



**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 Eighteenth Annual General Meeting of Pearson India Education Services Private Limited will be held on Saturday, 30th September 2023 at 5.00 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, 2023, together with the Independent Auditors Report and the report of Directors thereon.

SPECIAL BUSINESS

2. Regularization of Mr. Pankaj Sharma as Whole Time 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. Pankaj Sharma, who was appointed as an Additional Director on 18th November 2022, who ceases to hold the office at this ensuing Annual General Meeting of the company be and is hereby appointed as a Whole time Director of the company.

FURTHER RESOLVED THAT any director or 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."

3. Regularization of Mr. Tushar Alok as Whole Time 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. Tushar Alok, who was appointed as an Additional Director on 25th November 2022, who ceases to hold the office at this ensuing Annual General Meeting of the company be and is hereby appointed as a Whole time Director of the company.

FURTHER RESOLVED THAT any director or 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."



**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

4. Ratification of Remuneration paid to Cost Auditor for the FY 2022-2023

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 2022-2023 for conducting the audit of cost records of the Company.”

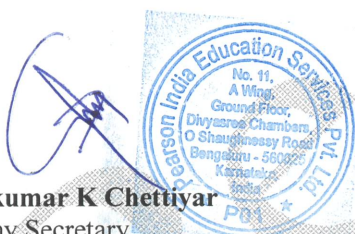
5. Approval to contribute to bonafide and Charitable Funds by Company

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 2024-2025 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.”

By the Order of the Board



Vijayakumar K Chettiyar
Company Secretary
Membership No. A19667

Date: 29th September 2023

Place: Bengaluru

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

Achieving greatness together





**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

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.

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

Achieving greatness together



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No.2**

Board of Directors of the company through resolution passed in their meeting held on 18th day of November, 2022 has appointed Mr. Pankaj Sharma (DIN. 09794646) as Additional Director of the company till the date of the next annual general meeting. Accordingly, in terms of the provisions of Companies Act, 2013 approval of the members of the company is required for regularization of Mr. Pankaj Sharma as Whole time Director of the company.

None of the Directors of the company, except Mr. Pankaj Sharma, is concerned or interested in the resolution.

The Board therefore recommends the resolution as set out under Item no. 2 of the Notice for approval of the members as an Ordinary Resolution

Item No.3

Board of Directors of the company through resolution passed in their meeting held on 25th day of November, 2022 has appointed Mr. Tushar Alok (DIN. 09803870) as Additional Director of the company till the date of the next annual general meeting. Accordingly, in terms of the provisions of Companies Act, 2013 approval of the members of the company is required for regularization of Mr. Tushar Alok as Whole time Director of the company.

None of the Directors of the company, except Mr. Tushar Alok, is concerned or interested in the resolution.

The Board therefore recommends the resolution as set out under Item no. 3 of the Notice for approval of the members as an Ordinary Resolution.

Item No. 4

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, 2023, 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. 4 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, 2013.

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. 4 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 4 for approval by the Members.



**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

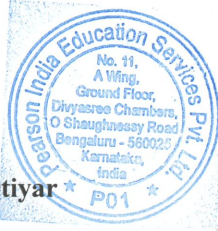
Item No. 5

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/organisations 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 2024-2025 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 2024-2025.

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. 5 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 5 for approval by the Members.

By the Order of the Board



Vijayakumar K Chettiyar
Company Secretary
Membership No. A19667

Date: 29th September 2023

Place: Bengaluru

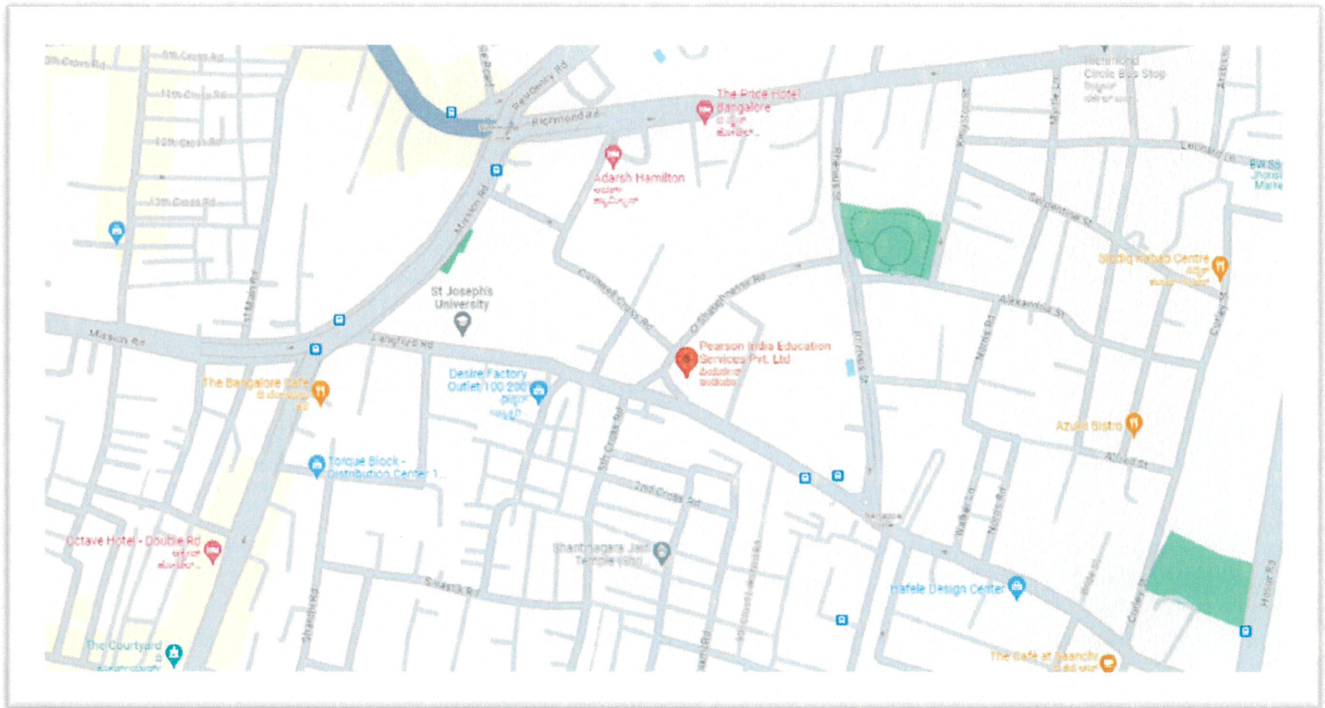


Pearson India Education Services Private Limited

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

Route Map

Landmark: Near St. Joseph University



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

Achieving greatness together





**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

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

Registered
No.:

Folio

--	--	--	--	--	--	--	--

No. of Shares:

--	--	--	--	--	--	--	--

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 Saturday, September 30, 2023, at 05.00 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

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

Achieving greatness together





**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

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 Saturday, September 30, 2023 at 05.00 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 2023 and the reports of the Board of Directors and the reports of the Auditors thereon.

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

Achieving greatness **together**





**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

Signed this _____ Day _____ 2023

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 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

Achieving greatness together

