

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirtieth (30th) Annual General Meeting (AGM) of the Members of IEC Education Limited will be held on Saturday, September 28, 2024, at 11:00 A.M. (IST) through Video Conferencing ("VC") / other audio-visual means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

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

- 1. To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Report of Auditors and Directors thereon.**
- 2. To appoint a Director in place of Mrs. Shalini Gupta (DIN: 00114181) who retires by rotation and being eligible, offers herself for reappointment.**

SPECIAL BUSINESS:

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

- 3. To appoint Statutory Auditors of the Company to fill the casual vacancy**

"RESOLVED THAT pursuant to the provisions of Sections 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s S.N. Kapur & Associates, Chartered Accountants, (FRN: 001545C) be and is hereby appointed as Statutory Auditors of the Company to hold office till the conclusion of 30th Annual General Meeting of the Company, to fill the casual vacancy caused due to the resignation of APT & Co. LLP Chartered Accountants, on such remuneration plus applicable taxes, and out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

- 4. To appoint Statutory Auditors of the Company for a period of five financial years**

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s S.N. Kapur & Associates, Chartered Accountants, (FRN: 001545C) be and is hereby appointed as Statutory Auditors of the Company for the term of five financial years from the conclusion of this 30th Annual General Meeting until the conclusion of the 35th Annual General Meeting to be held in the year 2029, on such remuneration

plus applicable taxes, and out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. Appointment of Mr. Vipin Kumar Kushwaha (DIN: 10715762) as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Vipin Kumar Kushwaha (DIN: 10715762), who was appointed as an Additional Director (Non-Executive & Independent) be and is hereby appointed as an independent director, not liable to retire by rotation, for a period of five years upto August 2, 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

6. Re-appointment of Mr. Sunil Kumar (DIN: 08463423) as an Independent Director of the Company for the second term of five consecutive years.

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sunil Kumar (DIN: 08463423), be and is hereby reappointed as an Independent Director of the Company for a second term of five consecutive years with effect from 30th May 2024 upto 29th May 2029.

RESOLVED FURTHER THAT the Board or any duly constituted committee of the Board, be and is hereby

authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

**By order of the Board,
For IEC Education Limited**

**Sd/-
Navin Gupta
Chief Executive Officer**

Date: 05.09.2024

Place: New Delhi

NOTES:

1. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the "Act"), read with the relevant Rules made thereunder, setting out the material facts and reasons, in respect of Item Nos. 3-6 of this Notice of AGM ("Notice"), is annexed herewith.
2. Ministry of Corporate Affairs ("MCA") vide its Circular No. 9/2023 dated September 25, 2023 (in continuation with the Circulars issued earlier in this regard) ("MCA Circulars") has allowed conducting Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") without the physical presence of Members at a common venue till September 30, 2024. The MCA Circulars prescribe the procedures and manner of conducting the AGM through VC/OAVM. In compliance with the applicable provisions of the Act and MCA Circulars, the 30th AGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
3. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and applicable Circulars, the AGM of the Company is being held through VC/OAVM and as permitted under the applicable circulars, the Annual report for the financial year 2023-24 and Notice of the 30th AGM are being sent in electronic mode to members whose e-mail addresses are registered with Depository Participant(s). Any member, who requires the physical copy of the Annual Report may write to the Company at cs@iecgroupp.in.
4. In terms of the MCA Circulars and/or SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Companies Act, 2013 ("The Act") will not be available for the AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e Voting, for participation in the AGM through VC/OAVM Facility and e-Voting during the AGM.
5. Corporate members intending to attend the AGM through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Annual General Meeting.
6. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to pdawetassociates@gmail.com with a copy marked to cs@iecgroupp.in.
7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Alankit Assignments Limited for assistance.

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Alankit Assignments Limited in case the shares are held by them in physical form.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Alankit Assignments Limited in case the shares are held in physical form.
10. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. In compliance with the applicable Circulars, Notice of the AGM along with the Annual Report 2023-24 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website www.iecgroup.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL <https://www.evotingindia.com>.
13. In case you have not registered your email id with depository or RTA you may register your email id in following manner.
14. For shareholding in physical form, send a signed request to Registrar and Transfer Agent of the company, Alankit assignments limited by providing folio number, Name of the shareholder, scanned copy of the share certificate (front and back) PAN (self- attested scanned copy of PAN) AADHAR (Self attested scanned copy of Aadhaar card) for registering email id address.
15. For Demat Holding please contact your Depository Participant (DP) and register your email address as per the process advised by DP.
16. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. Preksha Dawet & Associates (Membership No. A55366 & CoP No. 22088) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
18. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him/her in writing, who shall countersign the same.

19. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.iecgroup.in and on the website of CDSL at <https://evotingindia.com/> immediately after the declaration of result by the Chairman or any person authorized by him/her in writing and the same shall be communicated to the BSE Limited. The results will also be displayed on the Notice Board of the Company at its Registered Office. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. 28th September 2024.
20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act 2013, will be available electronically for inspection by the Members during the AGM. All the relevant documents referred to in this Notice and the Explanatory Statement will be available for inspection electronically without any fees by the Members. Members seeking to inspect such documents can send an email to cs@iecgroup.in.
21. The Company has designated an exclusive email Id i.e. cs@iecgroup.in to enable investors to register their complaints, if any.
22. The Register of Members and Share Transfer Books of the Company will remain closed from 21st day of September 2024 to 28th day of September 2024 (both days inclusive).
23. Any member requiring further information on the Accounts at the meeting is requested to send the queries through email on cs@iecgroup.in at least one week before the meeting.
24. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
25. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic format, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat account. Members holding shares in physical form can submit their PAN to the Company Registrar.
26. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
27. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
28. 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 at the AGM.

GENERAL INSTRUCTIONS FOR E-VOTING

1. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the

efficiency of the voting process. Members are advised to update their mobile number and email address in their demat account in order to access remote e-Voting.

2. The Company is providing facility of remote e-voting to the shareholders through e-voting portal of Central Depository Services (India) Limited,
3. The remote e-voting facility will be available during the following period:
 - a. Commencement of remote e-voting: 9:00 a.m. (IST) on Wednesday, September 25, 2024
 - b. End of remote e-voting: 5:00 p.m. (IST) on Friday, September 27, 2024
 - c. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by CDSL upon expiry of aforesaid period
4. The voting rights of Shareholders in respect of the e-voting shall be reckoned in proportion to their shares in the paid-up capital as on the Cut-off date i.e. Saturday, September 21, 2024.
5. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
6. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module will be disable by the CDSL upon expiry of the aforesaid period.
7. Once the vote on a resolution in this notice is cast by the shareholder through remote e-voting, the shareholder shall not be allowed to change it subsequently and such vote shall be final. The shareholders who have cast their vote through remote e-voting may also attend the AGM, however such shareholder shall not be allowed to vote again during the AGM.

METHODS FOR E-VOTING

Method 1: login through National Securities Depository Limited ("NSDL") and Central Depository Services (India Limited) ("CDSL")

Individual Shareholders holding securities in demat form with NSDL	Individual Shareholders holding securities in demat form with CDSL
<p>User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> 1. Please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. 	<p>Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> 1. Visit URL: https://web.cdslindia.com/myeasi/home/login or 2. URL: www.cdslindia.com 3. Click on New System Myeasi 4. Login with your registered user id and password. 5. The user will see the e-Voting Menu.

<p>3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</p> <p>4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</p> <p>5. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>	<p>The Menu will have links of ESP i.e. CDSL’s e-Voting portal.</p> <p>6. Click on e-Voting service provider name to cast your vote.</p>
<p>User not registered for IDeAS e-Services If you are not registered for IDeAS e-services, option to register is available at https://eservices.nSDL.com.</p> <p>Kindly select "Register Online for IDeAS" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp and fill out the required fields.</p> <p>Follow the steps in the Para above</p>	<p>User not registered for Easi/Easiest</p> <p>1. Option to register is available at</p> <p>2. https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>3. Proceed with completing the required fields.</p> <p>4. Follow the steps given in para above</p>
<p>Alternatively, by directly accessing the e-Voting website of NSDL</p> <p>1. Open URL: https://www.evoting.nSDL.com/</p> <p>2. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>4. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. CDSL.</p> <p>5. On successful selection, you will be redirected to CDSL e-Voting page for casting your vote during the remote e-Voting period.</p>	<p>Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>1. Visit URL: www.cdslindia.com</p> <p>2. Provide your demat Account Number and PAN No.</p> <p>3. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>4. After successful authentication, user will be provided links for the respective ESP, i.e. CDSL where the e-Voting is in progress.</p>

4.NSDL Mobile App

Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL is given below:

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
<p>Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 301</p> <p>weblink to contact: https://www.evoting.nsdl.com/eVotingWeb/contactus.do</p>	<p>Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p> <p>weblink to contact: https://www.evotingindia.com/ContactUs.jsp</p>

Method 2: Individual Shareholders (holding securities in demat mode) login through their Depository Participants

1. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
2. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
3. Click on options available against company name or e-Voting service provider – CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period without any further authentication.

Method 3: Access to CDSL’s e-voting system

1. Log on to e-voting website, i.e. www.evotingindia.com.
2. Click on the “Shareholders” tab to cast your votes.
3. Now, select “IEC Education Limited” from the drop-down menu and click on “SUBMIT”.
4. Now enter your User ID
5. For CDSL: 16 digits beneficiary ID,

6. For NSDL: 8 Character DP ID followed by 8 Digits ClientID,
7. Members holding shares in Physical Form should enter Folio Number registered with the Company.
8. Next enter the Captcha Code as displayed and Click on Login.
9. 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.
10. 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. e.g., If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p>
DOB#	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.
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.

11. After entering these details appropriately, click on "SUBMIT" tab.
12. 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.
13. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
14. Click on the EVSN for IEC Education Ltd.
15. 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.

16. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
17. After selecting the resolution, once you have decided to vote, 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.
18. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
19. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
20. 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.
21. 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.
22. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
23. 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.
24. 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.
25. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF form in the system for the Scrutinizer to verify the same.
26. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
27. Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

NOTE: IT IS ADVISABLE TO LOGIN BEFORE HAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE, TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-IN DURING THE AGM.

THE COMPANY WHOLE HEARTEDLY WELCOMES MEMERS AT THE ANNUAL GENERAL MEETING OF THE COMPANY.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/ OAVM & E-VOTING DURING THE MEETING ARE AS UNDER:

1. The procedure for attending Meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-Voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-Voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further, shareholders will be required to allow camera and use Internet with a good speed to avoid any disturbance during the Meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in the irrespective network. It is, therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ ask questions during the Meeting may register themselves as a speaker by sending their request in advance i.e., on or before September 26, 2024 mentioning their name, demat account number/folio number, email id, mobile number at cs@iecgroupp.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries prior to meeting i.e., on or before September 26, 2024 mentioning their name, demat account number/ folio number, email id, mobile number at cs@iecgroupp.in. These queries will be replied to by the Company suitably by email. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the Meeting is available only to the shareholders attending the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 3 & 4:

The Board of Directors of the Company (“the Board”), on the recommendation of the Audit Committee (‘the Committee’), recommended the appointment of M/s S.N. Kapur & Associates, Chartered Accountants, (FRN: 001545C), as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of APT & Co. LLP, Chartered Accountants. The Board also recommends the appointment M/s S.N. Kapur & Associates, Chartered Accountants, (FRN: 001545C), as the Statutory Auditors of the Company for a period of five consecutive years from the conclusion of 30th AGM till the conclusion of the 35th AGM.

Brief Profile of Statutory Auditor:

S.N. Kapur & Associates, Chartered Accountants is a peer reviewed firm, having experience in various sectors. The Firm has approx. 100 staff and has wide experience in conducting statutory audit, forensic audit, concurrent audit, stock / revenue audit etc. The firm also provides services in the field of direct and indirect taxation & corporate laws.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends the Resolution(s) for your approval as Ordinary Resolution.

Item No. 5:

Mr. Vipin Kumar Kushwaha (DIN: 10715762), was appointed as an Additional Director of the Company on August 03, 2024. Mr. Vipin Kumar Kushwaha has given his consent to act as Independent Director of the Company. The company has received declaration(s) from Mr. Vipin Kumar Kushwaha that he meets criteria of Independence as prescribed under Section 149 of the Act. In the opinion of the Board of Directors, he fulfils the conditions for appointment as an Independent Director as specified in the Act and is Independent of the Management.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Vipin Kumar Kushwaha should be appointed for five consecutive years upto August 02, 2029. The Board of Directors recommend Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Save and except Mr. Vipin Kumar Kushwaha, none of the Directors/ Key Managerial Personnel of the Company / their relatives are interested in the resolution.

Item No. 6:

Based on recommendation of the Nomination and Remuneration Committee, the Board has recommended the re-appointment of Mr. Sunil Kumar (DIN: 08463423) as an Independent Director, not liable to retire by rotation, for the second term of five consecutive years, to hold office upto 29th May 2029. Mr. Sunil Kumar has given declaration to the Board, inter alia, that he (i) meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any order passed by SEBI or any such authority, and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Non-Executive Independent Director.

In the opinion of the Board, Mr. Sunil Kumar is a person of integrity, possesses relevant expertise/experience and fulfils the conditions specified in the Act and the SEBI Listing Regulations for re-appointment as an Independent Director and she is independent of the management. The brief profile of Mr. Sunil Kumar is provided as Annexure to this Notice. Based on the recommendation of Nomination and Remuneration committee, the Board considers it desirable and in the interest of the Company to re-appoint Mr. Sunil Kumar as an Independent Director and has recommended the special resolution as set out at Item No. 6 for approval by the Members.

Save and except Mr. Sunil Kumar, none of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

**By order of the Board,
For IEC Education Limited**

**Sd/-
Navin Gupta
Chief Executive Officer**

Date: 05.09.2024

Place: New Delhi