

Notice of Annual General Meeting

Notice is hereby given that, 23rd Annual General Meeting of the Shareholders of IEC Education Limited will be held at 04:00 P.M. on Saturday, the 2nd Day of September, 2017 at Hare Krishna Hall, Iskcon Temple Complex, Glory of India Trust , Sant Nagar Main Road, East of Kailash, New Delhi – 110065 to transact the following business:

Ordinary Business

1. To consider and adopt the Standalone and Consolidated Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss for the period ended March 31, 2017 along with the Schedules, the Report of the Directors and Auditors thereon.
2. To appoint a Director in the place of Mrs. Shalini Gupta (**Din: 00114181**) who retires by rotation and being eligible offers herself for re-appointment.
3. 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Rakesh Varshney & Co., Chartered Accountants (ICAI Registration No.: 019108N), be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s. Nath and Hari, Chartered Accountants (ICAI Registration No. 007403N), the retiring Statutory Auditors, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company to be held in the Calendar year 2018, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

Special Business:

4. 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 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, Mr. Ajay Kumar Jain (DIN 07835657), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from May 30, 2017, and who holds office until the date of 23rd Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying their intention to propose Mr. Ajay Kumar Jain as a candidate for the office of Director of the Company, be and is hereby appointed as a Non Executive Director of the Company and the period of his office shall be liable to determination by retirement of directors by rotation.”
5. 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 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder read with schedule IV to the Companies Act, 2013, Mr. Bijoy Kumar Pandit (DIN: 07900682), in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying their intention to propose Mr. Bijoy Kumar Pandit as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term starting from 23rd Annual General Meeting of the Company, not liable to retire by rotation.”

For and on behalf of the Board

Date: July 17, 2017
Place: New Delhi
(DIN 0097128)

sd/-
Dr. Naveen Gupta
(Chairman)

Notes:

- i. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY AT M-92, CONNAUGHT PLACE, NEW DELHI – 110001, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING. A BLANK PROXY FORM IS ATTACHED WITH THE ANNUAL REPORT. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL.
- ii. The proxies appointed, should bring their attendance slips sent herewith, duly filled in, for attending the meeting.
- iii. The Register of Members of the Company and Transfer Books thereof will be closed from August 26, 2017 to September 02, 2017 (both days inclusive).
- iv. The notice of AGM is being sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on 28.07.2017.
- v. The copy of annual report, notice of Annual General Meeting, notice of e-voting etc. are being sent to the members through e-mail who have registered their email ids with the Company / depository participant (DP's) / Company's Registrar and Transfer Agent (RTA) . Members are requested to update their preferred e-mail id with the Company / DPs / RTA, which will be used for the purpose of future communications. Members whose e-mail is not registered with the Company are being sent physical copies of the notice at their registered address through permitted mode.
- vi. Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company at its registered office address or to the RTA, Alankit Assignments, 2E/21, Alankit House, Jhandewalan Extn. New Delhi – 110055.
- vii. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- viii. All the documents referred in the Notice, Annual Report, as well as Annual Accounts of the subsidiary companies and Register of Director's Shareholding are open for inspection, during the business hours, at the Registered Office of the Company up to and including the date of Annual General Meeting.
- ix. Shareholders seeking any information with regard to the accounts are requested to write to the Company at an early date but not later than 10 days before the scheduled date of holding of A.G.M.
- x. Pursuant to Regulation 26(4) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, additional information on directors seeking appointment / re-appointment at the A.G.M. is provided in the Annual Report.
- xi. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- xii. The notice of the Annual General Meeting of the Company is also been uploaded on the website of the Company. i.e. www.iecgroup.in.
- xiii. SEBI vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 had mandated the companies to use any of the RBI approved electronic mode of payment such as ECS (Local ECS / Regional ECS / National ECS), NEFT, RTGS etc. for distribution of dividends and other cash benefits to investors. The Circular also mandated the companies or their registrar & share transfer agents (RTA) to maintain bank details of investors. In case the securities are held in d-mat mode, the companies or their RTA shall seek relevant bank details from depositories and in case the securities are held in physical mode, the companies or their RTA shall take necessary steps to maintain updated bank details at their end. The members are requested to ensure that correct and updated particulars of their bank account are available with their respective depository participants and the Company / its RTA to facilitate necessary payments through electronic mode.

E Voting:

xiv. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, including and statutory modification(s) of re-enactment thereof (as may be in force) and Regulation 44 of the L SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (“remote e-voting”).

a. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot / polling paper.

b. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.

1. The instructions for members for voting electronically:-

- a. Log on to e-voting website; www.evotingindia.com.
- b. Click on the “Shareholders” tab to cast your votes.
- c. Now, select “IEC Education Limited” from the drop down menu and click on “SUBMIT”.
- d. Now enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Captcha Code as displayed and Click on Login.
- f. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing password is to be used.
- g. If you are a first time user follow the steps given below and fill up the following details in the appropriate boxes:

Details	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both Demat shareholders as well as physical shareholders).</p> <p>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</p> <p>In case the folio number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p>
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>

IEC EDUCATION LIMITED
CIN: L74899DL1994PLC061053
M-92, Connaught Place, New Delhi – 110001
www.iecgroup.in Email: cs@iecgroup.in, Ph. No: 011-69111192

Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.
	Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- h. After entering these details appropriately, click on “SUBMIT” tab.
- i. Members holding shares in physical form will then reach directly the company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and please take utmost care to keep your password confidential.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN for IEC Education Ltd.
- l. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option “YES” or “NO” as desired. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.
- m. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- n. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm our vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- o. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- q. If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code, click on “Forgot Password” & enter the details as prompted by the system.
- r. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
- s. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- t. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- u. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- v. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.
- w. The voting period begins on August 30, 2017 (9.00 a.m.) and ends on September 01, 2017 (5.00 p.m.). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 26, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- x. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and evoting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

2. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of August 26, 2017.
3. A copy of this notice has been placed on the website of the Company and the website of CDSL.
4. Mr. Dharamveer Dabodia Practicing Company Secretary (CP No. 14305) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
6. In terms of Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Mr. Dharamveer Dabodia, Scrutinizer, C/o. Dharamveer Dabodia, Practicing Company Secretary, Unit: IEC Education Ltd., 517, GF, Samalkha, New Delhi – 110037 +91-9811219161, Email: dharamveerdabodia@gmail.com so as to reach him on or before 30th August, 2017 by 6.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
7. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.iecgroup.in and on the website of CDSL within 1 day of passing of the resolutions at the annual general meeting and will be communicated to Stock Exchanges wherein shares of the company are listed.
8. THE COMPANY WHOLE HEARTEDLY WELCOMES MEMBERS / PROXIES AT THE ANNUAL GENERAL MEETING OF THE COMPANY. THE MEMBERS / PROXIES MAY PLEASE NOTE THAT NO GIFTS / GIFT COUPONS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.

Explanatory Statement

Item no. 4

The Board at its meeting held on May 30, 2017, appointed Mr. Ajay Kumar Jain (DIN: 07835657) and as additional director respectively with effect from May 30, 2017 pursuant to Section 161 of the Companies Act, 2013. They will hold office up to the date of the ensuing Annual General Meeting.

The Company has received consent in writing to act as directors in Form DIR - 2 and intimation in Form DIR - 8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

The Board considers that their association would be of immense benefit to the Company and it is desirable to avail their services as Directors. Accordingly, the Board recommends the resolution No. 4, in relation to appointment of Mr. Ajay Kumar Jain as Non Executive Director, for the approval by the shareholders of the Company.

Mr. Jain does not hold any shares in the Company.

Item no. 5

Mr. Bijoy Kumar Pandit (DIN: 07900682) being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto the date of the AGM to be held in calendar year 2022. A notice has been received from a member proposing Mr. Bijoy Kumar Pandit as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. Pandit fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Pandit as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Bijoy Kumar Pandit as an Independent Director, for the approval by the shareholders of the Company.

Mr. Bijoy Kumar Pandit does not hold any shares in the Company.

Except Mr. Bijoy Kumar Pandit, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

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Brief particulars of the Directors proposed to be appointed / reappointed

Name of Director	Shalini Gupta	Ajay Kumar Jain	Bijoy Kumar Pandit
Nature of appointment	Re appointment of Director liable to retire by rotation	Regularization of Additional Director	Appointment as Independent Director
Date of First Appointment	22.09.2014	30.05.2017	-
Qualification	Graduate	Graduate	N.Sc. CAIIB
Expertise in Specific Functional Area	Wide experience in Managerial capacity	Wide experience in Managerial capacity	Wide experience in managerial capacity
Directorship held in other Companies as on 31.03.2017	IEC Leasing and Capital Management Limited IEC Learning and Management Limited IEC Education and Infrastructure Limited Sai Infracon Pvt. Ltd. Satguru Infracon Pvt. Ltd. Novel Equipments Pvt. Ltd. R.L.N.G Infrastructure Pvt. Ltd. V.E.F. Hotels and Resorts Pvt. Ltd. VEF Housing Developers Pvt. Ltd. Vocational Education Society. Sunway Energy Pvt. Ltd. V.E.F. Biotech Pvt. Ltd.	IEC Leasing and Capital Management Limited IEC Learning and Management Limited IEC Education and Infrastructure Limited	Nil
No. of equity shares held in the Company	21,67,835	Nil	Nil
Director Identification No.	00114181	07835657	07900682