

## IEC Education Limited

### Postal Ballot Notice

*[Notice pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]*

Dear Member(s),

Notice is hereby given that pursuant to the provisions of section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below for amendments of Memorandum of Association are proposed to be passed by the members through postal ballot / electronic voting (e – voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto with a postal ballot form for your consideration.

The Board of Directors of the Company has appointed Mr. Dharamveer Dabodia of M/s Dharamveer Dabodia and associates, Company Secretaries as the scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the postal ballot form and return the same duly completed in the enclosed self addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The postal Ballot form(s) may also be deposited personally at the address given on the self – addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the scrutinizer not later than 05:00 P.M. on October 19, 2016 to be eligible for being considered falling which it will be strictly considered that no reply has been received from the member.

Members desiring to opt for E-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. Reference to postal ballot(s) in this Postal Ballot Notice includes votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the Postal Ballots (including e-voting). The results shall be declared on or before October 21, 2016 and will be communicated to the Stock Exchange, Depository, Registrar and Share Transfer Agent and would also be displayed on the Company's Website at [www.iecgroup.in](http://www.iecgroup.in) The Resolutions, if approved, will be taken as passed effectively on the date of declaration of results.

#### **Resolutions**

##### **Item no. 1**

##### **Deletion of the Other Objects Clause of the Memorandum of Association**

To consider and, if thought fit, to assent / dissent the following resolution as a **Special Resolution**:

**"RESOLVED THAT**, pursuant to section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and subject to necessary approval(s) if any, from the competent authorities, the Other Objects Clause of the Memorandum of Association of the Company be altered by completely deleting all the existing clauses III(C) 1 to III(C) 92."

**Item no. 2**

**Amendment of the Liability Clause of Memorandum of Association**

To consider and, if thought fit, to assent / dissent the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to provisions of Section 4, Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, Clause IV of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following new Clause IV:

**Clause IV.** *“The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.”*

**Item no. 3**

**Amendment of Incidental or Ancillary Objects Clause of the Memorandum of Association**

To consider and, if thought fit, to assent / dissent the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the existing clause (III) (B) 3 of the Incidental or Ancillary Objects clause of the Memorandum of Association of the Company be altered by replacing it with the following clause (III) (B) 3:

**(III) (B) 3:** *“subject to the provisions of Companies Act, 2013 and the directions / regulations made by Reserve Bank of India, to receive money, securities, valuables of all kinds on deposit of safe custody (not amounting to the business of Banking as defined under the Banking Regulation Act, 1949) and to borrow or raise money in such manner as the Company shall think fit and in particular by issue of debenture or debenture stock and to secure the repayment of any money borrowed or raised on owing by mortgage, charge or lien upon all or any of the Company’s property (both present and future) including its uncalled capital and guarantee the performance by the Company or any others such person or body corporate of any obligation undertaken by the Company or any other such person or company, as the case may be.”*

**Item no. 4**

**Amendment of Incidental or Ancillary Objects Clause of the Memorandum of Association**

To consider and, if thought fit, to assent / dissent the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the existing clause (III) (B) 14 of the Incidental or Ancillary Objects clause of the Memorandum of Association of the Company be altered by replacing it with the following clause (III) (B) 14:

**(III) (B) 14:** *“To amalgamate, enter into partnership or make any arrangements for sharing profits, union of interests, co-operation, joint venture or reciprocal concession, or for limiting competitions with any individual, persons or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on.”*

**Item no. 5**

**Amendment of Incidental or Ancillary Objects Clause of the Memorandum of Association**

To consider and, if thought fit, to assent / dissent the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the existing clause (III) (B) 20 of the Incidental or Ancillary Objects clause of the Memorandum of Association of the Company be altered by replacing it with the following clause (III) (B) 20:

**(III) (B) 20:** *“To distribute any of the Company’s property among the members in specie, subject to the provisions of the Companies Act, 2013 in the event of winding up.”*

**Item no. 6**

**Amendment of Incidental or Ancillary Objects Clause of the Memorandum of Association**

To consider and, if thought fit, to assent / dissent the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the existing clause (III) (B) 36 of the Incidental or Ancillary Objects clause of the Memorandum of Association of the Company be altered by replacing it with the following clause (III) (B) 36:

**(III) (B) 36:** *“subject to the provisions of Companies Act, 2013, to make donations to any person or institutions in such form or cash or any other assets as may be though directly or indirectly conducive to any of the Company’s objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company and also to subscribe, contribute or otherwise assist to grant money for charitable, scientific, religious or benevolent, national, public or such other institutional objects or for any exhibit or for any public, general or other objects.”*

**Item no. 7**

**Amendment of Incidental or Ancillary Objects Clause of the Memorandum of Association**

To consider and, if thought fit, to assent / dissent the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the existing clause (III) (B) 39 of the Incidental or Ancillary Objects clause of the Memorandum of Association of the Company be altered by replacing it with the following clause (III) (B) 39:

**(III) (B) 39:** *“subject to the provisions of Companies Act, 2013, to vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favor of the Company.”*

**Item no. 8**

**Addition in Objects Clause of the Memorandum of Association**

To consider and, if thought fit, to assent / dissent the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, Main object clause of Memorandum of Association of the Company is be and hereby altered by adding clause no. 16 after the existing clause 15 thereof:

**(II) (A) 16** *“To initiate, carry out, execute, implement, aid, assist activities towards skill development in different sectors including but not limiting to promotion of academies of excellence and to identify skill development needs of the sectors, review the trends and to fill the sector gaps by training the manpower identified by the company for the purpose of skill development”*

**Item no. 9**

**Addition in Objects Clause of the Memorandum of Association**

To consider and, if thought fit, to assent / dissent the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, Main object clause of Memorandum of Association of the Company is be and hereby altered by adding clause no. 17 after clause 16 thereof:

**(II) (A) 17** *“To ensure evolution and diffusion of innovations in a selective, time bound manner so as to meet the socio economic and environmental needs of our society by providing institutional support in sustaining the innovations and helping their transition towards self supporting activities and to evolve strategies and conduct, co-operate and support research, design and development efforts in the country on grassroots innovations so as to attain and maintain technological competence by building linkages between excellence in formal scientific systems and informal knowledge systems and to create a knowledge network to link stakeholders through applications of information technologies and also otherwise and to undertake any other activity including but not limited to setting up of incubation centers, providing and receiving grant in aids from the government or any other institution towards fulfilling of the objects.”*

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

**Date: August 29, 2016**

**Place: New Delhi**

**Dr. Naveen Gupta  
Chairman and Managing Director**

**Notes**

1. The explanatory statement as required under Section 102 of the Companies Act, 2013, is annexed to this notice.
2. The Company has appointed Mr. Dharamveer Dabodia of M/s Dharamveer Dabodia and associates, Company Secretaries, Delhi, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on Monday August 29, 2016.
4. In compliance with provisions of Section 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. **E-voting is optional.**

5. The members can opt for only one mode of voting, i.e. either by physical or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot Forms will be treated as invalid.
6. In case a member is desirous of obtaining a printed Postal Ballot Form or duplicate, he or she may send an email to [cs@iecgroupp.in](mailto:cs@iecgroupp.in). the Registrar and Transfer Agent / Company shall forward the same along with postage – prepaid self – addressed Business Reply Envelope to the Member.
7. A member cannot exercise his vote by proxy on postal ballot.
8. Members desiring to exercise their vote by physical ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed and signed, in the enclosed self addressed Business Reply Envelope to Mr. Dharamveer Dabodia, Scrutinizer, C/o. Dharamveer Dabodia, Practicing Company Secretary, Unit: IEC Education Ltd., 517, GF, Samalka, New Delhi – 110037 +91-9811219161, so that it reaches the Scrutinizer not later than 05:00 PM on October 19, 2016. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the members will also be accepted. If any postal ballot is received after 05:00 PM on October 19, 2016, it will be considered that no reply from the member has been received.
9. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny and the result of the voting by postal ballot will be announced by the Chairman or any other Director of the Company duly authorised on or before October 21, 2016 and will be displayed on the website of the Company i.e. [www.iecgroupp.in](http://www.iecgroupp.in) besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
10. The date of declaration of results of the postal ballot, i.e. on or before October 21, 2016 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
11. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of Notice till October 19, 2016.

### **Voting through Electronic Means**

The instructions for members for voting electronically:-

- i. Log on to e-voting website; [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on the “Shareholders” tab to cast your votes.
- iii. Now, select “IEC Education Limited” from the drop down menu and click on “SUBMIT”.
- iv. Now enter your User ID
  - a) **For CDSL:** 16 digits beneficiary ID,
  - b) **For NSDL:** 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Captcha Code as displayed and Click on Login.
- vi. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any Company, then your existing password is to be used.

vii. 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><b>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.</b></p> <p><b>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.</b></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#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <p>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.</p>

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. 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.

- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for IEC Education Ltd.
- xii. 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.
- xiii. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- xiv. 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.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. 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.
- xviii. 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 Corporates.
- xix. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- xx. 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.
- xxi. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- xxii. 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.
- xxiii. The voting period begins on September 20, 2016 (9.00 a.m.) and ends on October 19, 2016 (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 of August 29, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

xxiv. The voting rights of Members shall be in proportion to their share of the Paid up equity Capital of the Company as on the relevant date i.e. August 29, 2016.

### **Explanatory Statement pursuant to section 102 of the Companies Act, 2013**

#### **Item no. 1**

In order to comply with the provisions of Section 4(1)(c), Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in Memorandum of Association is carried out to give effect to provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard. The entire set of proposed memorandum of association is available in the website of the Company. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the Registered Office of the Company. None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

#### **Item no. 2**

In order to comply with the provisions of Section 4(1)(d)(i), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of Memorandum of Association. The modification in Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013. Consent of the shareholders by way of a Special Resolution is required in this regard. None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

#### **Item no. 3 to 7**

With the passing of the Companies Act, 2013, the Company needs to alter some of the clauses of Incidental or Ancillary Objects Clause of Memorandum of Association of the Company. The modification in Memorandum of Association is carried out to remove references to the Companies Act, 1956. Consent of the shareholders by passing a Special Resolution is required in this regard. The entire set of proposed memorandum of association is available in the website of the Company. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the Registered Office of the Company. None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

#### **Item no. 8**

In order to encourage skill development under different schemes initiated by Government of India, the company needs to have the absolute power in the object clause of the Memorandum of Association. Clause no. II(A) 16 has been added to the Memorandum of Association to give such power to the Company. Consent of the shareholders by passing a Special Resolution is required in this regard. The entire set of proposed memorandum of association is available in the website of the Company. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the Registered Office of the Company. None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.



**Item no. 9**

In order to promote innovation and help startups sustain in the competitive environment, the Company wants to setup incubation centers to nurture and empower the next generation entrepreneurs to serve the local problems. The students, research scholars and alumni of Universities, Colleges, Institutions etc can come up with their ideas which might lead to the startup. Incubation will ensure that incubates have access to technological assistance which will be generated through mentors with multidisciplinary expertise. To setup such incubation centers the company needs to have power in the Memorandum of Association of the Company. Clause no. II(A) 17 has been added to the Memorandum of Association to give such power to the Company. Consent of the shareholders by passing a Special Resolution is required in this regard. The entire set of proposed memorandum of association is available in the website of the Company. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the Registered Office of the Company. None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

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

**Date: August 29, 2016  
Place: New Delhi**

**Dr. Naveen Gupta  
Chairman and Managing Director**

**POSTAL BALLOT FORM**

<b>Registered Folio No.</b>	<b>DP ID No.</b>	<b>Client ID. No.</b>	<b>No. of Shares held</b>

<b>Name and Address of the Sole first named Shareholder</b>	
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<b>Joint holders name (if any)</b>	
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I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through Postal Ballot for the businesses stated in the Notice of the Company dated 29<sup>th</sup> March, 2015 by sending my/our assent or dissent to the said resolutions by placing a tick mark (v) in the appropriate box below:

Item no.	Description	No. of Shares held	FOR	AGAINST
1.	Deletion of the Other Objects Clause of the Memorandum of Association [III(C)1 – III(C)92]			
2.	Amendment of the Liability Clause of Memorandum of Association [IV]			
3.	Amendment of Incidental or Ancillary Objects Clause of the Memorandum of Association [III(B)3]			
4.	Amendment of Incidental or Ancillary Objects Clause of the Memorandum of Association [III(B)14]			
5.	Amendment of Incidental or Ancillary Objects Clause of the Memorandum of Association [III(B)20]			
6.	Amendment of Incidental or Ancillary Objects Clause of the Memorandum of Association [III(B)36]			
7.	Amendment of Incidental or Ancillary Objects Clause of the Memorandum of Association [III(B)39]			
8.	Addition in Objects Clause of the Memorandum of Association [II(A)16]			
9.	Addition in Objects Clause of the Memorandum of Association [II(A)17]			

**(All resolutions are proposed to be passed as special resolution)**

**Place:**

**Date:**

**(Signature of Shareholder)**

**ELECTRONIC VOTING PARTICULARS**

<b>EVSN</b>	<b>USER ID</b>	<b>PASSWORD</b>