

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the fifteenth Annual General Meeting of Pearson India Education Services Private Limited will be held on Wednesday, 23rd December 2020 at 13.00 Hours at Ground Floor and 7th Floor, A Wing, 11, DivyaSree Chambers, O Shaughnessy Road, Bengaluru, Karnataka 560025, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Balance Sheet

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2020 together with the Independent Auditors Report and the report of Directors thereon.

2. To re-appoint Price waterhouse Chartered Accountants as statutory auditors of the Company for the period of five years.

SPECIAL BUSINESS

3. Appointment of Mr. Vinay Kumar Swamy as Director of the Company.

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Mr. Vinay Kumar Swamy, who was appointed as an Additional Director of the company on 31st August 2020 , who ceases to hold the office at this ensuing Annual General Meeting of the company be and is hereby appointed as a Director of the Company.

FURTHER RESOLVED THAT Mr. Vinay Kumar Swamy be and hereby designated as Whole –time Director of the Company.

FURTHER RESOLVED THAT any director of the company and/or Mr. Vijayakumar K Chettiyar, the Company Secretary of the company be and are hereby authorized jointly and severally to file with the concerned Registrar of Companies, the prescribed E-form DIR 12 and to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution."

4. Appointment of Mr. Gopinath Rangaswamy as Director of the Company.

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Mr. Gopinath Rangaswamy who was appointed as an Additional Director of the company on 31st July 2020, who ceases to hold the office at this ensuing Annual General Meeting of the company be and is hereby appointed as a Director of the Company.

FURTHER RESOLVED THAT Mr. Gopinath Rangaswamy be and hereby designated as Whole –time Director of the Company.

FURTHER RESOLVED THAT any director of the company and/or Mr. Vijayakumar K Chettiyar, the Company Secretary of the company be and are hereby authorized jointly and severally to file with the concerned Registrar of Companies, the prescribed E-form DIR 12 and to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution."

5. Ratification of Remuneration paid to Cost Auditor for the FY 2019-20

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. 300,000 plus service tax as applicable to M/s. Pant S. & Associates Cost Accountants, (Firm Registration No. 101402) as Cost for the FY 2019-20 for conducting the audit of cost records of the Company."

6. 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/organisations or Charitable funds in line with Charitable Donation policy of the Company such amount or amounts in financial year 2019-2020 in one or more tranches not exceeding Rs. 3,00,00,000/- (Rupees Three 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

Notes:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 3 of the Notice, 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 the proxy need not be a member of the Company. Instrument appointing the proxy is annexed herewith as Annexure I
3. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Members are requested to notify immediately any change in their addresses to the Company at its Registered Office.

By Order of the Board of Directors

Bangalore
23rd December 2020

Vijayakumar K Chettiyar
Company Secretary
Membership No: A19667