



**Pearson India Education
Services Private Limited**

No. 11, A Wing, Ground Floor,
Divyasree Chambers, O Shaughnessy
Road, Bengaluru - 560025
Karnataka, India
+91 (80) 4633 6999
In.pearson.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Nineteenth Annual General Meeting of Pearson India Education Services Private Limited will be held on Friday, 06th September 2024 at 14:30 P.M at Ground Floor, Divyashree Chambers, A Wing, O Shaughnessy Road, Langford Town, Bengaluru-560025 to transact the following business:

ORDINARY RESOLUTION

1. Adoption of Balance Sheet

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2024, together with the Independent Auditors Report and the report of Directors thereon.

SPECIAL BUSINESS

2. Ratification of Remuneration paid to Cost Auditor for the FY 2023-2024

To pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT in terms of Section 148(3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the members do and hereby ratify the payment of remuneration of Rs. 360,000 plus service tax as applicable to M/s. Pant S. & Associates Cost Accountants, (Firm Registration No. 101402) as Cost for the FY 2023-2024 for conducting the audit of cost records of the Company.”

3. Approval to contribute to bonafide and Charitable Funds by Company

To pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 181 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members be and is hereby accorded to the Board of Directors to contribute from time to time to bona fide charitable institutions/organizations or Charitable funds in line with Charitable Donation policy of the Company such amount or amounts in financial year 2025-2026 in one or more tranches not exceeding Rs. 2,00,00,000/- (Rupees Two crores only).

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Board of Directors and Company Secretary to severally and/or jointly sign any agreements including but not limited to MoU (Memorandum of Understanding), contracts etc as and when required in the above matter.”



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By the Order of the Board



Vijayakumar K Chettiyar
Company Secretary
Membership No. A19667

Date: 06th September 2024

Place: Bengaluru

Pearson

Pearson India Education Services Private Limited
Registered Office: Featherlite, 'The Address' 5th Floor, Survey No
203/10B, 200 Ft MMRD Road, Zamin Pallavaram,
Chennai - 600044, Tamil Nadu
CIN: U72200TN2005PTC057128 | T: +91 (080) 4633 6999 | in.pearson.com
Email: companysecretary.india@pearson.com



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Notes:

1. An Explanatory Statement as required under section 102(1) of the companies Act, 2013 is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be member.
3. Proxies in order to be valid must be deposited at the company's registered office not later than 48 hours before the commencement of the meeting.
4. Members of the company being body corporate are entitled to appoint authorized representative to attend and vote at the meeting as per section 113 of the Companies Act 2013.
5. The Complete particulars of the venue of the Meeting including Road Map/Route Map and Prominent Landmark for Easy Location is being furnished vide Annexure.
6. The attendance slip, and the proxy forms are attached to this notice.



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

Item No. 2

The Board has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024, the payment of remuneration of Rs. 360,000 plus service tax. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company. Accordingly, approval of the members is requested for passing an Ordinary Resolution as set out at item no. 2 of the Notice for ratification of the remuneration payable to the Cost Auditors to conduct audit of the Cost Records of the Company for the Financial Year ending March 31, 2024.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 2 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 2 for approval by the Members.

Item No. 3

In accordance with the Section 181 of the Companies Act, 2013, the company is required to obtain approval from member before making any contribution to any bona fide charitable institutions/organizations or Charitable funds during a financial year exceeding 5% (five) of the company's average net profits during the 3 (three) immediately preceding financial years. The Company now wish to make certain charitable donations which shall exceed the 5% (five) of the company's average net profits during the 3 (three) immediately preceding financial years amounting to Rs. 2,00,00,000/- (Rupees Two crores only) in financial year 2025-2026 for which the approval of the members of the Company is required to be sought for authorizing the Board to make contributions from time to time in one or more tranches to bona fide charitable and other funds, for the financial year 2025-2026

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 3 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 3 for approval by the Members.

By the Order of the Board



Vijayakumar K Chettiyar
Company Secretary
Membership No. A19667

Date: 06th September 2024

Place: Bengaluru

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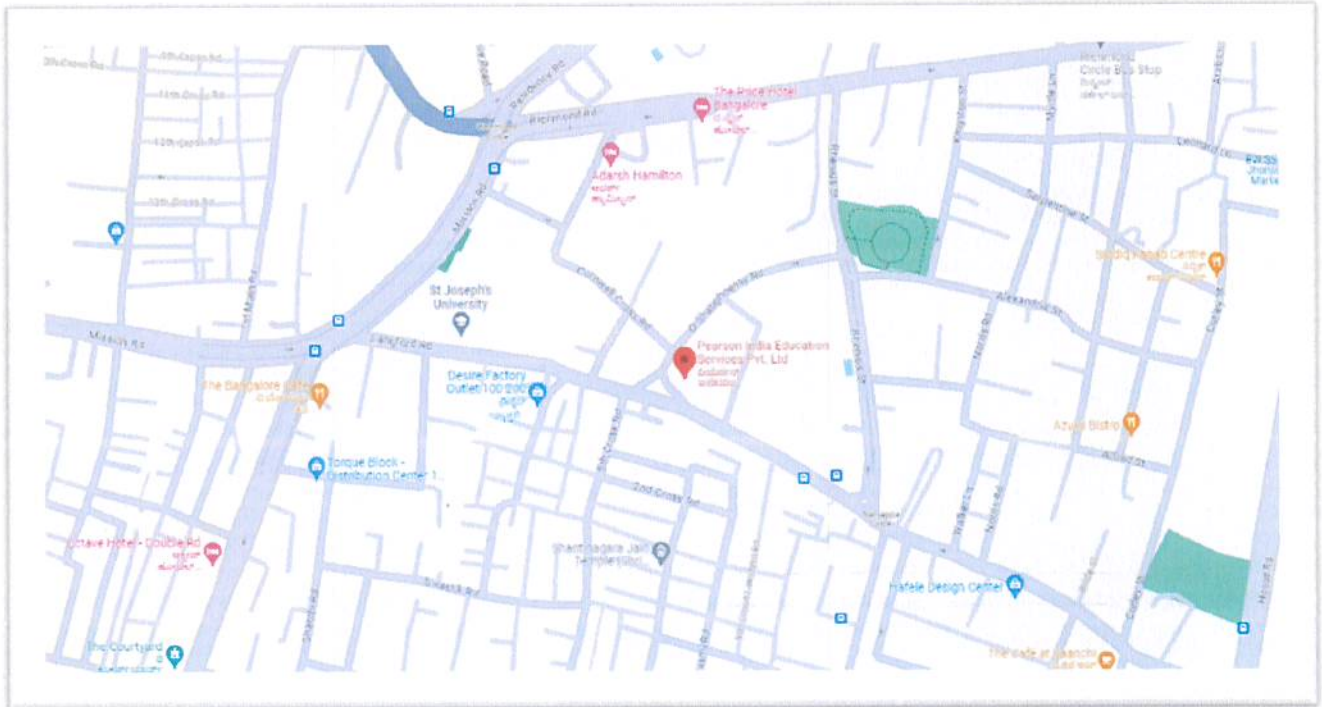


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Route Map

Landmark: Near St. Joseph University



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**ATTENDANCE SLIP
PEARSON INDIA EDUCATION SERVICES PRIVATE LIMITED
ANNUAL GENERAL MEETING**

Registered No.: Folio

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 No. of Shares:

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I certify that I am the registered shareholder/ proxy/ authorized representative for the registered shareholder of the Company.

I hereby record my presence at the Annual General Meeting of **Pearson India Education Services Private Limited** on Friday, September 06, 2024, at 14.30 P.M at Ground Floor, Divyashree Chambers, A Wing, O Shaughnessy Road, Langford Town, Bengaluru-560025

Name of the Registered Shareholder/ Proxy/ Authorized Representative in BLOCK letters:
Mr. _____

Signature of the Registered Shareholder/ Proxy/ Authorized Representative for the Registered Shareholder



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Form No. 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]

CIN : U72200TN2005PTC057128
Name of the company : **Pearson India Education Service Private Limited**
Registered office : Featherlite, The Address, 5th Floor, Survey No 203/10B 200 Ft
MMRD Road, Zamin Pallavaram, Chennai Nemilichery Tambaram
Kanchipuram Tamil Nadu 600044.

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We being a member/members of **Pearson India Education Services Private Limited** hereby appoint:

1. Name : _____ Address : _____
E-mail Id: _____ Signature : _____, or failing him
2. Name : _____ Address : _____
E-mail Id: _____ Signature : _____, or failing him
3. Name : _____ Address : _____
E-mail Id: _____ Signature : _____,

as my/our Proxy to attend and vote (for me/us and on my/our behalf at Annual General Meeting of the Company to be held on Friday, September 06, 2024 at 14.30 P.M at Ground Floor, Divyashree Chambers, A Wing, O Shaughnessy Road, Langford Town, Bengaluru-560025 (and at any adjournment thereof) in respect of such resolutions as are indicated below:

Resolution No.

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended on 31st March 2024 and the reports of the Board of Directors and the reports of the Auditors thereon.

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Signed this _____ Day _____ 2024

Signature of
shareholder _____

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: The Proxy Form in order to be effective should be deposited at the Registered office/Corporate office of the company not less than **48 HOURS** before the commencement of the Meeting.

Pearson