

Notice of Annual General Meeting

Notice is hereby given that, 27th Annual General Meeting of the Shareholders of IEC Education Limited will be held at 11:00 A.M. on Tuesday, the 28th Day of September, 2021 through Video Conferencing (VC) to transact the following business:

Ordinary Business

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

Item no. 1

- (a) **Adoption of the Audited Financial Statement of the Company for Financial year ended March 31, 2021 and the Report of Board of Directors and Auditors thereon; and**
- (b) **Adoption of Audited Consolidated Financial Statement of the Company for Financial Year ended March 31, 2021 and report of Auditors thereon and in this regard pass the following resolution:**

“RESOLVED THAT, the audited Standalone financial statement of the Company for Financial Year ended March 31, 2021 and the Report of Board of Directors and Auditors thereon as laid before this meeting, be and are hereby considered and adopted.”

“RESOLVED THAT, the audited Consolidated financial statement of the Company for Financial Year ended March 31, 2021 and the Report of Auditors thereon as laid before this meeting, be and are hereby considered and adopted.”

Item No. 2

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

To consider Appointment of a director in place of Mr. Navin Gupta (DIN: 00098127) who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT, pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013, and the Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Navin Gupta (DIN: 00097128) who retire by rotation at this meeting and being eligible has offered him for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation, with effect from the conclusion of this Annual General Meeting.

Special Business

Item No. 3

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

Appointment of Mrs. Shalini Gupta (DIN: 00114181) as Director of the Company

“RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) Mrs. Shalini Gupta (DIN: 00114181), 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 Mrs. Shalini Gupta as a Candidate for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation, with effect from the conclusion of this Annual General Meeting

IEC EDUCATION LIMITED

CIN : L74899DL1994PLC061053

Regd. Off. : M-92, Connaught Place, New Delhi – 110001

Webside : www.iecgroup.in | E-mail : cs@iecgroup.in, Ph. : 011 - 41052893



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

Sd/-

Navin Gupta
Managing Director
DIN: 00097128

Date: 14.08.2021

Place: New Delhi

Notes:

- i. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs (“MCA”) vide its general circular no. 02/2021 dated 13th January, 2021 and general circular No. 20/2020 dated May 5, 2020 read with general circular no. 14/2020 dated April 8, 2020 and general circular no. 17/2020 dated April 13, 2020 and Securities and Exchange Board of India circular no. SEBI/HO/CFD/2CIR/P/2021/11 dated 15th January, 2021 and SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively referred to as applicable Circulars”) has permitted holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA 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 2020-2021 and Notice of the 27th AGM are being sent in electronic mode to members whose e-mail addresses are registered with Depository Participant(s).
- ii. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA/SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

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- iii. 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.
- iv. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cs@iecgroup.in with a copy marked to evoting@cDSL.com.
- v. 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.
- vi. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Alankit Assignments Limited in case the shares are held by them in physical form.
- vii. 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.
- viii. 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.
- ix. 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

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consolidation into a single folio.

- x. 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.
- xi. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is 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 2020-2021 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.evoting.cdsi.com>.
- xii. In case you have not registered your email id with depository or RTA you may register your email id in following manner.
 - 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.
 - For Demat Holding please contact your Depository Participant (DP) and register your email address as per the process advised by DP.
- xiii. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- xiv. Additional information, pursuant to Regulation 36 (3), of the Listing Regulations, in respect of directors reappointing at the Annual General Meeting and Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of special business under item number 3 of the Notice is appended here to and forms part of this Notice.
- xv. The Register of Members and Share Transfer Books of the Company will remain closed from 21st of September, 2021 to 28th September, 2021 (both days inclusive).
- xvi. 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.

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- xvii. 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.
- xviii. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, 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.
- xix. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

Instructions for e-voting and joining the AGM are as follows:

E Voting:

- i. 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 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

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- 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. 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.

- 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 favour of the Custodian, if any, in PDF format in the system for

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the Scrutinizer to verify the same.

- w) The voting period begins on September 24, 2021 (9.00 a.m.) and ends on September 27, 2021 (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 September 21, 2021, 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 e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
 - y) 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.
1. 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 September 21, 2021.
 2. A copy of this notice has been placed on the website of the Company and the website of CDSL.
 3. Ms. Kajal Goyal Practicing Company Secretary (CP No. 20082, Membership No. 54393) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 4. 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 favour or against, if any, forthwith to the Chairman of the Company.
 5. 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.

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INSTRUCTIONS FOR JOINING MEETING THROUGH VC:

1. Once you are logged in on to the CDSL e-voting portal and entered Company's EVSN, there shall be a menu at the extreme bottom **"LIVE STREAMING NOW"**. You can join the Annual General Meeting of the Company by clicking the option.
2. The facility for joining the AGM shall open 15 minutes before the schedule time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such scheduled time.
3. Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft edge or Mozilla Firefox 22.
4. Members are encouraged to grant access to the web-cam to enable two-way video conferencing meeting.
5. Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.
6. Members who want to express their views or ask questions at the AGM shall get the option for the same while remote e-voting period is open or can email at cs@iecgroup.in.

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.

Explanatory Statement

Mrs. Shalini Gupta was appointed as an Additional Director by the Board of Director on March 22, 2021 in accordance with the provisions of Section 161(1) of the Companies Act, 2013. Pursuant to Section 161(1) of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing her candidature for appointment as Director of the Company

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in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mrs. Shalini Gupta on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 3 for adoption.

None of the Directors, except Mrs. Shalini Gupta, Navin Gupta and her relatives to the extent of their shareholding in the Company (if any) is concerned or interested in this resolution. The Board recommends resolutions under Item No. 3 to be passed as Ordinary Resolution.

BRIEF PROFILE OF DIRECTORS BEING APPOINTED

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Brief particulars of the Directors proposed to be appointed / reappointed		
Name of Director	Shalini Gupta	Navin Gupta
Nature of appointment	Appointment of Director liable to retire by rotation	Re appointment of Director
Date of Birth	22.04.1974	30.09.1971
Qualification	Graduate	Ph.D.
Expertise in Specific Functional Area	Wide experience in Managerial capacity	Wide experience in Managerial capacity
Directorship held in other Companies as on 31.03.2021	1. IEC Leasing and Capital Management Limited. 2. IEC Learning and Management Limited 3. IEC Education and Infrastructure Limited 4. Sai Infracon Pvt. Ltd. 5. Satguru Infracon Pvt. Ltd. 6. Novel Equipments Pvt. Ltd. 7. R.L.N.G Infrastructure Pvt. Ltd.	1. IEC Leasing and Capital Management Limited. 2. IEC Learning and Management Limited 3. IEC Education and Infrastructure Limited 4. Sai Infracon Pvt. Ltd. 5. Satguru Infracon Pvt. Ltd. 6. Novel Equipments Pvt. Ltd. 7. R.L.N.G Infrastructure Pvt. Ltd.

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	8. V.E.F. Hotels and Resorts Pvt. Ltd. 9. VEF Housing Developers Pvt. Ltd. 10. Vocational Education Society. 11. Sunway Energy Pvt. Ltd. 12. V.E.F. Biotech Pvt. Ltd.	8.V.E.F. Hotels and Resorts Pvt. Ltd. 9. VEF Housing Developers Pvt. Ltd. 10.Vocational Education Society. 11.Sunway Energy Pvt. Ltd. 12.V.E.F. Biotech Pvt. Ltd.
No. of equity shares held in the Company	21,67,835	48,65,815
Director Identification No.	00114181	00097128
Chairman / Member of Committee of other Companies	NIL	NIL

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

Sd/-

Navin Gupta
Managing Director
DIN: 00097128

Date: 14.08.2021
Place: New Delhi