Notice of Annual General Meeting

Notice is hereby given that, 25th Annual General Meeting of the Shareholders of IEC Education Limited will be held at 10:00 A.M. on Friday, the 27th Day of September, 2019 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

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, 2019 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, 2019 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, 2019 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, 2019 and the Report of Auditors thereon as laid before this meeting, be and are hereby considered and adopted."

Item no. 2

Appointment of Karan Khanna Chartered Accountants as Statutory Auditors of the Company and in this regard pass the following resolution:

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

"RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, of the Companies Act 2013 ("the Act") and the Companies (Audit and Auditors) Rules 2014, 9 ("the Rules") including any statutory modification or re-enactment thereof, the consent of members of the company be and is hereby accorded for appointment of M/s Karan Khanna Chartered Accountants (Membership No. 532004) as Statutory Auditors of the Company, for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 30th Annual General Meeting of the Company to be held in calendar year 2024 on a remuneration of Rs. 2,12,000/- inclusive of all taxes and excluding any out of pocket expense incurred by them for the purpose of Audit."

Special Business

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

Item No. 3

Appointment of Mrs. Anita Menon (DIN: 08439459) 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. Anita Menon (DIN: 08439459), 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. Anita Menon 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.

Item No. 4

Appointment of Mr. Sunil Kumar (DIN: 08463423) as Independent Director of the Company

"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 there under read with schedule IV to the Companies Act, 2013, and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment thereto or re-enactment thereof, Mr. Sunil Kumar (DIN 08463423) be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term starting from 25th Annual General Meeting of the Company, not liable to retire by rotation."

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

Item No. 5

Re-appointment of Mr. Jaideep Kumar Bhola (DIN: 02191970) as Independent Director of the Company

"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 there under read with schedule IV to the Companies Act, 2013, Mr. Jaideep Kumar Bhola (DIN: 02191970), 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. Jaideep Kumar Bhola 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 25th Annual General Meeting of the Company, not liable to retire by rotation."

By order of the Board

For IEC Education Limited

Navin Gupta
Managing Director
DIN:00097128

Date: 14.08.2019
Place: New Delhi

Notes:

i. A statement pursuant to section 102(1) of the Companies Act, 2013 ("the Act") relating to Special Business to be transacted at Annual General Meeting ("Meeting") is annexed hereto.

ii. 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.

iii. The proxies appointed, should bring their attendance slips sent herewith, duly filled in, for attending the meeting.

iv. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.

v. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) under the said Board Resolution to attend and vote on their behalf at the meeting.

vi. The Register of Members of the Company and Transfer Books thereof will be closed from September 20, 2019 to September 27, 2019 (both days inclusive).

vii. 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 23.08.2019.

viii. 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.

ix. 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.

x. 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.

xi. 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.

xii. 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.

xiii. 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.

xiv. 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.

xv. 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:

xvi. 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 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*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both Demat shareholders as well as physical shareholders). 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. 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
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 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 September 24, 2019 (9.00 a.m.) and ends on September 26, 2019 (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 20, 2019, 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 September 20, 2019.

3. A copy of this notice has been placed on the website of the Company and the website of CDSL.

4. 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.

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 Ms. Kaja Goyal, Scrutinizer, +91-9999952595, Email: kajalgoyalandassociates@gmail.com so as to reach her on or before 25th September, 2019 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 MEMERS / 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. 2

Disclosure of Auditor proposed to be appointed pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements)

Regulations 2015 of the Stock Exchange

Name of the Statutory Auditor	M/s Karan Khanna Chartered Accountants
Term of Appointment	From Financial Year 2019-20 to Financial Year 2023-24
Proposed Fees (Inclusive of all taxes)	Rs 2,12,000
Material change in Fees payable as compared to outgoing Auditor	No Change
Basis of Recommendation (including details and credential of auditor)	He is young and dynamic Chartered Accountant having rich experience, excellent track record and expertise in Audit & Taxation

Item no. 3

Mrs. Anita Menon was appointed as an Additional Director by the Board of Director on May 30, 2019 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 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. Anita Menon 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. Anita Menon 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.

Item no. 4

Mr. Sunil Kumar (DIN 08463423) Years joined the Board of Directors of the Company w.e.f. May 30, 2019 as an Additional Director, Non-Executive and Independent Director. He currently holds Nil shares in the Company.

Mr. Sunil Kumar is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, he shall hold office of the Director, as such, up to the date of ensuing Annual General Meeting. The Company has received a notice in writing from a Member of the Company proposing the candidature of Mr. Sunil Kumar under the provisions of Section 160 of the Companies Act, 2013 for the office of Independent Director of the Company.

The company has also received declaration(s) from Mr. Sunil Kumar that he meets criteria of Independence as prescribed under Section 149 of the Act.

In the opinion of the Board, Mr. Sunil Kumar fulfills the conditions for appointment as Independent Director as specified in the Act. It is proposed that Mr. Sunil Kumar should be appointed for five consecutive terms starting from the date of the 25th Annual General meeting of the Company.

Copy of the draft letter for appointment of Mr. Sunil Kumar as an Independent Director setting out terms and conditions would be available for inspection without any fee to the members at the registered office of the Company during 11.00 A.M. to 1.00 P.M. on working day excluding Saturday.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail the services of Mr. Sunil Kumar as an Independent Director.

Accordingly, the Board recommends the Ordinary Resolution in relation to appointment of Mr. Sunil Kumar as an Independent Director for the approval by the Shareholders of the Company.

None of the Directors, except Mr. Sunil Kumar and his 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. 4 to be passed as Ordinary Resolution.

Item no. 5

Mr. Jaideep Kumar Bhola (DIN 02191970)) joined the Board of Directors as Independent Director of the Company w.e.f. September 22, 2014 as an Additional Director, Non-Executive and Independent Director. He currently holds Nil shares in the Company.

Mr. Jaideep Kumar Bhola is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

Pursuant to the provisions of Section 149 of the Companies Act, 2013, his tenure of his appointment is valid up to the date of ensuing Annual General Meeting of the Company.

The company has also received declaration(s) from Mr. Jaideep Kumar Bhola that he meets criteria of Independence as prescribed under Section 149 of the Act.

In the opinion of the Board, Mr. Jaideep Kumar Bhola fulfills the conditions for appointment as Independent Director as specified in the Act. It is proposed that Mr. Bhola should be appointed for his second term for a period of five consecutive terms starting from the date of the 25th Annual General meeting of the Company.

Copy of the draft letter for appointment of Mr. Jaideep Kumar Bhola as an Independent Director setting out terms and conditions would be available for inspection without any fee to the members at the registered office of the Company during 11.00 A.M. to 1.00 P.M. on working day excluding Saturday.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail the services of Mr. Jaideep Kumar Bhola as an Independent Director.

Accordingly, the Board recommends the Special Resolution in relation to appointment of Mr. Jaideep Kumar Bhola as an Independent Director for the approval by the Shareholders of the Company.

None of the Directors, except Mr. Jaideep Kumar Bhola and his 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. 5 to be passed as Ordinary Resolution.

By order of the Board
For IEC Education Limited

Navin Gupta
Managing Director
DIN:00097128

Date: 14.08.2019
Place: New Delhi

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)

Name of the Director	**Mrs. Anita Menon**	**Mr. Sunil Kumar**	**Mr. Jaideep Kumar Bhola**
Nature of Resolution	Appointment as Director	Appointment as Independent Director	Appointment as Independent Director
Date of Birth	01.05.1972	01.01.1962	
DIN	08439459	08463423	02191970
Qualifications	B.Com	Ph.D	LLb
Experience in specific functional areas	Educationist, Management Personnel	Educationist, Management Personnel	Lawyer
Directorship held in other Companies	Directorship held in following Companies: IEC leasing and Capital Management Ltd IEC Education and Infrastructure Ltd	Nil	Nil

	IEC Learning and Management Ltd		
Chairman / Member of Committee of other Companies	NIL	NIL	2 Chairman
1 Member			
Number of Equity Shares held in the Company	NIL	NIL	NIL

By order of the Board
For IEC Education Limited

Navin Gupta
Managing Director
DIN:00097128

Date: 14.08.2019
Place: New Delhi