

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN

(As on the financial year ended on 31/03/2020)

[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:

- 1) **CIN:** U72200TN2005PTC057128
- 2) **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 / Subsidiary of Foreign Company
- 5) **Address of the registered office and contact details:** The HIVE, 3rd Floor, No 44, Pillaiyar 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 / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Education Services	85	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

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

c) Central Govt.	--	--	--	--	--	--	--	--	--
d) State Govt.(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FII's	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others	--	--	--	--	--	--	--	--	--
Sub-total (B)(1):-	--	--	--	--	--	--	--	--	--
2. Non Institutions									
a) Bodies Corp.	--	--	--	--	--	--	--	--	--
i) Indian	--	--	--	--	--	--	--	--	--
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals	--	--	--	--	--	--	--	--	--
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)= (B)(1)+ (B)(2)	--	--	--	--	--	--	--	--	--
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
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			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
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)

Category of Shareholders	Shareholding		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
As on 1st April 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
Add: Issued during the year .	Nil	-	Nil	-
As on 31st March 2020				
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):

Nil

(v) Shareholding of Directors:

Nil

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued in detail can be referred under Note 29 of financial statements for the year ended March 31st, 2020.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager							Total Amount
		Philip Rajan	Ritu Agast	Ramesh Subbarao	Shaline K	SG Ram	Pradeep Palakurissi	Sudhir Rao	
	Designation	WTD	WTD	WTD	WTD	MD	WTD	WTD	
1.	Gross salary	3,057,957	6,839,385	23,243,531	7,264,338	12,328,664	3,687,970	11,198,692	118,975,727
2.	Stock Option								
3.	Sweat Equity								
4.	Commission - as % of profit - others, specify...								
5.	Others, please specify								
	Total (A)	3,057,957	6,839,385	23,243,531	7,264,338	12,328,664	3,687,970	11,198,692	118,975,727
	Ceiling as per the Act	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 Secretary, (Vijayakumar K Chettiyar)	CFO	Total
1.	Gross salary		4,962,764	-	
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...				
5.	Others				
	Total	-	4,962,764	-	

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
Compounding of offense	Section 92	The Company had filed application with NCLT, Chennai for compounding of offense (suo-moto basis) for non-compliance/delayed compliance under Sections 92, 137 and 96 for the delayed Annual General meeting for FY 2014-15 and FY 2015-16. The same was duly compounded by the order of the NCLT upon payment of penalty(s) under each section.	On company- Rs 58,100 On Director/CS – Rs 58,100 each Total: 348,600	NCLT, Chennai	NA
Compounding of offense	Section 96	The Company had filed application with NCLT, Chennai for compounding of offense (suo-moto basis) for non-compliance/delayed compliance under Sections 92, 137 and 96 for the delayed Annual General meeting for FY 2014-15 and FY 2015-16. The same was duly compounded by the order of the NCLT upon payment of penalty(s) under each section.	On company- Rs 700,000 On Director/CS – Rs 700,000 each Total: 4,200,000	NCLT, Chennai	NA
Compounding of offense	Section 137	The Company had filed application with NCLT, Chennai for compounding of offense (suo-moto basis) for non-compliance/delayed compliance under Sections 92, 137 and 96 for the delayed Annual General meeting for FY 2014-15 and FY 2015-16. The same was duly compounded by the order of the NCLT upon payment of penalty(s) under each section.	On company- Rs 347,000 On Director/CS – Rs 1,045,200 (Total) Total: 1,392,200	NCLT, Chennai	NA

For and on behalf of the Board of
Pearson India Education Services Pvt Ltd

Place: Bangalore
Date: 18.12.2020

Managing Director

Ramananda SG
(DIN 08334062)

Director

Vinay K Swamy
(DIN 01712195)