

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN

(As on the financial year ended on 31/03/2018)

[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 / Indian Non-Government Company
- 5) **Address of the registered office and contact details:** 4th Floor, Software Block, Elnet Software City, TS 140, Block 2 & 9, Rajiv Gandhi Salai, Taramani, Chennai - 600113
- 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	P85	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)	--	6,63,90,467	6,63,90,467	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	66,390,187	99.99	--	81,774,802	99.99	--	0%
2	Pearson Amsterdam BV	280	0.01	--	280	0.01	--	0%
	Total	6,63,90,467	99.99	--	81,774,802	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 2017				
Pearson Education South Asia Pte. Ltd.	6,63,90,187	99.99	6,63,90,187	99.99
Pearson Amsterdam B.V.	280	0.01	280	0.01
Total	6,63,90,467	100	6,63,90,467	100
Add: Issued during the year				
1. Pearson Education South Asia Pte. Ltd.	15,384,615	100	81,774,802	100
As on 31st March 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

(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

The same is reflected in the Financials Statement of the Company for the year ended 31st March 2018

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
		Deepak Mehrotra	Charu Maini	Ramesh Subbarao	Ritu Agast	Anagh Ahuja	Pradeep Palakurissi	Harish Doraiswamy	Vikas Singh	
1.	Gross salary	24,636,220	6,965,080	18,665,629	5,671,465	8,574,909	2,529,550	24,502,092	22,906,553	
2.	Stock Option									
3.	Sweat Equity									
4.	Commission - as % of profit - others, specify...									
5.	Others, please specify									
	Total (A)	24,636,220	6,965,080	18,665,629	5,671,465	8,574,909	2,529,550	24,502,092	22,906,553	114,451,498
	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 Secretary, (Vijayakumar K Chettiyar)	CFO	Total
1.	Gross salary		3,825,732	-	
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...				
5.	Others				
	Total	-	3,825,732	-	

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

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)
Summon Notice	148	The Registrar of Companies had filed a complaint against the Company and the Directors citing delay in filing of cost audit records of the company after which the Company has filed a Compounding application which was rejected by the prosecuting court citing want of jurisdiction. The Company has now filed two Criminal Revision Petitions with Madras High Court pleading for a suitable remedy and direction to the prosecuting court to itself compound the offence alleged and the Petitions are duly admitted by the High Court and an Interim order of stay of lower court proceedings has been granted	Case in progress	Prosecuting court- Lower Court Appeal made – High Court Compounding filed- NCLT	The Company has filed Criminal Revision Petitions with Madras High Court pleading for a suitable remedy and direction. Without prejudice to the above, the Company has also, filed a Compounding application with NCLT, Chennai, which is pending.