

# **ANNUAL REPORT**

## *2014*



# Annual *Report* 2013-14





# ANNUAL REPORT 13-14

## Company Information

### **Board of Directors** (As on 9th August, 2014)

Brig. S.V.S Chowdhry  
*CHAIRMAN, Independent Non Executive Director*  
Dr. Naveen Gupta  
*CEO & Managing Director*  
Mr. Ramesh Lal Gupta  
*Non Executive Director*  
Mr. Kailash Nath  
*Independent Non Executive Director*  
Mr. Sarabjit Singh Saini  
*Independent Non Executive Director*  
Mr. Girish Narang  
*Independent Non Executive Director (Add.)*  
Mr. Rasik Makkar  
*Independent Non Executive Director*  
Mr. Jaideep Kumar Bhola  
*Independent Non Executive Director*

### **Committees of The Board**

#### **Audit Committee**

Mr. Sarabjit Singh Saini  
*Chairman, Independent &, Non Executive Director*  
Mr. Jaideep Kumar Bhola  
*Member, Independent & Non Executive Director*  
Mr. Kailash Nath  
*Member, Independent & Non Executive Director*

#### **Stakeholder Relationship Committee**

Brig. S.V.S Chowdhry  
*Chairman, Independent & Non Executive Director*  
Mr. Sarabjit Singh Saini  
*Member, Independent & Non Executive Director*  
Mr. Kailash Nath  
*Member, Independent & Non Executive Director*

### **Nomination & Remuneration Committee**

Mr. Rasik Makkar  
*Chairman, Independent & Non Executive Director*  
Mr. Sarabjit Singh Saini  
*Member, Independent & Non Executive Director*  
Brig. S.V.S Chowdhry  
*Member, Independent & Non Executive Director*

### **Registered Office**

5, Sant Nagar, East of Kailash, New Delhi - 110065

### **Corporate Office**

M-92, Connaught Place, New Delhi-110001

### **Auditors**

Nath & Hari, Chartered Accountants

### **Listed At**

- Bombay Stock Exchange Limited
- Delhi Stock Exchange Limited
- Jaipur Stock Exchange Limited

### **Company Secretary**

Mr. Mohnish Dutta

### **Registrar & Transfer Agents**

Alankit Assignments Limited  
2E/21, Alankit House, Jhandewalan Extn.  
New Delhi - 110055

**Website:** [www.iecgroup.in](http://www.iecgroup.in)

### **Subsidiary Companies**

IEC Leasing and Capital Management Limited  
IEC Learning and Management Limited  
IEC Education and Infrastructure Limited

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## Notice of the Annual General Meeting

Notice is hereby given that 20th Annual General Meeting of IEC Education Limited will be held on Monday, 22nd September, 2014 at 10.00 A.M. at Sri Sathya Sai International Centre, Lodhi Road, Institutional Area, Pragati Vihar, New Delhi-110003 to transact the following Business:

### ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Financials as at 31st March, 2014 and Profit and Loss account for the year ended on that date along with Director's Report and Auditor's Report thereon.
2. To Consider and appoint a Director in place of Mr. Ramesh Lal Gupta (DIN: 00097185), who retires by rotation and being eligible offers himself for reappointment.
3. To appoint M/s Nath and Hari Chartered Accountants as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, until the conclusion of next Annual General Meeting to be held after this meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as ordinary resolution:

**"RESOLVED THAT** pursuant to Section 141 and other applicable provisions if any, of Companies Act, 2013, M/s Nath and Hari, Chartered Accountants, be and is hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company on such remuneration as shall be determined by Board of Directors."

### Special Business

4. Appointment of Mr. Girish Narang as an Independent Director

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 Act and clause 49 of the Listing Agreement Mr. Girish Narang (DIN : 00001100), who was earlier appointed as an Additional Director of the Company by the Board of Directors w.e.f. February 08, 2014 and who holds office until the date of ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying their intention to propose Mr. Girish Narang 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 starting from the date of 20th Annual General Meeting not liable to retire by rotation."

5. Appointment of Mrs. Shalini Gupta as a Director

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, 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."

6. Appointment of Mr. Kailash Nath, as an Independent Director

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 Act and clause 49 of Listing Agreement, Mr. Kailash Nath (DIN : 01409788), who was earlier appointed as Non Executive Independent Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying their intention to propose Mr. Kailash Nath 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 starting from the date of 20th Annual General Meeting not liable to retire by rotation.”

**7. Appointment of Brig. Surendra Vir Singh Chowdhry as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 Act and clause 49 of Listing Agreement, Brig. Surendra Vir Singh Chowdhry (DIN : 00097256), who was earlier appointed as Non Executive Independent Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying their intention to propose Brig. Surendra Vir Singh Chowdhry 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 starting from the date of 20th Annual General Meeting not liable to retire by rotation.”

**8. Appointment of Mr. Sarabjit Singh Saini as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 Act and clause 49 of Listing Agreement, Mr. Sarabjit Singh Saini (DIN : 00104558), who was earlier appointed as Non Executive Independent Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying their intention to propose Mr. Sarabjit Singh Saini 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 starting from the date of 20th Annual General Meeting not liable to retire by rotation.”

**9. Appointment of Mr. Rasik Makkar as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 Act and clause 49 of Listing Agreement, Mr. Rasik Makkar (DIN : 00104285), who was earlier appointed as Non Executive Independent Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying their intention to propose Mr. Rasik Makkar 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 starting from the date of 20th Annual General Meeting not liable to retire by rotation.”

**10. Appointment of Mr. Jaideep Kumar Bhola as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 Act and clause 49 of Listing Agreement, Mr. Jaideep Kumar Bhola (DIN : 02191970), who was earlier appointed as Non Executive Independent Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies

Act, 2013, signifying their intention to propose Mr. 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 starting from the date of 20th Annual General Meeting not liable to retire by rotation.”

**NOTES:**

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business as set out above to be transacted at the Meeting is annexed hereto and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT 5, SANT NAGAR, EAST OF KAILASH, NEW DELHI – 110065, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF 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.
3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. 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 upto and including the date of Annual General Meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period i.e. 13.09.2014 to 22.09.2014, both days inclusive.
6. The members holding shares in the same name of same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company.
7. Shareholder 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.
8. Pursuant to clause 49 of the Listing Agreement additional information on directors seeking appointment / re-appointment at the A.G.M. is provided in the Annual Report.
9. 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.
10. 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](http://www.iecgroup.in).
11. 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 demat 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.



## 12. E-voting

Pursuant to General Circular No.20/2014 dated June 17, 2014 issued by the Ministry of Corporate Affairs, Government of India, the e-voting process has not been considered as mandatory till December 31, 2014. Pursuant to Clause 35B of the listing agreement, the Company is providing facility of e-voting and voting through ballot to all members as per the applicable regulations. The voting facility is being provided through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for members for voting electronically and through ballot are given in below paragraphs. Such voting facility is in addition to voting that may take place at the meeting venue on September 22, 2014.

### A. The instructions for members for voting electronically:-

- Log on to e-voting website; [www.evotingindia.com](http://www.evotingindia.com).
- Click on the "Shareholders" tab to cast your votes.
- Now, select "IEC Education Limited" from the drop down menu and click on "SUBMIT".
- Now enter your User ID
  - For CDSL:** 16 digits beneficiary ID,
  - For NSDL:** 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Captcha Code as displayed and Click on Login.
- 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.
- 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>   |

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



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- 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 your 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 favour 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 15, 2014 (9.00 a.m.) and ends on September 16, 2014 (6.00 p.m.). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - xxiv. 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).
- B.** The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of August 22, 2014.
- C.** A copy of this notice has been placed on the website of the Company and the website of CDSL.
- D.** Mr. Deepak Bhandari, Practicing Company Secretary (Membership No. 25203) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- E.** 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.
- F.** In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Mr. Deepak Bhandari, Scrutinizer, C/o. Deepak Bhandari Practicing Company Secretary, Unit: IEC Education Ltd., 11708/3, IIIrd Floor, Sat Nagar, Karol Bagh, New Delhi-110005, Tel. No.: 011-25733658, +91-9871164889, Email: [csprofessional3@gmail.com](mailto:csprofessional3@gmail.com) so as to reach him on or before September 16, 2014 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.
- G.** The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website [www.iecgroup.in](http://www.iecgroup.in) and on the website of CDSL within 2 (two) days of