, along with the Form of Acceptance-cum and Astronger (Satursday, April 16, 2023, along with the Form of Acceptance-cum and Acceptance (Satursday, April 16, 2023, along with the Form of Acceptance-cum and Acceptance (Satursday, April 16, 2023, along with the Form of Acceptance (Satursday, April 16, 2023, along with the Form of Acceptance (Satursday, April 16, 2023, along with the Form of Acceptance (Satursday, April 16, 2023, along with the Form of Acceptance (Satursday, April 16, 2023, along with the Form of Acceptance (Satursday, Appril 16, 2023, along with the Form of Acceptance (Satursday, Appril 16, 2023, along with the Form o ("Draft Letter of Offer"), (d) Letter of Offer dated Satursday, April 05, 2025, along with the Form of Acceptance-cum-Acknowledgment ("Letter of Offer"), (e) Recommendations of the Independent Directors of the Target Company which were approved on Tuesday, April 15, 2025, and published in the Newspapers on Wednesday, April 16, 2025 ('Recommendations of the Independent Directors of the Target Company) (the Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendations of the Independent Directors, and this Pre-Offer Advertisement cum Corrigendum to the Detailed Public Statement of the Target Company are hereinafter collectively referred to as 'Offer Documents') issued by the Manager on behalf of the Acquirers. Public Shareholders of the Target Company are requested to kindly note the following:

For capitalized terms used hereinafter, please refer to the Paragraph 1 titled as 'Definitions and Abbreviations' on page 8 of the Letter of Offer A. Offer Price

- The Offer is being made at a price of ₹18.00/- per Offer, payable in cash.
- There has been no revision in the Offer Price.

Recommendations of the Committee of Independent Directors ('IDC')

A Committee of Independent Directors of the Target Company comprising of Mr. Manikannan Sekar as the Chairperson of the IDC, Mr. Sathyaseelan Thavasiappan, and Mr. Meganathan Ethiraj, members of IDC approved their recommendation on the Offer on Tuesday, April 15, 2025, and published in the Newspapers on Wednesday, April 16, 2025. The IDC Members are of the opinion that the Offer Price to the Public Shareholders of the Target Company is fair and reasonable and is in line with SEBI (SAST) Regulations. Public Shareholders may, therefore, independently evaluate the offer and take an informed decision.

Other details with respect to Offer

- This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There has been no competitive bid to the Offer The Letter of Offer has been dispatched on Wednesday, April 09, 2025, to the Public Shareholders of the Target Company whose names appeared on the register of members as on the Identified Date, i.e., Wednesday, April 02, 2025. The dispatch has been carried out through post to those Public Shareholders who had not registered their e-mail addresses with the Depositories and/or the Target Company, an through electronic mode (e-mail) to those Public Shareholders whose e-mail addresses were registered with the Depositories and/or the
- The Draft Letter of Offer dated Tuesday, November 12, 2024, was filed and submitted with SEBI pursuant to the provisions of Regulation 1 (1) of the SEBI (SAST) Regulations, for its Observations. In pursuance of which all the observations received from SEBI vide letter bearing reference number SEBI Observation letter bearing reference number 'SEBI/HO/CFD/CFD-RAC-DCR2/P/OW/2025/000009744/1' date Friday, March 28, 2025, incorporated in the Letter of Offer.
- Except as stated hereinafter, there have been no material changes in relation to the Offer, other than those already disclosed in the
- .1. Public Shareholders of the Target Company are requested to take note that, pursuant to this Corrigendum to the Letter of Offer, the date mentioned under "Offer Closes on" in the Form of Acceptance-cum-Acknowledgement on page 62 of the Letter of Offer shall be read as Monday, May 05, 2025.
- Please note that a copy of the Letter of Offer is also available and accessible on the websites of SEBI at www.sebi.gov.in, the Target Company at www.kgesltd.in, the Registrar to the Offer at www.swaraishares.com, and BSE Limited at www.bseindia.com, from which the Public Shareholders can download/print the same.

Instructions for Public Shareholders

- In case of Equity Shares are held in the Dematerialized Form: The Public Shareholders who are holding Equity Shares in electronic/dematerialized form and who desire to tender their Equity Shares in this Offer shall approach their respective Selling Broker indicating to their Selling Broker the details of Equity Shares that such Public Shareholder intends to tender in this Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period. For further information, kindly refer to Paragraph 8.15. titled as 'Procedure for tendering the Equity Shares held in Dematerialized Form' on page 48 of the Letter of Offer.
- In case of Equity Shares are held in Physical Form: As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release dated 3 December 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository with effect from 1 April 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated 31 July 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Offer as per the provisions of the SEBI (SAST) Regulations. Public Shareholders who are holding Equity Shares in physical form and intend to participate in the Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out, including the (i) original share certificate(s), (ii) valid share transfer form(s), i.e. Form SH-4, duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place, (iii) self-attested copy of the shareholder's PAN Card, (iv) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint Public Shareholders whose name(s) appears on the share certificate(s) in the same order in which they hold Equity Shares, and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. For further information, kindly refer to the Paragraph 8.14. titled as 'Procedure for tendering Equity Shares held in Physical Form' on page 47 of the Letter of Offer.
- Procedure for tendering the Shares in case of non-receipt of the Letter of Offer: Public Shareholders who have acquired Equity Shares but whose names do not appear in the records of Depositories on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer. In case of non-receipt of the Letter of Offer, such Public Shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company. Alternatively, in case of non-receipt of the Letter of Offer, shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed yall shareholder(s), stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by Stock Exchanges before the closure of the Offer. For further information, kindly refer to the Paragraph 8.17. titled as "Procedure for tendering Equity Shares in case of non-receipt of the Letter of Offer' on page 49 of the Letter of Offer.

Status of Statutory and Other Approvals

As on the date of this Letter of Offer, there are no statutory or other approvals required for implementing the Offer except as mentioned in the Letter of Offer. For further information, kindly refer to the Paragraph 7.16. titled as 'Statutory Approvals and conditions of the Offer' a page 43 of Letter of Offer

Procedure for Acceptance and Settlement of Offer

Procedure for Acceptance and Settlement of Offer
The Open Offer will be implemented by the Acquirers through Stock Exchange mechanism made available by BSE Limited in the form of
separate window ('Acquisition Window') as provided under the SEBI (SAST) Regulations, SEBI circular bearing reference number CIR/
CFD/POLICYCELL/1/2015 dated 13 April 2015, as amended read along with SEBI Circular CFD/DCR2/CIR/P/2016/131 dated 9 December
2016, as amended, and SEBI Circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 is sued by SEBI. As
per SEBI Circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, a lien shall be marked against the
shares of the shareholders participating in the tender offers. Upon finalisation of the entitlement, only accepted quantity of shares shall be
debited from the demat account of the shareholders. The lien marked against unaccepted shares shall be released. The detailed procedure for tendering and settlement of shares under the revised mechanism is specified under the Paragraph 8 titled as 'Procedure for Acceptance ge 45 of the Letter of Offer

	and Settlement of the Offer' on page
G.	Revised Schedule of Activities

Schedule of Activities	Tentative Schedule Day and Date	ACTUAL SCHEDULE DAY AND DATE (UPON RECEIPT OF SEBI'S OBSERVATION LETTER)
Issue date of the Public Announcement	Wednesday, October 30, 2024	WEDNESDAY, OCTOBER 30, 2024
Publication date of the Detailed Public Statement in the newspapers	Tuesday, November 05, 2024	TUESDAY, NOVEMBER 05, 2024
Date of filing of the Draft Letter of Offer with SEBI	Tuesday, November 12, 2024	TUESDAY, NOVEMBER 12, 2024
Last date for public announcement for a competing offer(s)(1)	Wednesday, November 27, 2024	WEDNESDAY, NOVEMBER 27, 2024
Date for receipt of observation from SEBI on the Draft Letter of Offer	Wednesday, December 04, 2024	FRIDAY, MARCH 28, 2025
Identified Date ⁽²⁾	Friday, December 06, 2024	WEDNESDAY, APRIL 02, 2025
Last date for dispatch of the Letter of Offer to the Public Shareholders of the Target Company whose names appear on the register of members on the Identified Date	Friday, December 13, 2024	WEDNESDAY, APRIL 09, 2025
Last date of publication in the Newspapers of recommendations of the independent directors committee of the Target Company for this Offer	Wednesday, December 18, 2024	WEDNESDAY, APRIL 16, 2025
Last date for upward revision of the Offer Price and / or the Offer Size	Thursday, December 19, 2024	THURSDAY, APRIL 17, 2025
Last date of publication of opening of Offer public announcement in the newspapers in which the Detailed Public Statement had been published	Thursday, December 19, 2024	THURSDAY, APRIL 17, 2025
Date of commencement of Tendering Period	Friday, December 20, 2024	MONDAY, APRIL 21, 2025
Date of closing of Tendering Period	Friday, January 03, 2025	MONDAY, MAY 05, 2025
Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders ⁽³⁾	Friday, January 17, 2025	TUESDAY, MAY 20, 2025
Last date for publication of post-Open Offer public announcement in the Newspapers ⁽³⁾	Friday, January 24, 2025	TUESDAY, MAY 27, 2025
Last date for filing the post Offer report with SEBI(3)	Friday, January 24, 2025	TUESDAY, MAY 27, 2025

(1) There has been no competing offer for this Offer.

- (2) Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be sent in accordance with the SEBI (SAST) Regulations. It is clarified that all the Public Shareholders (even if they acquire Equity Shares and become shareholders of the Target Company after the Identified Date) are eligible to participate in this Offer any time the Targetical Paried. during the Tendering Period.
- (3) These actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST

Documents for Inspection

The copies of the documents listed under Paragraph 10 titled as 'Documents for Inspection' on page 59 of the Letter of Offer will be available for inspection at the principal place of business of the Manager to the Offer, Swaraj Shares and Securities Private Limited, located at Unit No 304, A Wing, 215 Atrium, Courtyard Marriot, Andheri East, Mumbai 10:00 a.m. (Indian Standard Time) and 5:00 p.m. (Indian Standard Time) during the Tendering Period commencing from Monday, April 21 2025, to Monday, May 05, 2025. Further, in light of SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated July 27, 2020, read with SEBI Circular SEBI/CIR/CFD/DCR1/CIR/P/2020/83 dated May 14, 2020, copies of the following documents will be available for inspection to the Public Shareholders electronically during the Tendering Period. The Public Shareholders interested to inspect any of the following documents can send an email from their registered email-ids (including shareholding details and authority letter in the event the Public Shareholder is a corporate body) with a subject line ["Documents for Inspection - KGES Open Offer"], to the Manager to the Open Offer at takeover@swarajshares.com; and upon receipt and processing of the received request, access can be provided to the respective Public Shareholders for electronic inspection of documents.

The Acquirers accept full responsibility for the information contained in this Pre-Offer cum Corrigendum to the Detailed Public Statemer Advertisement (other than such information as has been obtained from public sources or provided by or relating to and confirmed by the Target Company) and undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations in respect of this Open Offer. The Acquirers will be severally and jointly responsible for ensuring compliance with the SEBI (SAST) Regulations. The persons signing this Pre-Offer cum Corrigendum to the Detailed Public Statement Advertisement on behalf of the Acquirers have been duly and legally authorized to sign this Letter of Offer.

This Pre-Offer Advertisement and Corrigendum to the Detailed Public Statement will also be accessible on the websites of SEBI a www.sebi.gov.in, the Target Company at www.kgestd.in the Registrar to the Offer at www.integratedregistry.in, the Manager to the Offer at www.sebi.gov.in, and BSE Limited at www.bseindia.com

d by the Manager to the Offer on behalf of the Acquirer SWARAJ

Swaraj Shares and Securities Private Limited Unit No 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri East, Mumbai - 400093, Maharashtra, India Telephone Number: +91-22-69649999

Email Address: takeover@swarajshares.com
Investors Grievance Email Address: investor.relations@swarajshares.com

Website: www.swaraishares.com Contact Person: Mr. Tanmoy Banerjee/Ms. Pankita Patel SEBI Registration Number: INM00012980

On behalf of all the Acquirer and the PAC

Validity: Permanent Date: Wednesday, April 16, 2025 Place: Mumbai

Mr. Siddhant Laxmikant Kabr (Designated Partner of Acquirer and the PAC)