FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN

(As on the financial year ended on 31/03/2019)

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN: U72200TN2005PTC057128
 Registration Date: 08/08/2005

3) Name of the Company: Pearson India Education Services Private Limited

4) Category / Sub-Category of the Company: Company limited by shares / Indian Non-Government Company

5) Address of the registered office and contact details: The HIVE, 3rd Floor, No 44, Pilliayar Koil Street, Jawaharlal Nehru Road, Anna Nagar, Chennai TN 600040

6) **Tel No**- 080-46336688 **Email**: vijay.chettiyar@pearson.com

7) Whether listed company: No

8) Name, Address and Contact details of Registrar and Transfer Agent, if any: N.A

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products /	NIC Code of the Product/	% to total turnover	
	services	service	of the company	
1.	Education Services	P85	100%	

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S.	Name And Address of	Holding/	% of shares	Applicable Section
No	the Company	Subsidiary/	Held	
		Associate		
1	Pearson Education South	Holding	99.99	Section 2(46)of the
	Asia Pte Ltd	Company		Companies Act, 2013

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year			No. of Sha	% Change during the year				
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters (1) Indian: a) Individual/HUF		=	=			=	=		
b) Central Govt.									
c) State Govt.(s)									-
d) Bodies Corp		-							-
e) Banks / FI									
f) Any Other									
Sub-total (A) (1):-									
(2) Foreign									
a) NRIs - Individuals									
b) Other — Individuals									
c) Bodies Corp.		81,775,082	81,775,082	100		81,775,082	81,775,082	100	
d) Banks / FI e) Any Other									
Sub-total (A) (2):-									
Total		81,775,082	81,775,082	100		81,775,082	81,775,082	100	
shareholding of Promoter (A) = (A)(1)+(A)(2)		81,775,082	81,775,082	100		81,775,082	81,775,082	100	
B. Public Shareholding 1.Institutions									
a) Mutual Funds									
b) Banks / FI									

Content sout Cont	a) Cambral Caut	I	l		l				
e) Venture Capital Funds f) Insurance Companies g) Fils h) Foreign Venture Capital Funds i) Others Sub-total (B)(2):	c) Central Govt.					 			
Capital Funds f) Insurance Companies g) Fils h) Foreign Venture Capital Funds i) Others 2. Non institutions a) Bodies Corp. i) Indian ii) Overseas b) Individuals ii) Individuals ii) Individuals ii) Individuals ii) Individuals iii) Individuals iii) Individuals iii) Individuals share capital upto Rs. 1 lakh iii) Individuals share capital in excess of Rs 1 lakh c) Others Sub-total (#)(2):- Total Public Shareholding (#)= (#)(1): (#)(2): C. Shares held by	d) State Govt.(s)					 			
Companies						 			
No Foreign Venture Capital Funds Venture Capital Funds Venture Capital Funds Venture Capital Venture						 			
Venture Capital Funds	g) FIIs					 			
Sub-total (B)(1): 2. Non Institutions a) Bodies Corp. i) Indian ii) Overseas b) Individuals shareholders holding nominal share capital upto Rs. 1 lakh ii) Individual share capital in excess of Rs 1 lakh c) Others Sub-total (B)(2): Total Public Shareholding(B)= (B)(1)+ (B)(2) C. Shares held by Custodian for GDRs	Venture Capital					 			
2. Non Institutions a) Bodies Corp. i) Indian ii) Overseas b) Individuals ii) Individuals ii) Individuals shareholders holding nominal share capital upto Rs. 1 lakh ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh c) Others	i) Others					 			
a) Bodies Corp. i) Indian ii) Overseas b) Individuals ii) Individual shareholders holding nominal share capital upto Rs. 1 lakh ii) Individual share capital in excess of Rs 1 lakh c) Others Sub-total (B)(2):- Total Public Shareholding(B)= (B)(1)+ (B)(2) C. Shares held by Custodian for GDRs	Sub-total (B)(1):-					 			
1) Indian	2. Non Institutions								
ii) Overseas b) Individuals c) Individuals ii) Individuals	a) Bodies Corp.					 			
ii) Overseas b) Individuals i) Individual shareholders holding nominal share capital upto Rs. 1 lakh ii) Individual share capital in excess of Rs 1 lakh c) Others	i) Indian					 			
b) Individuals i) Individual shareholders holding nominal share capital upto Rs. 1 lakh ii) Individual share capital in excess of Rs 1 lakh c) Others	ii) Overseas					 			
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh c) Others Sub-total (B)(2):- Total Public Shareholding(B)= C. Shares held by Custodian for GDRs	b) Individuals					 			
Shareholders	shareholders holding nominal share capital upto					 			
Sub-total (B)(2):- Total Public Shareholding(B)= (B)(1)+ (B)(2) C. Shares held by Custodian for GDRs	shareholders holding nominal share capital in excess of Rs 1					 			
Total Public Shareholding(B)=	c) Others					 			
Shareholding(B)=	Sub-total (B)(2):-					 			
C. Shares held by Custodian for GDRs						 			
Custodian for GDRs	(B)(1)+ (B)(2)								
	Custodian for GDRs					 			
Grand Total (A+B+C) 81,775,082 81,775,082 100 81,775,082 100	Grand Total (A+B+C)		81,775,082	81,775,082	100	 81,775,082	81,775,082	100	

(ii) Shareholding of Promoters:

Sl. No	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year				
		No. of Shares	% of total Shares of the compan y	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	% change in shareholding during the year
1	Pearson Education South Asia Pte Ltd	81,774,802	99.99		81,774,802	99.99		0%
2	Pearson Amsterdam BV	280	0.01		280	0.01		0%
	Total	81,775,082	99.99		81,775,082	99.99		0%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

	Shareho	olding	Cumulative Shareholding during the year		
Category of Shareholders	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
As on 1 st April 2018					
Pearson Education South Asia Pte. Ltd.	81,774,802	99.99	81,774,802	99.99	
Pearson Amsterdam B.V.	280	0.01	280	0.01	
Total	81,775,082	100	81,775,082	100	
Add: Issued during the year .		•			
	Nil	-	Nil	-	
As on 31st March 2019					
Pearson Education South Asia Pte. Ltd.	81,774,802	99.99	81,774,802	99.99	
Pearson Amsterdam B.V.	280	0.01	280	0.01	
Total	81,775,082	100	81,775,082	100	

⁽iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

(v) Shareholding of Directors:

Nil

V. INDEBTEDNESS

The same is reflected in the Financials Statement of the Company for the year ended 31st March 2019

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO MANAGING DIRECTOR/WHOLE TIME DIRECTOR / MANAGER:

SI.	Particula	Name of MD/WTD/ Manager								Total
no.	rs of									Amount
	Remune									
	ration									
		Vikas Singh	Ritu Agast	Ramesh Subbarao	Shalinee K	SG Ram	Pradeep Palakurissi	Sudhir Rao	Madhur Bhatia	
1.	Gross salary	29,521,804	6,577,070	19,707,370	7,120,832	13,163,999	3,134,810	11,628,969	1,792,804	
2.	Stock									
	Option									
3.	Sweat									
	Equity									
4.	Commis									
	sion - as									
	% of									
	profit -									
	others,									
	specify									
5.	Others,									
	please									
	specify									
	Total (A)	29,521,804	6,577,070	19,707,370	7,120,832	13,163,999	3,134,810	11,628,969	1,792,804	92,647,658
	Ceiling as per the Act	NA	NA	NA	NA	NA				NA

B. REMUNERATION TO OTHER DIRECTORS: NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl.no.	Particulars of Remuneration		Key Managerial Personnel					
		CEO	Company	CFO	Total			
			Secretary,					
			(Vijayakumar K Chettiyar)					
1.	Gross salary		4,218,440	-				
2.	Stock Option							
3.	Sweat Equity							
4.	Commission - as % of profit							
	- others, specify							
5.	Others							
	Total	-	4,218,440	-				

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Туре	Sectio	Brief	Details of	Authority	Appeal made, if
	n of	Description	Penalty /	[RD /	any
	the	Description	Punishment/	ן נוגט י	(give Details)
	Comp			NCLT/	,
	anies		Compoundin	COURT]	
	Act		g		
			fees		
			imposed		
-	-	-	-	-	-