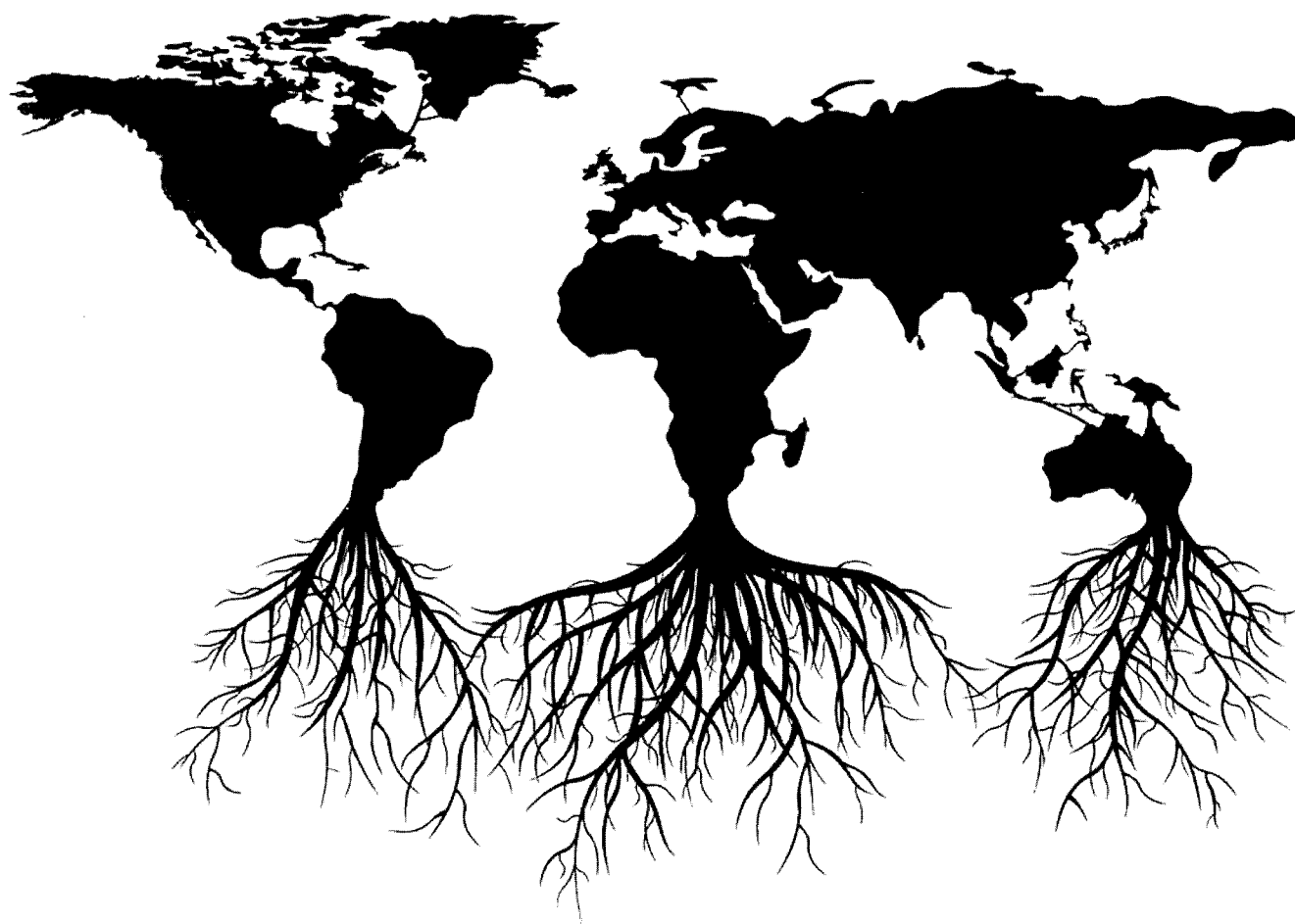
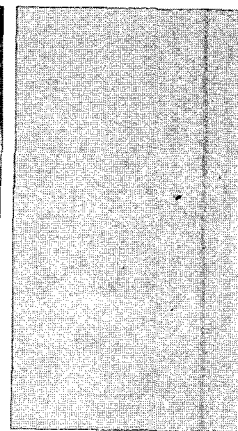
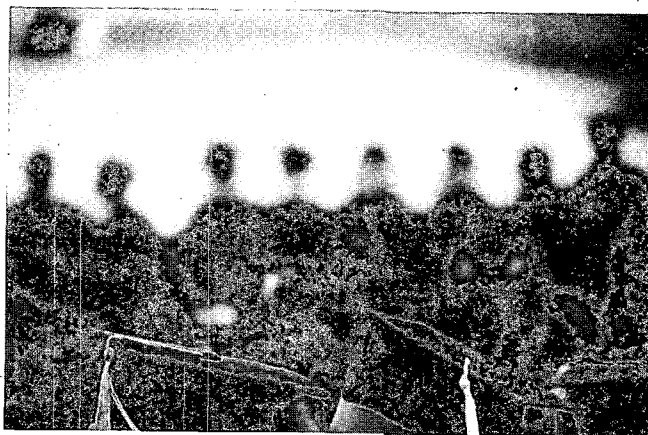
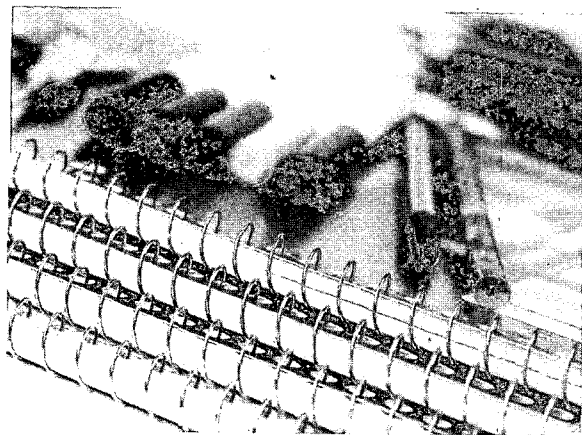




**IEC Education Limited**  
(Formerly known as IEC Softwares Ltd.)

COMMITTED TO GROWTH







## COMPANY INFORMATION

### Board Of Directors

#### CHAIRMAN

Brig. S.V.S Chowdhry

#### CEO & MANAGING DIRECTOR

Mr. Navin Gupta

#### DIRECTORS

Mr. R.L Gupta

Mr. Kailash Nath

Mr. Sarabjit Singh Saini

Dr. A.K Khare

Mr. Rasik Makkar

Mr. H.P Singh

Mr. J.K Bhola

Mr. H.R Issarani

Mr. L.C Goel

#### COMPANY SECRETARY

Ms. Shweta Dixit

#### AUDITORS

Nath & Hari, Chartered Accountants

#### REGISTRAR & TRANSFER AGENTS

Alankit Assignments Limited

2E/21, Anarkali House, Jhandewalan Extn. New Delhi-110055

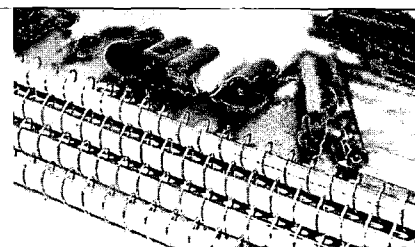
#### REGISTERED OFFICE

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

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

#### BRANCH OFFICE

M-92, Connaught Place, New Delhi-110001



## COMMITTEES OF BOARD OF DIRECTORS

### Audit Committee

Brig. S.V.S. Chowdhry, Chairman  
Mr. Kailash Nath, Member  
Mr. Sarabjit Singh Saini, Member

### Shareholder's Committee

Mr. Kailash Nath, Chairman  
Brig. S.V.S Chowdhry, Member  
Mr. Sarabjit Singh Saini, Member

### Remuneration Committee

Brig. S.V.S Chowdhry, Chairman  
Mr. Kailash Nath, Member  
Mr. Sarabjit Singh Saini, Member  
Dr. A.K Khare, Member

### Subsidiary Companies

IEC Leasing and Capital Management Ltd  
IEC Learning and Management Ltd.  
IEC Education and Infrastructure Ltd.

## *Mission*

KG to PG - A Unique & highly effective business model/concept put in place by IEC where in it continually works with an individual for more than fifteen years on average. It begins with the informal childhood learning at our Kindergarten and culminates into a graduation/post graduation degree for the individual.

The captive fifteen plus years time span that an individual spends at IEC provides us with the opportunity to create mutual wealth both in quality and value terms.

## *Vision*

It is IEC constant endeavour to delight all its target groups through excellence in service delivery and achieving the worldwide recognition. To be a center of excellence for quality education, where old ideas are challenged and new concepts nurtured, to be a seat of world class education from where Technocrats and Managers would emerge empowered to face the challenges of ever changing society with courage, conviction and compassion.



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## From the CEO : The Indian Education Outlook

### Dear Shareholders

I have great pleasure in welcoming you to the 15<sup>th</sup> Annual General Meeting of your Company

The entire world economy has gone through the most challenging period of its time during last year. The unprecedented financial crisis considered as worst since the Great Depression has brutally shaken the foundations of some of the strongest economies in the world. India has also not been untouched by this but at an cumulative level our country has displayed commendable resilience to it. Despite of pall of gloom on us, there are reasons to remain optimistic and confident

The more-than-a-billion population of India calls for a vast education system, which has observed a high growth rate. This growth rate has become more rapid recently with globalisation and entry of a number of global organisations in corporate and education sector in particular.

India currently has over 400 universities and more than 20,000 colleges with an enrolment of around 14 million students. In spite of these numbers, India still faces a lack of adequate infrastructure in higher education. This is in light of the fact that institutions in India can accommodate only 7-8% of the country's college-age students.

The recent initiatives and high-level discussion among the bureaucratic circles and industry chambers to bring changes in the education sector have brought hopes of a new thrust in strengthening India's position as a global knowledge hub. However, the Government's expenditure pattern indicates that a rapid scaling-up of infrastructure for higher education will not be within reach in the near future. Considering that the Planning Commission has identified a resource gap of INR 2.2 trillion, it seems unlikely that the Government alone will be able to meet optimum infrastructure requirements.

Owing to constrained investment, the sector is unable to cope with growing market demand and global competition. Increased private investment is thus imperative to expand infrastructure and provide greater access to quality higher education in India.

Gone are the days when educational institutes were started with the sole aim of knowledge dissemination. The future belongs to educationists who believe in knowledge creation through high quality research and development. For this the institutes will have a strong focus on providing world-class ambience and infrastructure in which intellectual capital will thrive and bloom. India will thus be a knowledge hub where the public funds will be

used for teaching, coaching and learning. In this way the educational institution will indulge in infinite value creation for the society.

### K12 Education:

India has the largest population globally in the K12 age group. Despite a mere 37% of the K12 age group net enrolled on school rosters, private spends on K12 schools stand at an astounding \$20bn – which makes the segment the largest within IES. The large market can be explained by a consistent shift towards private schools – catalyzed by the absence of quality public schools and growing awareness about importance of quality education as also increasing ability and willingness of Indians to pay.

Within the private K12 space, the last decade has seen a gradual shift from private aided to private unaided (i.e. costlier) schools. This clearly indicates that more and more parents now prefer to spend substantially higher amounts in their quest for better quality of education for their children. Driven by such price discovery and growing acceptance of private schools as the medium for quality education, the market for K12 is expected to reach \$30bn by 2012.

Your Company is in process of entering agreements with trusts possessing land for the joint development of schools. The Company has already identified Two Sites (Alwar and Solan) for the school and is waiting for the concerned trust to get possession of lands from relevant authorities. The Company has entered into agreement with VET for the joint development of Senior Secondary School along with Women's Engineering College at Alwar. VET as part of its obligation has already made 50% of payment towards land cost and rest 50% will be made by August 2009. Once VET gets the possession of land it will apply to statutory bodies for necessary approval.

During the year under review, your company has also done work on the finishing schools and in the line of the same, amalgamation of erstwhile VEF Information Systems Pvt Ltd with IEC EDUCATION LIMITED has approved by the Hon'ble High Court of Delhi, which was involved in providing the technical and other support services to the vocational institution in North India. Due to the amalgamation with a profit making concern having a good brand value in the market, management has opinion that abovesaid amalgamation will be beneficial for the company in the terms of increasing quality of the services as well as increasing the profitability of the Company.



## Vocational Education

The imperative for students to draw on skill sets to effectively compete in a dynamic business environment has given birth to vocational training – a parallel \$1.5bn education system. Also, the increasing relevance of services sector in the Indian economy calls for enhanced technical and soft skill sets. Corporate across industries too are gleaming from their global counterparts the culture of continuous upgradation in skill sets of employees at all levels. While the factors suggest rapid growth as new training areas emerge, the space remains highly fragmented.

Nearly 95% of the youth in the 15-25 years age group formally learn a trade or acquire a skill/ competency in most of the developed world. In contrast, only 5% of India's young labour force (19-24 years) is estimated to have acquired formal training.

The Vocational education space encompasses training services at all levels, be it for students passing out from schools and colleges or re-training needs of the employed set. The Indian IT Training market has been estimated at \$525 million. The number of non-IT graduates employed in IT sector is growing faster than the number of IT graduates, fuelling demand for private institutions offering IT education. Another opportunity, which has come in wake of liberalisation efforts, is the approval of Public Private Partnership (PPP) by Government of India for upgradation of Industrial Training Institutes (ITIs) and transforming them into Centres of Excellence.

IEC Education Limited(IEC) and Vocational Educational Foundation(VEF) as consortium, have been awarded a project under a concession agreement signed by VEF with Department of Technical Education, Punjab for the establishment of Polytechnic and Integrated Campus at Nanowal Vaid, Hoshiarpur. The said

agreement was signed on 30th January 2009 and the concession period is for 60 years. Your company shall fulfill its obligations as per the terms laid down in Consortium Agreement.

### ICT in Education

With government's increased focus on computer literacy in public schools, private companies are lining up to service the demand. For awarding the contracts, tenders are floated by state governments for a number of schools in a district. The contracts are awarded to 2-3 private players based on L1 and TI bidding. While some state governments follow the 'outright buy' model, wherein the government pays upfront (at the beginning of the contract) for the hardware, the contracts are commonly structured as BOOT contracts for a period of 3-6 years.

ICT is being implemented in schools through the PPP route. To date, various states have auctioned ICT contracts to private suppliers for ~100,000 schools (indicating a market size of \$90m). With the government increasing spend for ICT (29,000 schools expected to be up for bidding in FY09) and low market penetration (currently 11% of total public schools), we expect this market to exhibit ~70% CAGR in the years to come.

### What the Future holds

The demands of a clear structure in the Indian Education sector and the skills requirement are so compelling that evolution of a new era in the sector is imminent. The experience of our Company in the education sector and the expertise of the promoters in higher education is being leveraged to create a consolidated education business, taking one step at a time.



## NOTICE

Notice is hereby given that the Fifteenth Annual General Meeting of the members of IEC EDUCATION LIMITED (Formerly IEC Softwares Limited) will be held on Tuesday, September 29th, 2009 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 Balance Sheet as at 31st March, 2009 and Profit and Loss account for the year ended on that date along with the Director's Report and Auditor's Report thereon.
2. To Consider and appoint a Director in place of Dr. A.K Khare, who retires by rotation and being eligible offers himself for re-appointment.
3. To Consider and appoint a Director in place of Mr. H.P Singh, who retires by rotation and being eligible offers himself for re-appointment.
4. To Consider and appoint a Director in place of Mr. Rasik Makkar, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as ordinary resolution:-

**"RESOLVED THAT,** M/s Nath & 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 fixed by the Board of Directors."

### Special Business:

6. To consider and if thought fit, to Pass the following resolution with or without modification as an ordinary resolution.

**"RESOLVED THAT,** Mr. L.C Goel who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 11.09.2008, and whose term expires at Annual General Meeting of the Company scheduled to be held on September 29th 2009 and for appointment of whom the Company has received a notice under section 257 of the Companies Act, 1956 with a deposit of Rs. 500/- which will be refunded if the appointment is confirmed, from a member for proposing his candidature for the office of the Director, be and is hereby appointment as Director of the Company whose period of office will be liable to determination by retirement by rotation. "

Date: 28th August, 2009

Place: Delhi

By Order of the Board.  
For and on behalf of IEC EDUCATION LIMITED  
(Formerly IEC Softwares Ltd)

Sd/-  
Shweta Dixit  
(Company Secretary)



## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LATER THAN FOURTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
3. Shareholders seeking any information with regard to the accounts are requested to write to the Company at an early date but not later than 48 hours before the scheduled time of holding the AGM so as to enable the Management to keep the information ready.
4. Shareholders are requested to kindly bring their copies of Annual Report to the meeting.
5. Members are requested to quote their registered folio number in all correspondence with Company and notify the Company immediately of change, if any, in their address
6. The register of members and share transfer books of the Company will remain closed from 22-09-2009 to 29-09-2009 (both days inclusive)
7. Information required to be furnished under the Listing Agreement.
8. Corporate members are requested to send a duly certified copy of the resolution authorizing their representative to attend and vote at the meeting.
9. An explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956 relating to item no. 6 of the notice setting out material fact is annexed hereto.



**Brief particulars of Directors who are proposed to be appointed /re-appointed are given as below:**

1. **Name** : **Dr. A.K Khare**  
**Age** : 63  
**Qualification** : B.E. (Hons.), M.Tech., Ph.D. Mechanical Engineering  
**Shareholding** : Nil  
**Profile** : Dr. A.K Khare is serving the U.P. Technical University as the Pro-Vice Chancellor and Central Admission Committee of U.P. State Engineering Admission Test Cell as a Member, also looking after the "World Bank Assisted Technical Education Quality Improvement Programmed" of Govt. of India as the Chief Project Coordinator for UP state. He had served on various Expert Committees, at the State Govt. and Govt. of India levels as Chairman/ Member and this has given him the exposure on Planning, Coordination, Policy formulation and Development activities. He is actively involved in consultancy and research projects of the neighboring industry such as HAL, TELCO, Scooters India Ltd., ALIMCO, and RDSO etc.

**Director of the Company since 30th July 2007.**

**Other Directorship** : IEC Education & Infrastructure Ltd.  
IEC Learning & Management Ltd.

2. **Name** : **Mr. H.P Singh**  
**Age** : 61  
**Qualification** : Masters in Military Studies  
**Shareholding** : Nil  
**Profile** : He has been posted as DIG in Ministry of Home Affairs and was responsible for internal security of Northern India.

**Director of the Company since 20th January 2007.**

**Other Directorship** : Nil

3. **Name** : **Mr. Rasik Makkar**  
**Age** : 45  
**Qualification** : Chartered Accountant  
**Shareholding** : 800 shares (400 shares jointly with his wife)  
**Profile** : Mr. Rasik Makkar, after completing chartered accountancy from the Institute of Chartered Accountant of India, worked as chartered accountant and consultant in many reputed firms for many years. Since then he has acquired very rich experience in taxation matters and other financial matters. While his appointment as a director of the Company Mr. Rasik Makkar has been rendering valuable services to the company by way of being not only on the Board, but even on few important point relating to the taxation and financial matters of the Company.

**Director of the Company since 20th January 2007**

**Other Directorships** : NIL

4. **Name** : **Mr. L.C Goel**  
**Age** : 81.  
**Qualification** : B.A.  
**Shareholding** : NIL  
**Profile** : Mr. L.C Goel, after his academic attainments, started involved in business activities as a Karta of HUF. Additionally, he started getting involved in few other business activities as a proprietor and has been as a director of the IEC EDUCATION LIMITED (Formerly IEC Softwares Limited) for many years. Since then he has very ably managed the various business activities and has acquired the adequate exposure in company management involving different activities associated with scheduling, planning, organizing and implementing the policies of the organization in optical manner.

**Other Directorship** : NIL



## **Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956**

### **Item: 6**

Mr. L.C Goel has been working as a whole time director of the company since 15th October 2003. As present term of Mr. L.C Goel expired on October 15, 2008. Keeping in view his enormous experience and leadership quality, the Board of Directors of the Company in its meeting held on September 11, 2008 accorded its approval for the appointment of Mr. L.C Goel as an Additional Director of the Company with effect from 15th October, 2008. Pursuant to section 260 and articles of association of the company the term of Mr. L.C Goel as an Additional Director expires on the date of this Annual General Meeting. A notice under section 257 of the Act with a deposit of Rs. 500/- has been received from a member signifying his intention to propose the name of Mr. L.C Goel for the appointment as Director of the Company, which will be refunded if the appointment is confirmed. Mr. L.C Goel has filed with Company his consent to act as a Director.

The Board of Directors recommends resolution for the approval of shareholders.

None of the Directors of the Company are concerned or interested in the Resolution.

By Order of the Board

Sd/-

Shweta Dixit  
(Company Secretary)

Date: 28th August 2009

Place: Delhi



## Directors' Report



### To the Members

Your directors feel privileged in presenting the 15th Annual Report of the Company, together with Audited Accounts and Auditors' Report thereon for the year ended March, 31, 2009.

## Financial Results

(Amount in Rs. Lakhs)

Particulars	Year ended 31.03.2009	Year ended 31.03.2008
Income from Operations	916.07	575.64
Other income	31.91	14.22
Total Expenditure	679.12	371.69
Profit Before Interest, Depreciation & Tax	268.86	218.17
Interest	15.88	15.46
Depreciation & Amortisation	81.01	75.20
Profit Before Tax	171.96	127.51
Provision for Tax	11.54	16.34
Profit After Tax	160.42	111.17

### Operations

In past, the Company has suffered losses on account of several factors impacting the Industry in general. However, due to its strong brand equity, commitment of its promoters and business associates, the Company has overcome such gloomy times. The year 2008-09 has been a year of turnaround for the Company. During the year, the Company has recorded 60.71 % increase in the total turnover, which stood at Rs. 947.98 lacs as on 31st March 2009 as against the total turnover of Rs.589.86 lacs during the previous year.

A major part of increase in Company's turnover is the management's efforts and focus towards inorganic growth. During the year, we acquired and amalgamated VEF Information Systems Private Limited, a profit making company engaged in providing various educational, training and support services to certain private educational institutes in North India. Further, there has been an increase in number of students in the schools where the company is implementing ICT projects.

The Company entered into a consortium agreement with Vocational Educational Foundation, a non-profit organization engaged in providing higher education. The management envisages that long-term arrangements with such educational organizations shall help the Company in making it a education conglomerate and entering all verticals of education.



This year the Company has shown profits of Rs. 160.42 lacs as against the profits of Rs. 111.17 lacs during the last financial year.

The overall impact of this spurt in Net profits has its ultimate reflection on the EPS ratio which is 1.43 as on 31st March 2009 as against 1.59 during the last year.

### **Business Activities**

Until now, the Company had primarily been involved in ICT projects with various state governments; out of which Project with State of Rajasthan is still continuing, and providing IT Training through 30 franchisees across North India. It was assessed by the management that *the existing business model was not generating sustainable revenues and decided to explore opportunities lying in core Education Sector.* Therefore, during the year, Company changed its main objectives and incorporated new objects in its Memorandum of Association, related to imparting education in territory of India as well as outside the territory of India. To bring its relevance in the education sector, the Company has also changed its name from IEC Softwares Limited to IEC Education Limited, during the year.

### **Changes in Capital Structure**

During the year under review, the share capital of the Company has altered on the following events:

- a) Pursuant to amalgamation of VEF Information Systems Pvt. Ltd., the authorized share capital of the company has increased from Rs. 20,00,00,000/- (Rupees Twenty Crores only) to Rs. 21,00,00,000 (Rupees Twenty One Crores only).
- b) On the same instance, 32,60,000 (Thirty Two Lacs Sixty Thousands only) equity shares of Rs. 10 (Rupees Ten Only) each, fully paid up, have been allotted to the shareholders of VEF information Systems Private Limited pursuant to the scheme of Amalgamation approved by the Hon'ble High Court of Delhi.
- c) Further 30,00,000 (Thirty Lacs only) equity shares of Rs. 10 (Rupees Ten only) each, fully paid up have been allotted to certain Promoters and Non-promoters on conversion of same number of warrants.

The funds raised through issue of warrants and conversion of warrants have been deployed for purchase of land at Alwar (Rajasthan) and Greater Noida (U.P) in collaboration with Vocational Educational Foundation and Vocational Educational Trust for setting up of polytechnics and engineering colleges, Management colleges and Schools along with schools thereat.

The paid up capital, after taking the effect the changes as above, stood at Rs. 13,26,00,000/- (Rupees Thirteen Crores Twenty Six Lacs only) as on March 31, 2009.

### **Dividend**

Since the Company is in a growth phase and need to reinvest the profits for growth and expansion, your Directors do not recommend any dividend for the year.

### **Reserves**

This year reserves of the company stood at Rs. 1032.88 lacs in comparison of Rs. 460.62 lacs of the last year (after deducting accumulated losses)

### **Directors**

Dr. A.K Khare, Mr. H.P Singh, and Mr. Rasik Makkar, Directors, retire by rotation and being eligible, offer themselves for re-appointment. During the year Mr. L.C Goel, retired from the post of whole time Director of the Company on 15th October 2008 and appointed as additional Directors with effect from the same date.



## **Subsidiary Companies**

IEC Learning and Management Ltd. is established to run, maintain and manage educational institutes, schools, and conduct classes, training centres seminars, conferences, workshops or impart education in all forms or kind for all types of competitive, professional, degree, vocational diploma or any other type of examination, courses and programmes.

IEC Education and Infrastructure Ltd. is set up to develop, provide Instructional and Computing Technology including computer education programme and computer aided learning, curriculum books, contents, educational aids, upgrading educational content/curriculum/books, facilitating the schools in its curriculum/content/educational requirements, providing online education to schools, colleges, educational institutions and universities.

IEC Leasing and Capital Management Ltd. is a wholly owned subsidiary of the Company., established for the purpose of leasing of all types of goods, materials, movable and immovable properties, machinery, land, building, industrial and manufacturing plants, consumer goods of all types.

## **Investment**

During the financial year 2008-2009, the company has not made any investment.

## **Amalgamation**

As mentioned before, the Hon'ble High Court of Judicature at Delhi approved the scheme of amalgamation of the erstwhile VEF Information Systems Private Limited into the Company vide order dated January 06, 2009. Accordingly, the strategic business of the erstwhile VEF Information Systems Private Limited has been vested with the Company. The appointed date of this amalgamation was closing hours of the business on April 01, 2007.

## **Reorganisation of Capital**

The Company, during the year, adjusted accumulated losses to the extent of Rs. 1412.63 lakhs, against the Capital Reserve and Share Premium, Pursuant to Part III (Reorganization of Capital) Para. 1.6. of scheme of arrangement approved by Hon'ble High Court of Delhi.

## **Registrar & Share Transfer Agents**

The work relating to shares in dematerialized and physical mode is done by Registrar & Transfer Agents of the Company: M/s Alankit Assignment Ltd., 2E/21, Anarkali House, Jhandewalan Ext., New Delhi – 110 055.

Members are requested to send their correspondence regarding transfer of shares, Demat of shares and other queries to Registrar and Share Transfer Agents.

## **Auditors**

M/s Nath and Hari, Chartered Accountants, who retire at the ensuing Annual General Meeting and are eligible to be re-appointed.

## **Conservation of Energy**

The operations of the Company are not energy intensive. However, appropriate measures wherever possible are taken to conserve energy.

## **Technology Absorption**

The present global business scenario is comprised of Competition and Innovation. Your Company endeavors to move with the time, in order to keep pace with fast changing technological innovation.



### **Particulars of Employees under section 217(2A) of the Companies Act, 1956**

Particulars of employees as required under section 217(2A) of the Companies Act, 1956, read with Companies (Particular of Employees) Rules, 1975, as amended, are given in **Annexure A**.

### **Information under section 217(1)(e) of the Companies Act, 1956**

The Company being engaged in Information Technology, Education, Training & Consultancy, no disclosure relating to conservation of energy and technological absorption is required to be reported.

### **Foreign Exchange Earning & Outgo**

There are no foreign exchange earning and/or outgo during the financial year.

### **Directors' Responsibility Statement as Per Section 217(2AA) of the Companies Act, 1956**

As required under Section 217(2AA) of the Companies Act, 1956, the Directors hereby confirm that:

- (i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period.
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.
- (iv) The Directors had prepared the annual accounts on a going concern basis.

### **Public Deposits**

The Company has not invited or accepted public deposits during the year.

### **Listing of Shares**

The names & addresses of stock exchanges where shares of your Company are listed are:-

- The Delhi Stock Exchange Association Ltd., DSE House, 3/1 Asaf Ali Road, New Delhi-110002
- The Stock Exchange, Mumbai, Phiroze Jeejeebhoy Tower, 25th Floor, Dalal Street, Mumbai-400001
- The Jaipur Stock Exchange Ltd, JLN Marg, Malviya Nagar, Jaipur-302017

The Listing fee for the year 2008-2009 has been paid on time to all the Stock Exchanges.

During the year, fresh shares issued pursuant to amalgamation and conversion of warrant have been applied for and listed on the stock exchanges.



## **Corporate Governance**

Report on Corporate Governance along with Certificate from Company's Auditors, and Management Discussion & Analysis are annexed and form part of the Annual Report.

## **Notes to Accounts**

Notes to Accounts are self-explanatory and do not require and clarification.

## **Acknowledgment**

Your Directors wish to extend their thanks and appreciation to all our stakeholders, employees of the Company at all levels, shareholders and business associates for their commitment, dedication, hard work and their contribution to the Company's success.

Date: 28th August, 2009

Place: Delhi

For and on behalf of the Board  
Sd/-

Brig. S.V.S Chowdhry  
Chairman



## Annexure A to Director's Report



Name	Mr. Navin Gupta
Age	37 Years
Experience	17 yrs
Designation	Managing Director
Qualification	Bachelor of Arts (B.A)
*Remuneration	Rs. 19,47,000/- (Rupees Nineteen lac Fourty Seven thousand Only) P.A.
Date of appointment	June 27, 2008
No. of shares held as on March 31, 2009	20,38,525
Previous employment details	Held designation of Vice President from 30 <sup>th</sup> October 2007.
Relationship with any Director of the Company	Son of Mr. R.L Gupta (Non Executive Director)

\*Mr. Navin Gupta was appointed as Vice president on 30th October 2007 at a salary of Rs. 49000 per month and later appointed as Managing Director from 27th June 2008 at a salary of Rs. 2,00,000 p.m



## MILESTONES so far

### ACCREDITATIONS & AFFILIATION

- Approved Organization of AICTE
- Empanelled with IGNOU
- Approved Organization of DOEACC
- Registration with London Chamber of Commerce & Industry Examinations Board, U.K.
- Department of Electronics, Govt. of India

### PRESTIGIOUS EDUCATIONAL PROJECT

- For BIS
- For Postal and Telegraph Department
- Govt. of Madhya Pradesh, Chattisgarh, NCT
- For National Council for Promotion of Urdu Language Project
- For Grih Kalyan Kendra Project
- For Ministry of Personnel Public Grievances & Pension

### TURNKEY PROJECTS

- Project of M.P. Govt. worth Rs 250 crores to provide IT Education
- Project of U.P. Govt. worth Rs 250 crores to provide IT Education
- Project of Rajasthan Govt. worth Rs 8 crores
- Project worth Rs 4 crores to provide IT education in NCT
- Project worth Rs 10.80 crores for Ministry of HRD
- Multi Core Projects to provide IT education to various universities.

### INTERNATIONAL TIE-UPS

- Next Gen Solutions Chicago U.S.A
- Ugosoft.com N.J, U.S.A
- Unified Access Communications Boston, U.S.A
- NCPUL, Dept. of Education Ministry of HRD, Govt of India

### MEMBERSHIPS

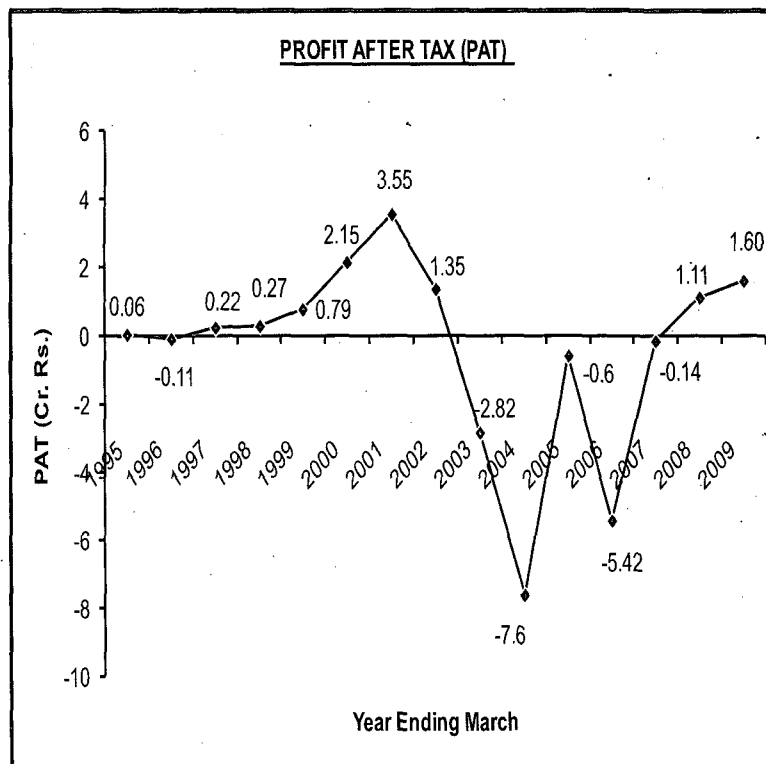
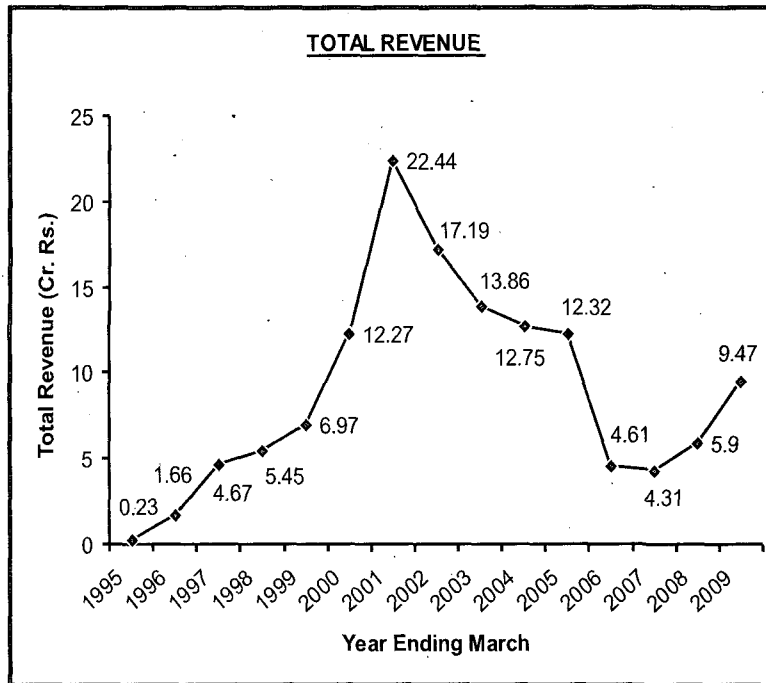
- NASSCOM
- Electronics & Computer Software Export Promotion Council
- London Chamber of Commerce & Industry, Examinations Board, U.K
- National Association of Computer Trainers
- Computer Society of India
- India Trade Promotion Organisation

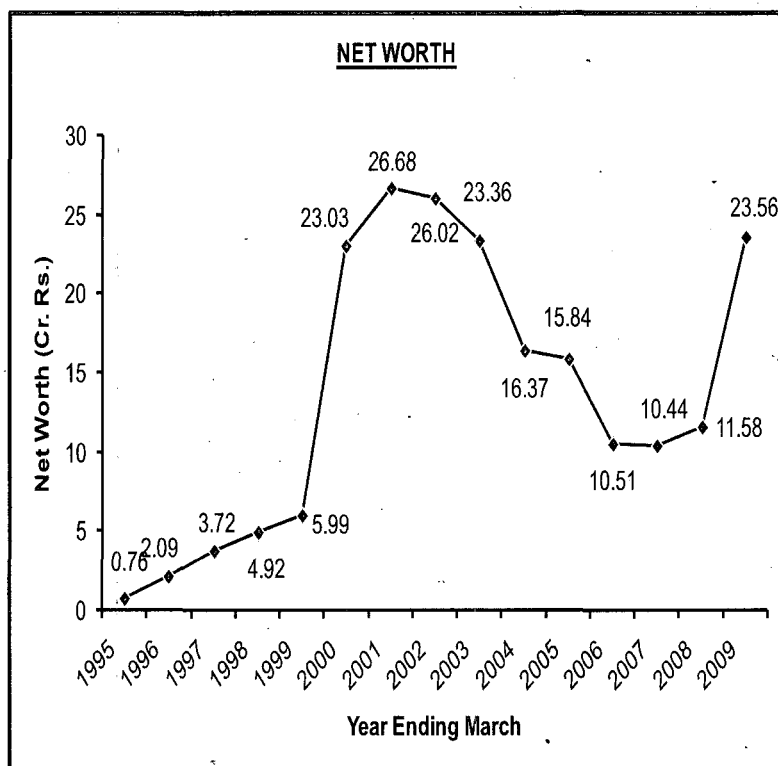
### EDUCATIONAL PROJECT

- Personality Development Programmes (PDPs)
- Finishing Schools
- K-12
- Technical, Professional Colleges
- Coaching Schools



## Snapshots







# Report on Corporate Governance



"The governance of Companies is more important for world economic growth than the government of countries."

The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

For IEC, Corporate Governance is a system inherent in the entire organizational structure. Your Company perceives it as a way in which a business organization is directed and controlled by appropriate distribution of rights and responsibilities across the board, managers, employees and shareholders. At IEC Corporate Governance is not only limited to protection of interest of the shareholders but of the board, employees, and all other parties, keeping interest in the Company.

Your Company is committed to maintaining the highest standards of Corporate Governance in its dealing with various interested groups viz-a-viz employees, debtors, creditors, statutory authorities, shareholders.

IEC endeavors to effectively use Corporate Governance as a tool to set and achieve objectives and monitoring performance.

IEC believes in and endeavors, complete disclosure and transparency of clear information with which meaningful analysis of the company and its action can be made by the outside interested parties and facilitate effective functioning of the Board , management ,employees, and provide efficient legal and regulatory framework.

## BOARD OF DIRECTORS

As On March 31st 2009, the Board of the Company, comprised of Eleven Directors out of which Ten are Non Executive. Since the Chairman of the Board is Non-Executive, there are six Independent Directors, more then the minimum requirement of four.

Name	Category of Director	No. of outside in Directorship(s)	No. of membership other committees	
			Public Chairman	Member
Brig.S.V.S Chowdhry	Non-Executive, Independent Chairman.	01	NIL	NIL
Mr. L.C.Goel	Non-Executive, Non Independent	NIL	NIL	NIL
Mr. R.L. Gupta	Non-Executive, Promoter	03	NIL	NIL
Mr. Navin Gupta	Executive, Promoter	03	NIL	NIL
Mr. Kailash Nath	Non-Executive, Independent	NIL	NIL	NIL
Mr. Sarabjit Singh Saini	Non-Executive, Independent	NIL	NIL	NIL
Dr. A.K Khare	Non Executive-Independent	02	NIL	NIL
Mr. Rasik Makkar	Non-Executive, Non-independent	NIL	NIL	NIL
Mr. J.K Bhola	Non-Executive, Non-Independent	NIL	NIL	NIL
Mr. H.P Singh	Non-Executive, Independent	NIL	NIL	NIL
Mr. H.R Issarani	Non-Executive Independent	NIL	NIL	NIL



**Notes:**

1. Directorship in foreign companies, Indian Private Limited Companies, Companies registered under Section 25 of the Companies Act, 1956 and alternate Directorship is not included.
2. Committees include Audit Committee, Remuneration Committee, Investors' Grievances Committee/Share Transfer Committee.
3. None of the Director held directorship in more than 15 public limited companies.
4. None of the Director has membership of more than 10 committees of the Boards and chairmanship of more than 5 committees of the Boards.

The Company has appointed Mr. L.C.Goel as additional Director of the Company in terms of provision of the Companies Act, 1956 with effect from October 15, 2008.

**During the Financial Year 2008-2009 , Your Board Of Directors have Met Ten Times, On The Following Dates.  
10.04.2008, 27.06.2008, 28.07.2008, 11.09.2008, 31.10.2008, 27.11.2008,23.01.2009, 04.02.2009, 17.02.2009,  
25.03.2009**

**Attendance Of Each Directors At The Board Meetings And Last Agm,  
During The Financial Year 2007-2008.**

Name	No. of Board meeting attended	Attendance at the last AGM held on 06.08.2008	Remarks
Brig. S.V.S Chowdhry	9	YES	
Mr. L.C. Goel	9	No	Appointed as the Additional Director w.e.f 15.10.08
Mr. R.L. Gupta	10	NO	
Mr. Navin Gupta	8	YES	Appointed as Managing Director of the company w.e.f 27.06.08
Mr. Kailash Nath.	9	YES	
Mr. Sarabjit Singh Saini	8	YES	
Dr. A.K Khare	8	NO	
Mr. Rasik Makkar	9	YES	
Mr. J.K Bhola	9	NO	Appointed as Director on 06.08.2008
Mr. H.P Singh	8	Yes	
Mr. H.R Issarani	8	Yes	Appointed as director on 06.08.2008

**Notes:**

1. None of the Directors is related to any other Director, except Mr. Navin Gupta and Mr. R.L Gupta. (Mr. Navin Gupta is son of Mr. R.L Gupta.)



## Shareholding of Non Executive Directors Of The Company



Name of Director	As on 31.03.2009		As on 31.03.2008	
	No. of shares Held	No. of warrants Held	No. of shares Held	No. of warrants Held
Brig. S.V.S Chowdhry	NIL	NIL	NIL	NIL
Mr. L.C.Goel	NIL	NIL	NIL	NIL
Mr. R.L. Gupta	1384260	10,38,000	684260	17,38,000
Mr. Kailash Nath	NIL	NIL	NIL	NIL
Mr. Sarabjit Singh Saini	2800	NIL	2800	NIL
Dr. A.K Khare	NIL	NIL	NIL	NIL
Mr. Rasik Makkar	800	NIL	800	NIL
Mr. J.K Bhola	NIL	NIL	NIL	NIL
Mr. H.P Singh	NIL	NIL	NIL	NIL
Mr. H.R Issarani	NIL	NIL	NIL	NIL

### Board Committee

At Present the Board has three committees: Audit Committee, Shareholder Committee and Remuneration Committee.

### Audit Committee

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the Board's oversight responsibilities, an Audit Committee has been constituted which is headed by an Independent Director. The constitution of the committee meets the requirement of Section 292A of the Companies Act, 1956 as well as clause 49 of the Listing Agreement.

### Composition of the Audit Committee as on March 31, 2009:

1. Brig. S.V.S. Chowdhry, Chairman
2. Kailash Nath, Member
3. Sarabjit Singh Saini, Member

Ms. Shweta Dixit, Company Secretary of the company acts as a Secretary of the Committee.

### The terms of the reference and role of the Audit Committee:

- Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending the appointment/removal of external auditor, fixation of audit fee and also approval for payment for any other services;
- Reviewing with Management the Annual financial statements before submission to the Board, focusing primarily on;
- Reviewing with the Management, external and internal auditors, the adequacy of internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;



- Discussion with internal auditors of any significant findings and follow-up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is a suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussing with external auditors before the audit commences, the nature and scope of audit as well as have post audit discussions to ascertain any area of concern;
- Reviewing the Company's financial and risk management policies;
- Any changes in accounting policies and practices;
- Major accounting entries based on exercise of judgment by Management;
- Qualifications in draft Audit Report;
- Significant adjustments arising out of audit;
- The going concern assumption;
- Compliance with Accounting Standards;
- Compliance with Stock Exchange and legal requirements concerning financial statements;
- Any related party transactions i.e. transaction with promoters, management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.
- Five meetings of the Audit Committee were held during the financial year 2008-2009 i.e on 10th April 2008, 27th June 2008, 28th July 2008, 31st October 2008 and 23rd January 2009. The attendance record of the Directors who are members of the Audit Committee is given hereunder:

Name	No. of Audit Committee meetings Attended
Brig. S.V.S Chowdhry	05
Mr. Kailash Nath	05
Mr. Sarabjit Singh Saini	05

### Remuneration Committee

The Board of Directors has formed a Remuneration Committee on 30.04.2002 to determine the remuneration package for the Executive Directors including their pension rights and any compensation and for the appraisal of the performance of Executive Director. The Remuneration committee is headed by an Independent Director.

**The Composition of the Remuneration Committee as on March 31, 2009 are as under:**

1. Brig. S.V.S. Chowdhry, Chairman,
2. Mr. Kailash Nath, Member
3. Mr. Sarabjit Singh Saini, Member
4. Dr. A.K Khare, Member



During the financial year 2008-2009, one meeting of the remuneration committee was held on June 27, 2008 to consider and approve the remuneration of Rs. 2,00,000 (Rupees Two Lacs Only) per month to Mr. Navin Gupta, subject to the approval of the shareholders in the Annual General meeting of the Company.

The remuneration paid to the Executive Directors including Managing Director and sitting fees to non- executive Directors for the year 2008-09 is given hereunder:

<b>Name of the Director</b>	<b>Remuneration including Incentives etc. (Rs)</b>	<b>Sitting Fee(Rs.)</b>
Mr. Navin Gupta	19,47,000	NIL
Brig. S.V.S Chowdhry	NIL	10,000
Mr. L.C. Goel	NIL	4500 (appointed as additional director as on 15.10.2008)
Mr. Kailash Nath	NIL	10,000
Mr. R.L. Gupta	NIL	7,500
Mr. Sarabjit Singh Saini	NIL	7,250
Dr. A.K Khare	NIL	6,000
Mr. Rasik Makkar	NIL	6,750
Mr. H.R Isaarani	NIL	6,000
Mr. J.K Bhola	NIL	6,750
Mr. H.P Singh	NIL	6,000

#### **Criteria for making the payment to Directors of the Company:**

- The remuneration committee of the Company recommends the salary payable to Executive Directors.
- The remuneration paid to the executive Directors are determined keeping in view the industry benchmarks.
- The payment to non-executive Directors is made in the form of sitting fee for attending the Board meeting as well as meeting of the committee. The sitting fee for attending the meeting of Board of Directors is Rs.750/- per meeting and that of committee is Rs.250/- per meeting.

#### **SHAREHOLDERS /INVESTORS' GRIEVANCES COMMITTEE**

The Company formed the Shareholders/Investor Grievances Committee on 16th June 2001 to look into the following matters:

- To look into the investors grievances and redressal thereof.
- To see that investors queries are replied within the specified time limit from the date of receipt of such query and no investor grievance is kept pending for a period more than the time specified except in case which are constrained by dispute or legal impediments.
- To see that the shares are transferred within the specified time limit from the date of lodgement of the transfer.
- To see that shares are transferred without any hindrances except in the case of material defect in the share transfer deed.
- To see that dividend, if any, declared by the members/board are remitted to the shareholders within the time limit as provided in the Companies Act, 1956.



- To see that unpaid and unclaimed dividend are transferred to the unpaid dividend account within the period specified in the Companies Act, 1956.
- To register the change of address, transposition of name, dematerialization request, loss of share certificate, issue of duplicate share certificate and any other kind of investor grievances.
- To see that all the kind of notices, details to be furnished to shareholders and any other information as asked by the shareholder are furnished within appropriate time limit.
- To see that the statutory books are kept open for the inspection of shareholders as provided in the Companies Act, 1956 and extracts, copies thereof furnished within specified time limit in accordance with the provisions of Act.

The Committee is headed by Mr. Kailash Nath, Non-Executive, and Independent Director.

There has been no investor complaint during the financial year 2008-2009.

### **Details of Complaints received and redressed during the year 2008-09 are here below:**

<b>Particulars</b>	<b>Complaints Received</b>	<b>Complaint Redressed</b>	<b>Pending Complaints</b>
Change of Address	Nil	Nil	Nil
Transmission	Nil	Nil	Nil
ECS / Mandate	Nil	Nil	Nil
Duplicate certificate	Nil	Nil	Nil

**Total NIL Complaints were received during the financial year 2008-2009.**

### **Details of Complaints received and redressed during the year 2007-08 are here below:**

<b>Particulars</b>	<b>Complaints Received</b>	<b>Complaint Redressed</b>	<b>Pending Complaints</b>
Change of Address	Nil	Nil	Nil
Transmission	Nil	Nil	Nil
ECS / Mandate	Nil	Nil	Nil
Duplicate certificate	Nil	Nil	Nil

**Total NIL Complaints were received during the financial year 2007-2008.**



## Name and Designation of Compliance officer for Financial Year 2008-2009.

Ms. Shweta Dixit, Company Secretary of the Company is compliance officer of the Company.

## General Body Meeting:

Location and date of the last three Annual General Meetings of the Company

Year	Date of AGM	Venue	Time
2005-2006	25.09.2006	Shah Auditorium, 2, Raj Niwas Marg, Delhi- 110054	10.00 a.m.
2006-2007	18.09.2007	Shah Auditorium, 2, Raj Niwas Marg, Delhi-110054	10.00 a.m
2007-2008	06.08.2008	Sri Sathya Sai International Centre, Lodhi Road, Institutional Area, Pragti Vihar, New Delhi-110003	10:00 a.m

Pursuant to the order of the Hon'ble High Court of Delhi, General meeting of the shareholders and creditors of the company held on Saturday, 18th October 2008 at FICCI Federation House, Tansen Marg, New Delhi at 11:00 a.m. to consider the arrangement embodied in the proposed Scheme of Amalgamation between VEF Information System Private Limited and IEC Education Ltd. (Formerly IEC Softwares Limited)

Following special resolutions have been passed in the previous three Annual General Meetings.

- A) Annual General Meeting of the Company held on Wednesday, 06th August 2008, at Sri Sathya Sai International Centre, Lodhi Road, New Delhi at 10.00 a.m to pass the following resolutions:

To Increase the Authorized share capital the Company from Rs. 20,00,00,000 (Rupees twenty Crores only) to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only).

- B) Extra Ordinary General Meeting of the Company held on Wednesday, 30th Jan, 2008, at Sri Sathya Sai International Centre, Lodhi Road, New Delhi at 10.00 a.m to pass the following resolutions:

1. To issue. Offer and allot 70,00,000/- (Seventy Lacs only) convertible warrants to the Promoters as well as Non-Promoter Group.
2. Re organization of reserve and surplus.

- C) Special Resolutions passed by postal ballot on 27th June 2008:

1. To Change the Main Object Clause of Memorandum.
2. To Change the Name clause of Memorandum.



## Following resolutions have been passed by postal ballot on 27th June 2008:

Item No.	Description.	% of votes cast in favour out of total voting
1.	Change the Main Object Clause of Memorandum.	99.99%
2.	Change the Name clause of Memorandum.	99.99%
3.	Increase the Borrowing power upto 100 crores u/s 293(1)(d).	99.99%
4.	Increase the maximum limits of Directors in Article of Association.	99.99%

Mr. Pradeep Debnath of M/s Pradeep Debnath & Associates was appointed as Scrutinizer to conduct postal ballot process in fair and transparent manner.

### Procedure of Postal Ballot

Postal Ballot notice along with postal ballot form was dispatched on 26th May 2008. Duly completed Postal Ballot Form reached the Scrutinizer uptill closing working hours of Wednesday, 25th June, 2008 were considered. Postal Ballot Form received after this date will be strictly treated as if reply from the member has not been received. The result of this Postal Ballot declared on 27th June 2008.

### DISCLOSURE:

- a) The Company has not entered into any transactions of a material nature with the Promoters, Directors or the Management, their subsidiaries or relatives that may have potential conflict with the interest of the Company at large. Relevant disclosure has been made as per AS-18 under schedule 20 annexed to the balance sheet.
- b) Company has neither been penalized, nor have any strictures been imposed by the Stock Exchange, SEBI or any statutory authority, during the last three years on any matter relating to the capital market.
- c) The Company has not accepted any Public Deposits under Section 58A and Section 58AA of the Companies Act 1956. Hence the provision of the said section and the rules are not applicable.
- d) The Company has duly followed the Accounting Standards in the preparation of Financial Statements.
- e) The Company is prompt in making payments of statutory dues to various statutory authorities like for TDS, PF, etc. other than in exceptional and unforeseen financial circumstances.
- f) The Court cases i.e CEP-I and CEP-II are in sub-judice before the Hon'ble Arbitrator with DOE, Govt of NCT, Delhi and income tax appeals are pending for different assessment Years with different authorities like C.I.T appeals and I.T.A.T.
- g) The registered office of the Company has been shifted from M-92, Connaught Place, New Delhi-110001 to 5, Sant Nagar, East of Kailash, New Delhi 110065 w.e.f July 14, 2008.
- h) The Company, during the year, adjusted accumulated losses to the extent of Rs. 1412.63 lakhs, against the Capital Reserve and Share Premium, Pursuant to Part III (Reorganization of Capital) Para. 1.6. of scheme of arrangement approved by Hon'ble High Court of Delhi.



- i) Mandatory requirements of Clause 49 have been duly complied with.
- a) Company has laid down procedures to inform the members of the Board about the risk assessment and minimization procedures.
- b) A certificate from Managing Director and CFO on the Financial statements of the Company was placed before the Board.
- c) During the year 30,00,000 warrants were converted into equal no. of equity shares and have been duly admitted for listing by Bombay, Delhi and Jaipur Stock exchange.
- d) Hon'ble High Court of Delhi approved scheme of amalgamation between IEC Education Limited and VEF Information System Pvt. Ltd.(VEF) pursuant to which 32,60,000 shares were issued and allotted to the shareholders of VEF and the same have been duly admitted by the stock exchanges on which the shares of the company are listed.
- e) Details of compliance with Non-mandatory requirements are as follows:
- The Company has formed Remuneration Committee to determine on their behalf and on behalf of the shareholders specific remuneration package for Executive Directors.
  - Whistle Blower Policy- The Company completely supports and promotes intent of whistle blower policy and proposes adoption of means through which employees can have direct access to the management, to report violation of code of conduct or ethic policies of the company and in exceptional cases access to the chairman.

### Means of Communication

The quarterly and annual financial results of the Company are provided to the Bombay Stock Exchange Ltd. where the shares of the Company are listed. The results are normally published in the leading newspapers like 'Business Standard' both English and Hindi edition.

These results are also displayed on the Company's website [www.iecgroup.in](http://www.iecgroup.in)

Company's website also displays official news releases and the presentations made to institutional investors or to the analysts as and when made.

## General Share Holder Information

### Annual General Meeting

Day, Date & Time	:	Tuesday, 29th September 2009 at 10:00 A.M
Venue	:	Sri Sathya Sai International Centre, Lodhi Road, New Delhi
Book Closure	:	22.09.2009 till 29.09.2009(both days inclusive)
Listing on Stock Exchange	:	The Stock Exchange, Mumbai, The Delhi Stock Exchange Limited, Delhi The Jaipur Stock Exchange Limited, Jaipur
Stock Code	:	The Stock Exchange, Mumbai      531840 Delhi Stock Exchange      8254 The Jaipur Stock Exchange Ltd.
Demat ISIN Numbers in NSDL & CDSL	:	INE 172B01017
Corporate Identification Number (CIN)	:	L74899DL1994PLC061053

**Note:** The Company has paid Listing fees to all three stock exchanges for the year 2009-10, where the securities of the Companies are listed.



## Financial Calendar 2009-10 (Tentative and Subject To Change)

For the financial year April 1, 2009 to March 31, 2010, the results would be announced on or before:

July 31, 2009 - For the first quarter ending June 30, 2009.

October 31, 2009 - For the second quarter ending September 30, 2009.

January 31, 2010 - For the third quarter ending December 31, 2009.

April 30, 2010 - For the fourth quarter ending March 31, 2010.

Annual General Meeting for the financial year ending March 31, 2010:

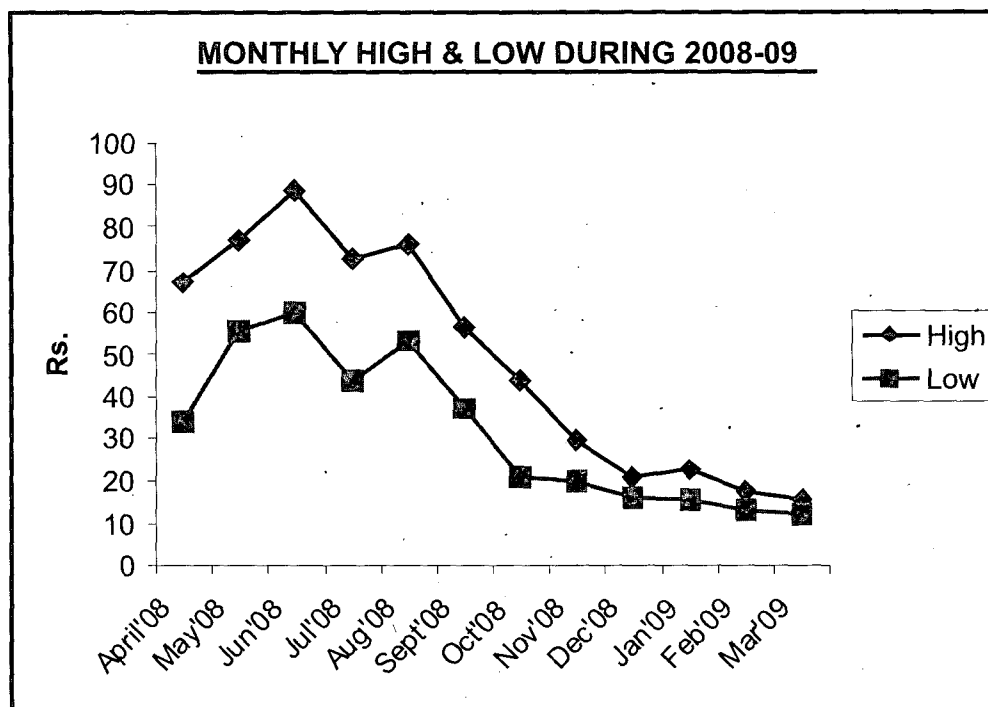
Up to September, 2010

### Market Price Data

The details of the High/Low price of the shares of the Company (At BSE) during the financial year 2008-2009 alongwith the total traded volumes is given hereunder.

### Scrip Code: 531840 Company: IEC EDU For the Period: April 2008 to March 2009

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	No. of Trades	Total Turnover(Rs.)	* Spread (Rs.)	
								H - L	C - O
April 2008	34.05	66.80	34.05	57.85	454757	2575	23,263,254.00	32.75	23.80
May 2008	55.50	76.95	55.50	70.65	483577	3072	33,166,500.00	21.45	15.15
June 2008	71.90	88.60	60.00	60.40	435859	2872	32,473,251.00	28.60	11.50
July 2008	57.40	72.50	44.00	72.50	231306	1474	12,950,322.00	28.50	15.10
August 2008	76.10	76.10	53.30	54.85	213382	1996	13,155,619.00	22.80	21.25
September 2008	55.65	56.45	37.20	38.60	100964	1186	4,717,067.00	19.25	17.05
October 2008	41.25	43.85	20.75	22.00	110588	723	3,238,161.00	23.10	19.25
November 2008	23.10	29.90	19.80	20.05	56554	312	1,446,129.00	10.10	-3.05
December 2008	20.00	20.90	15.95	17.00	58873	287	1,069,824.00	4.95	-3.00
January 2009	17.00	22.70	15.50	16.60	24319	243	472,033.00	7.20	-0.40
February 2009	16.00	17.30	13.40	14.40	33398	309	518,142.00	3.90	-1.60
March 2009	13.70	15.64	12.50	13.37	62085	297	885,789.00	3.14	-0.33



	April'08	May'08	Jun'08	Jul'08	Aug'08	Sept'08	Oct'08	Nov'08	Dec'08	Jan'09	Feb'09	Mar'09
High (Rs.)	66.8	76.95	88.6	72.5	76.1	56.45	43.85	29.9	20.9	22.7	17.3	15.64
Low (Rs.)	34.05	55.5	60	44	53.3	37.2	20.75	19.8	15.95	15.5	13.4	12.5

M/s Alankit Assignments Limited are our Registrar and Share Transfer Agent. The address of our Registrar and Share Transfer agent is: M/s Alankit Assignments Ltd., 2E/21, Anarkali House, Jhandewalan Ext. New Delhi-110055. Phone No. (011) 51540060-64.

### Share transfer System

The Share Certificates sent for transfer are received at the Registered Office of the Company or its Registrar M/s Alankit Assignments Ltd.

To look into the matter of share transfers, the Board has delegated the power to Mr. Narender Sharma-Manager Administration to attend and to look into the share transfer matters every fortnight. The Share Transfer Committee in its meeting held annually, considers and takes on record all the Transfers handled by Mr. Narender Sharma.

In compliance with the Listing Agreement, after every three months, the share transfer system is audited by a Practicing Company Secretary and a certificate to that effect is issued by him.

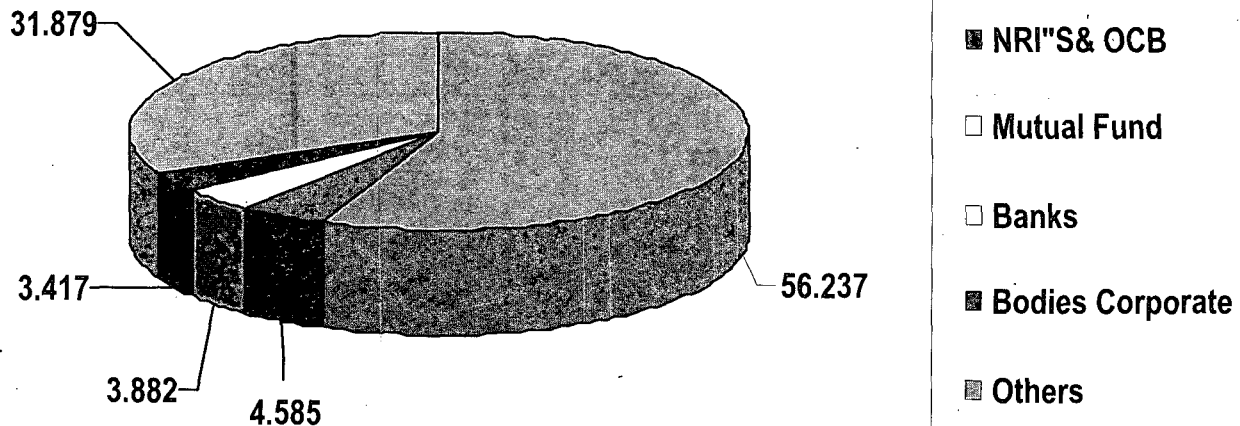
**Dedicated e-mail for Investor Grievances: [iecssoftwares@gmail.com](mailto:iecssoftwares@gmail.com)**



## Category Wise Distribution Of Share Holding as On 31.03.2008 And 31.03.2009

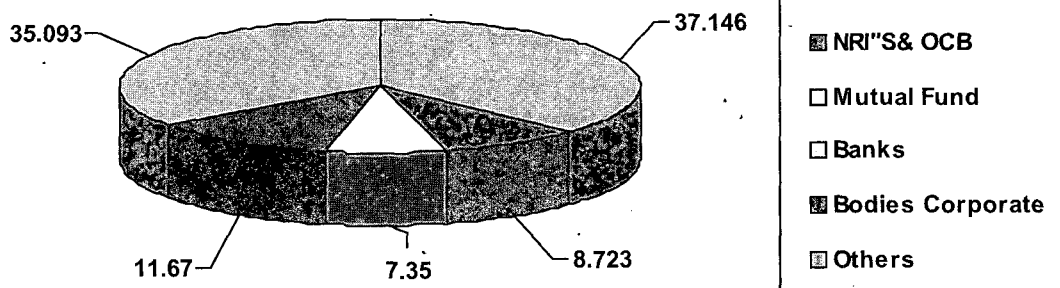
PARTICULARS	2007-08		2008-09	
	NO. OF SHARES As on 31.03.2008	%AGE As on 31.03.2008	NO. OF SHARES As on 31.03.2009	%AGE As on 31.03.2009
Promoters	2600226	37.146	7456993	56.237
NRI & OCB	610617	8.723	607961	4.585
Mutual Funds	NIL	NIL	NIL	NIL
Banks	514700	7.35	514700	3.882
Bodies Corporate	817466	11.67	453143	3.417
Retail	2456991	35.093	4227203	31.879

### Shareholding Distribution As On 31.03.2009



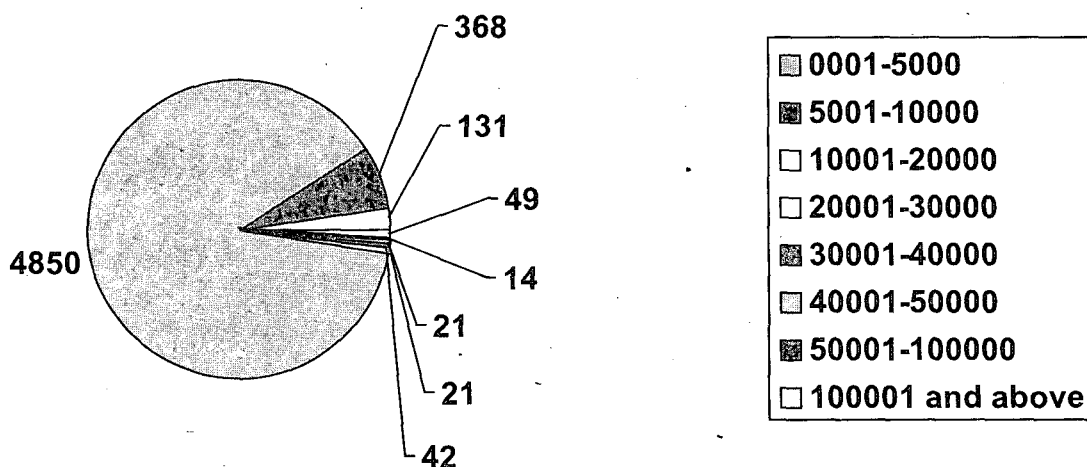


## Shareholding Distribution As On 31.03.2008



## Shareholding Distribution As On 31.03.2009

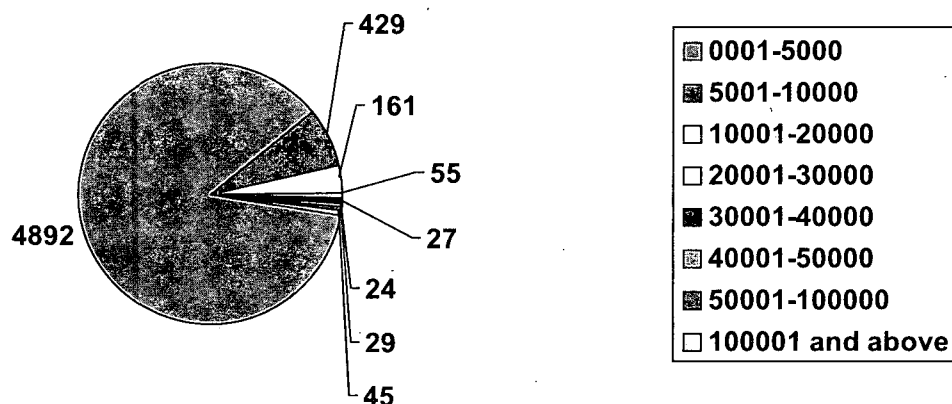
No. of Shares	No. of Shareholders	% of Total Holder	No. of Shares Held	% of Total Equity
1 to 5000	4850	88.246	7568230	5.708
5001 to 10000	368	6.696	2981020	2.248
10001 to 20000	131	2.384	2013140	1.518
20001 to 30000	49	0.892	1229970	0.928
30001 to 40000	14	0.254	506130	0.382
40001 to 50000	21	0.382	965290	0.728
50001 to 100000	21	0.382	1602210	1.208
100001 to Above	42	0.764	115734010	87.28





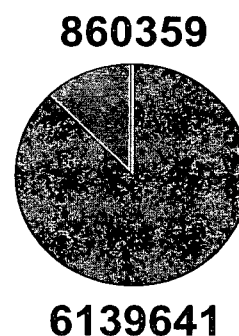
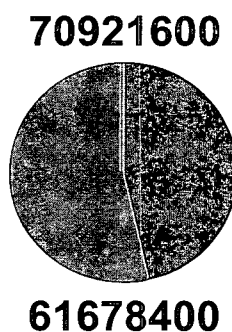
## Shareholding Distribution As On 31.03.2008

No. of Shares	No. of Shareholders	% of Total Holder	No. of Shares Held	% of Total Equity
1 to 5000	4892	86.401	8165810	11.665
5001 to 10000	429	7.577	3572360	5.103
10001 to 20000	161	2.844	2452690	3.504
20001 to 30000	55	0.971	1407940	2.011
30001 to 40000	27	0.477	977010	1.396
40001 to 50000	24	0.424	1163940	1.663
50001 to 100000	29	0.512	2130830	3.044
100001 to Above	45	0.795	50129420	71.613



## Details of shares in De-mat and Physical form as on 31.03.2009 and 31.03.2008

	As on 31.03.2009	As on 31.03.2008
IN DEMAT FORM	61678400	6139641
IN PHYSICAL FORM	70921600	860359

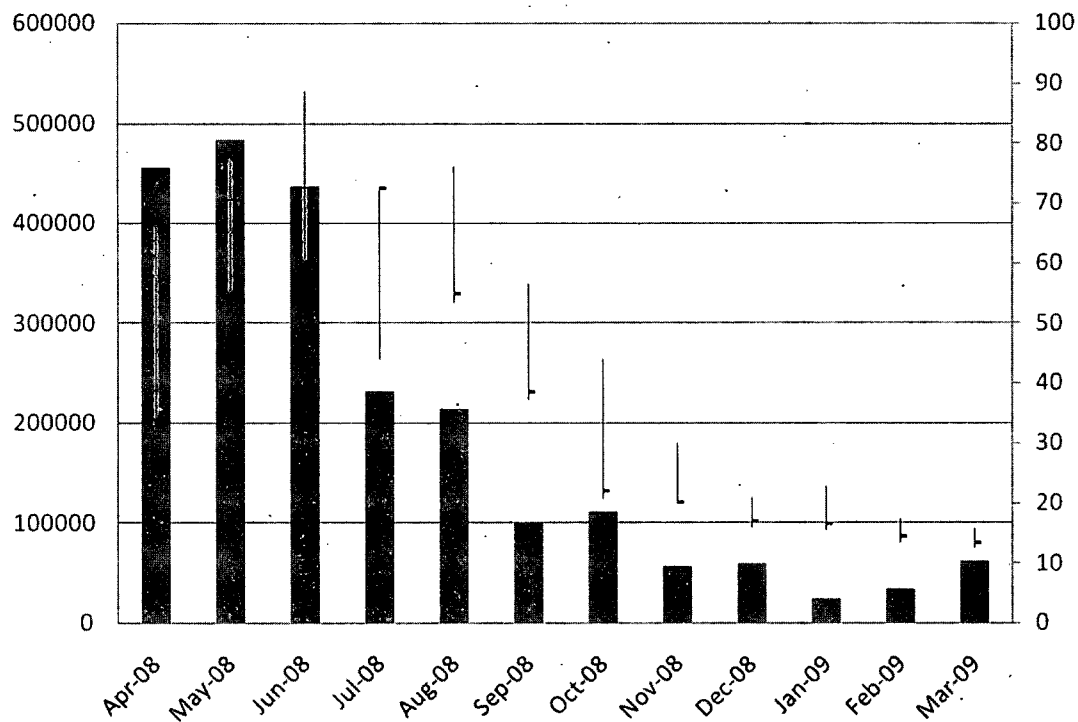




## Performance in Comparison to Broad BSE Sensex



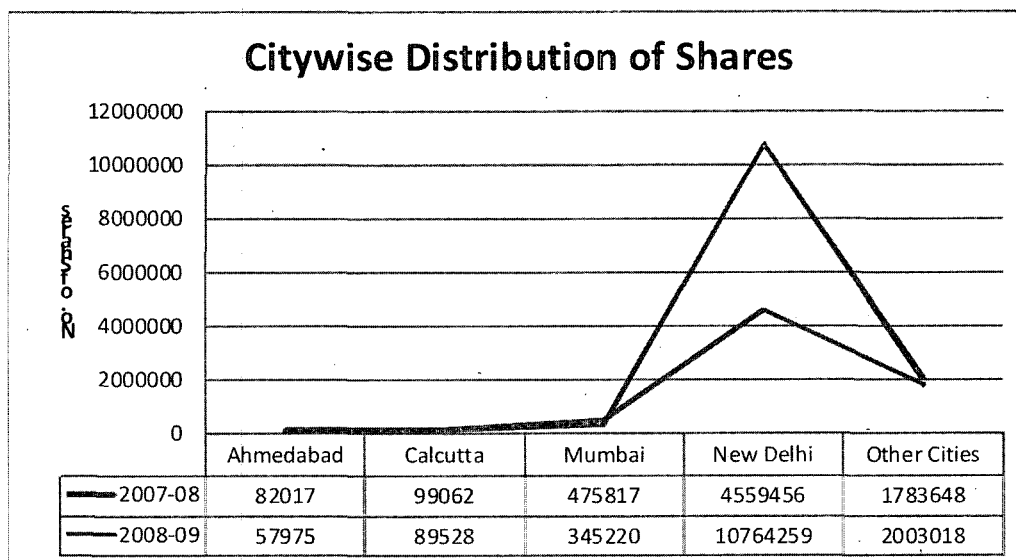
### Company's Share Movement



	Apr-08	May-08	Jun-08	Jul-08	Aug-08	Sep-08	Oct-08	Nov-08	Dec-08	Jan-09	Feb-09	Mar-09
■ Volume	45475	48357	43585	23130	21338	10096	11058	56554	58873	24319	33398	62085
High	66.8	76.95	88.6	72.5	76.1	56.45	43.85	29.9	20.9	22.7	17.3	15.64
Low	34.05	55.5	60	44	53.3	37.2	20.75	19.8	15.95	15.5	13.4	12.5
- Close	57.85	70.65	60.4	72.5	54.85	38.6	22	20.05	17	16.6	14.4	13.37



## City Wise Distribution Of Shareholders



## Code of Conduct For Board Members & Senior Management Of The Company

### PREAMBLE

All Directors and Senior Management must act within the bounds of authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interest of the Company and its shareholders/stakeholders.

With a view to maintain the high standards that the company requires, the following rules / code of conduct shall be observed in all the business activities of the company.

### DEFINITION

“Board Member” shall mean a Director of the Company. “The Company” shall mean IEC Softwares Ltd.

“Senior Management” shall mean personnel of the Company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the Executive Directors, including all functional heads.

### HONESTY & INTEGRITY

All Directors shall conduct their activities, on behalf of the company and on their personal behalf, with honesty, integrity, and fairness. All Directors will act in good faith, responsibility, with due care, competence and diligence, without allowing their independent judgement to be subordinated. Directors will act in the best interests of the company and fulfill their fiduciary obligations.

### CONFLICT OF INTEREST

#### General

Generally, a conflict exists when the personal interests of a Board Member or Senior Management of the Company may influence the exercise of his or her independent judgement in the performance of duty of the company. The Board Member & Senior Management of



the Company shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company or the group. The Board Member & Senior Management of the Company (or members of their immediate family) also should not influence any recommendation or decision on behalf of the Company that would result in an undisclosed personal financial benefit to such person or to members of his or her immediate family.

### **Outside Directorships**

Unless specifically permitted by the Chairman / Managing Director / CEO, the Board Member & Senior Management of the Company shall not serve as Director of any other Company or as Partner of a Firm that is engaged in a business competing with the Company or with which the Company has business relations.

### **Related Parties Transactions**

The Board Member of the Company, before conducting Company's business with a relative (as defined in the Companies Act, 1956) and/or with a business in which a relative is associated significantly would disclose their nature of interest before the Board of Directors of the Company and take their prior approval.

### **Corporate Opportunity**

The Board Member & Senior Management of the Company would be prohibited from taking for themselves business opportunities that arise through the use of corporate property, information or position for personal gain.

### **Gifts and Other Benefits**

The Board Member & Senior Management of the Company shall not accept any payment, gift, or other benefit from any organisation or person that is intended, directly or indirectly, to influence any business decision of the Company or commitment of any fraud.

### **Confidential Information**

Confidential information be it technical, operational or commercial should not be disclosed to any one. Such information is confidential and for the exclusive use of the Company.

### **Compliance with Laws, Rules and Regulations**

Any transaction undertaken in the name of the Company that would violate the laws of the land would be prohibited.

### **Waivers and Amendments**

Any waiver or amendment of the provisions in this Code would be approved by the Company's Board of Directors or a duly authorised Board Committee.

### **Compliance with the Code**

The Board Member & Senior Management of the Company shall affirm compliance with the Code of Conduct on an annual basis and shall submit a declaration to this effect.

## ***Declaration for compliance of Code of Conduct***

The Board of Directors and senior Management have affirmed compliance with code of conduct for the period ended 31st March 2009 and noted by the Board of Directors on 29th April 2009.

For and on behalf of the  
Board of Directors  
Sd/-  
Navin Gupta  
Managing Director



## Auditors Certificate On Corporate Governance

To the Member of IEC Education Ltd

We have examined the compliance of conditions of Corporate Governance by IEC Education Ltd.(Formerly IEC Softwares Ltd) for the year ended on 31st March,2009, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchange of India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us and based on the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Delhi

Date:- 28th August, 2009

For NATH & HARI  
Chartered Accountants

Kailash Hari  
(Partner)  
M.No:- 82285



## Discussion and Analysis 2008-09



### Disclaimer:

Readers are cautioned that this Management Discussion and Analysis contains forward-looking statements that involve risks and uncertainties. When used in this discussion, the words "anticipate", "believe", "estimate", "intend", "will", and "expected" and other similar expressions as they relate to the Company or its business are intended to identify such forward looking statements, whether as a result of new information, future events, or otherwise. Actual results, performances or achievements and risks and opportunities could differ materially from those expressed or implied in such forward-looking statements. The important factors that would make a difference to the Company's operations include economic conditions affecting demand supply and price conditions in the domestic and overseas markets, raw material prices, changes in the Governmental regulations, labour negotiations, tax laws and other statutes, economic development within India and the countries within which the Company conducts business and incidental factors. The Company undertakes no obligation to publicly amend, modify or revise any forward-looking statements on the basis, of any subsequent developments, information or events. The following discussion and analysis should be read in conjunction with the Company's financial statements included herein and the notes thereto. The information pertaining to industry structure, statistical data and other such information is sourced from CLSA Report, IDFC-SSKI, Edge-2009 report by Ernst & Young, Indian Economic Survey, Reports of ASSOCHAM and other government websites and sources.

### Management Discussion & Analysis

#### SWOT Analysis

<i>Strengths</i>	<i>Weaknesses</i>
<i>Highly experienced in education sector</i>	<i>Dependence on limited education verticals</i>
<i>Strong network of associates and partners</i>	<i>Lack of Pan-India presence</i>
<i>Acquisition of VEF Information Systems</i>	<i>High dependency on government spending</i>
<i>Opportunities</i>	<i>Threats</i>
<i>Possible changes in legal framework</i>	<i>Entry of new competitors &amp; private universities</i>
<i>Investors' attraction to education industry</i>	<i>Easy entry of foreign academic institutions</i>
<i>Increased government spending on education</i>	<i>Limited availability of high quality academicians</i>

### Business Climate

Due to its large population and cultural ethos, India is home to the largest group of potential consumers of educational services in the world. However, with the global focus being on strong educational standards of IITs and IIMs, sometimes the anaemic state of mass education in India gets lost.

The weakness of mass education in India is clearly visible through high adult illiteracy and the low retention rate of the students in K-12 schools. We believe that this is not an issue of spending. India spends close to 5% of its GDP on education, but an issue of inefficient structure.



Government spending on education, though high, is through an inefficient system which is necessitating a far higher private sector intervention than in other countries. At the same time, private participation is stifled through stringent regulations, resulting in large corporations staying away from the system altogether. Further, the government's misplaced priorities have resulted in meagre spending at lower grades and disproportionately higher spending on higher grades.

This weak structure is an opportunity. Government attitude towards education is now changing, Indian society is also more open to private participation in education, the availability of financing for private initiatives in education is also rising and the private sector is now taking its first tentative steps towards creating robust structures for participation in education sector.

The inefficiencies in the system give rise to opportunities for entrepreneurs. The government's attitude towards private participation in the education is changing. While we are still to see a significant change in education regulations, there is a greater acceptance of private sector in nearly all areas that were once limited to government enterprises, such as air travel, power sector, telecoms, etc. Even in the education sector, a start has been made by seeking the help of the private sector in introducing computer-aided learning in government schools, outsourcing teacher training to the private sector, etc.

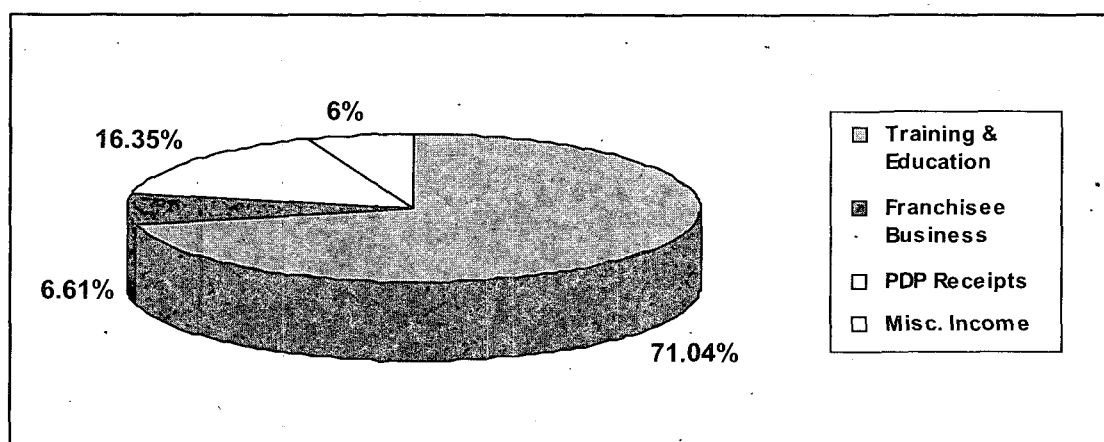
**Further, the government is also trying to shift resources towards private participation in education. In particular:**

- Banks are required to route a portion of their lending to priority sectors, which include student education loans, and
- Real estate developers are required to earmark areas for schools in new townships. The private sector has also evolved new structures, separating the non-profit trusts running the schools from the for-profit private enterprises providing services to these schools.

## Review of Operations-Segment wise performance

### Analysis of Income from Operations

The Company has two main operations: the franchising business and the ICT business in government schools. During the financial year under review, Company earned INR 6.27 million from Franchising royalty, a growth of 25% over that of previous year's income. From the ICT business, the Company generated a revenue of INR 90.84 million, which is remarkable 72% growth over the previous year's revenue in that segment.



## IT Education Franchising

The Company's franchising business is running since a number of years and has sustained the slump in IT Education in last few years. The Company's franchisees are long term partners and have helped Company in maintaining its brand equity in the troubled waters as well.



The management hopes that with the economic re-emphasis on IT outsourcing to India under the global endeavour of cost-reduction, there shall be a need of trained IT workforce which shall provide a boost to current franchisees' income and shall help the Company in growing its business. Further, with many IT and ITES companies moving their development centres to 2nd and 3rd tier cities to reduce the cost of manpower, they are also hiring employees from such cities. Many of the Company's franchisees are located in or near such upcoming cities and thus, the students completing their education from our franchisees shall now have better opportunities.

## ICT Business

Indian state governments started introducing IT in government schools around eight years ago, outsourcing both hardware and services to private companies. The large scale of the market, comprising of around 1 million government schools in the country, and the low computer penetration in schools gives a scalable business opportunity. If all these government schools were to start outsourcing their IT needs, we would be speaking of an industry with annual revenues in excess of US\$5 bn.

Recognising the enthralling scope of the ICT business in India, the Company had entered this business in initial years. Currently, the Company has an agreement with Government of Rajasthan for provision of IT education in 1101 schools and 56 colleges in the state of Rajasthan. Though the Company earlier had agreements with few other state governments in the past, the competition in this sector has become quite stiff and the margins have, thus, lowered. Further, the payments cycles are quite long and delayed at various instances.

Still, the Company achieved good growth in this segment during the year under review. The management constantly keeps on analysing other opportunities in this segment and is equipped to expand the business.

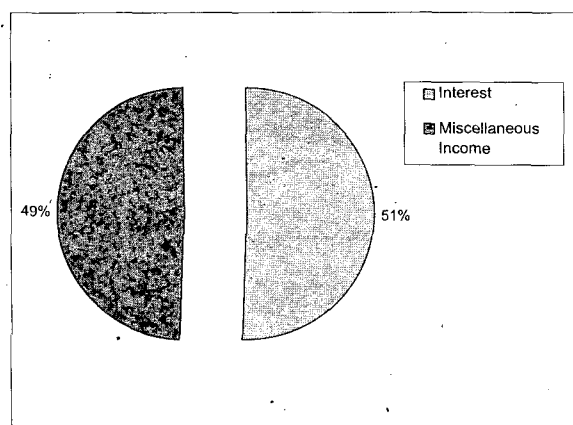
### ICT – Estimate of market size

	FY08	FY09	FY10	FY11	FY12	FY13
Start of period schools, wired	9,000	16,000	36,000	66,000	106,000	156,000
New bids	7,000	20,000	30,000	40,000	50,000	50,000
End of period schools, wired	16,000	36,000	66,000	106,000	156,000	206,000
Inflow per month per school (Rs)	20,000	20,000	20,000	20,000	20,000	20,000
Annual revenue to providers (Rsm)	3,840	8,640	15,840	25,440	37,440	49,443
Annual revenue providers (US\$m)	96	216	396	636	936	1,236
Chg YoY (%)		125	83	61	47	32

Source: CLSA Asia-Pacific Markets

## Other Income

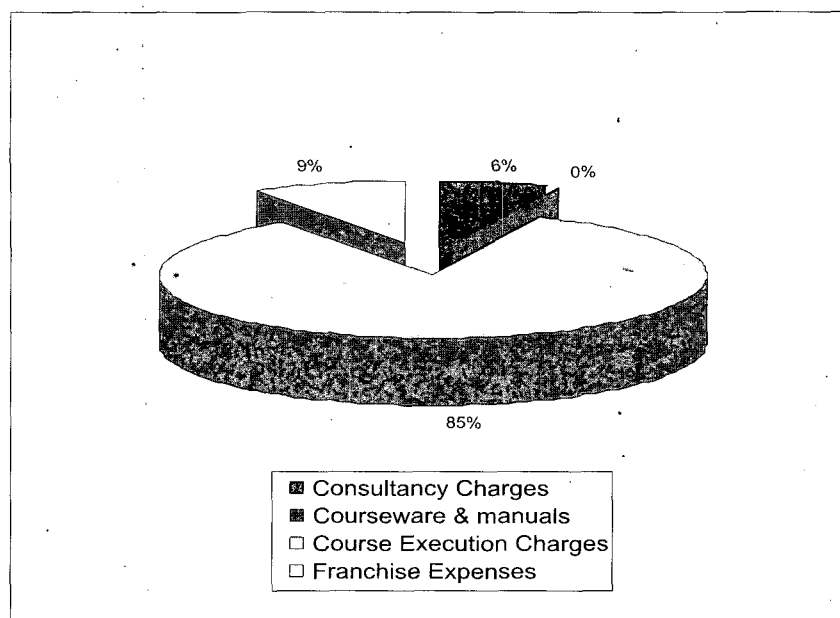
Apart from Income from operations of the Company, the Company generated other income of INR 3.2 million during the financial year 2008-09. The other income comprised of Interest income and miscellaneous income.





## Expenses Analysis

During the financial year under review, the expenses also jumped by 67%, majorly because of surge in Personnel and Administrative expenses. There has been an increase in costs of hiring faculty because of Company's efforts to hire and retain talented faculty. The Company has been able to maintain its interest costs at the previous year levels. The Company has continued its constant endeavours to maximise the benefits for its students, and constantly revising its course curriculum and upgrading the method of delivery education. This has also resulted in increase in course execution charges and franchise expenses.



## Business Review

Overall, the business of the Company showed constant growth and recovery, and the outlook remains positive. Despite competition from other players in the market, the Company was able to expand and generate better revenues from operations. This has resulted in approximately 34.94% increase in Profit before taxes and a 44.39% increase in Profit after taxes. The EPS of the Company has touched Rs. 1.43 per share.

## Share Capital

During the year under review, the authorised and paid-up share capitals of the Company have witnessed major increase. The authorised share capital of the Company has increase from INR 200 millions to INR 210 millions, pursuant to order of Hon'ble High Court at Delhi approving a scheme of amalgamation of VEF Information Systems Pvt. Ltd. with IEC Education Ltd.

Further, the paid-up share capital has also increased during the year on two instances. 3260000 equity shares fully paid-up have been issued to the shareholders of VEF Information Systems Pvt. Ltd. on account of the merger of the Company with IEC Education Ltd. Further, 3000000 equity shares fully paid-up have been allotted to promoters and non-promoters while they exercised their option to convert the warrants

These further allotments of equity shares have resulted in increase of paid-up share capital of the Company from INR 70 million to INR 132.6 million.



## Reserves & Surplus

By conversion of warrants and allotment of equity shares pursuant to such conversion, the Company has generated share premium of 60 million during the year.

## Fixed Assets

There has been an addition of INR 13.1 million to the Fixed Assets of the Company.

## Merger

During the year, pursuant to the order of Hon'ble High Court at Delhi, VEF Information Systems Pvt. Ltd. has merged into IEC Education Ltd. The management of IEC had decided to acquire and merge VEF Information Systems keeping in consideration IEC's emphasis on complementing its organic growth with inorganic initiatives. VEF Information Systems is engaged into providing various educations support to various higher education institutes. Its programmes included personality development courses, career oriented programs, etc. This acquisition of VEF Information Systems has opened an new avenues for IEC and has strengthened its position of an integrated education services provider in the Indian market. The management expects that the synergies between the existing business of IEC and the acquired business of VEF Information Systems shall result in higher revenues and profitability.

## Future Outlook

There is no denying the fact that the Education industry in India has set for a rapid growth, and the government is also constantly fine-tuning its spending and regulatory mechanism. The management of the Company is quite positive about Company's growing position in the education domain and shall keep on its efforts of organic growth and inorganic initiatives.

The Indian Education sector is poised to become a USD 85 billion market by 2012 as estimated by IDFC-SSKI Research. There is so much to achieve in this market, which the management perceives achievable considering Company's stronghold in the market and a high brand equity in IT Education. The future endeavours shall include entering into formal education of K12 and Higher education, for which Company has already initiated actions.. Vocational Education Foundation has signed Concession Agreement with Department of Technical Education, Punjab for the establishment of Polytechnic and Integrated Campus at Nanowal Vaid, Hoshiarpur. The Agreement was signed on 30th January 2009 and the concession period is for 60 Years. IEC Education Ltd and Vocational Education Foundation was awarded this project as consortium and IEC Education shall fulfil its obligations as per the terms laid down in Consortium Agreement.

The Company is in process of entering agreements with trusts possessing land for the joint development of schools. The Company has already identified Two Sites (Moradabad and Kanpur) for the school and is waiting for the concerned trust to get possession of lands from relevant authorities. The Company has entered into agreement with VET for the joint development of Senior Secondary School along with Women's Engineering College at Alwar. VET as part of its obligation has already made 75% of payment towards land cost and rest 25% will be made by August 2009. Once VET gets the possession of land it will apply to statutory bodies for necessary approval.

The management is on constant hunt for inorganic opportunities and would keep on analysing various acquisition options available in the education domain.

(\$ m)	Revenues (2008E)	% share of total	Revenues (2012E)	CAGR (%)
Formal IES	40,000	80	65,250	13
K12	20,000	40.00	33,779	14
Higher Education*	20,000	40.00	31,470	12
Non-formal IES	10,110	20.00	19,608	18
Preschool	300	0.60	1,026	36
Multimedia in private schools	70	0.14	459	60
ICT in govt schools	90	0.18	752	70
Coaching classes	6,400	12.77	11,194	15
Vocational training	1,500	2.99	3,662	25
Books	1,750	3.49	2,516	10
<b>Total IES</b>	<b>50,110</b>		<b>84,858</b>	<b>14</b>

Source: IDFC-SSKI Research; \*Higher Education spends include \$13bn spent annually to export education



## Challenges

Despite its presence in a promising industry, there are various challenges which the Company is facing and shall face in future as well. The most important challenge is that of regulatory ambiguity and restrictions laid out on the education industry by the Government of India. The management has no control over such regulatory issues, and hopes that with the recent change in government at the centre, there shall be easing of regulations. Due to these regulatory issues, the Company can't directly start a school or college since such educational institutes can be opened only by a non-profit society or trust.

This issue of regulatory restrictions casts its spell over the avenues of funding as well. The institutional investors and private equity funds are quite wary of investing in this sector considering the regulatory concerns.

Apart from this, increased competition and entry of foreign educational institutions in the Indian education industry is also another challenge. However, the company is in continuous discussions with various foreign players for tie-ups and arrangements.

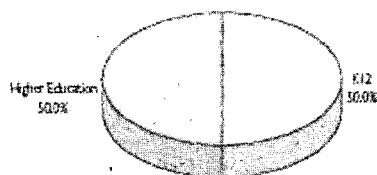
## Risk Management

The management constantly reviews the risk management measures of the Company. The acquisition of VEF Information Systems is a risk management measure in itself, helping company in diversifying from its existing business portfolio. Further, company's tie-up with Vocational Education Foundation and Vocational Education Trust is also a risk containment measure and shall put company's funds in long term fixed assets.

## The Indian Education Market

### Formal Education Market:

A \$40bn market, 12% CAGR till 2012E

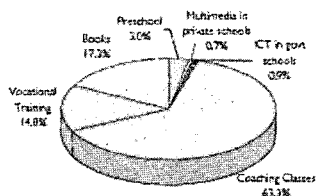


Regulation mandates institutes to be run as 'not for profit' trust or society

Source: IDFC-SSK Research

### Non-Formal Education Market:

A \$10bn market, 18% CAGR till 2012E



A highly fragmented and largely regional space; ~95% of market inherently difficult to scale

Source: IDFC-SSK Research



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## **HUMAN RESOURCES**

Human Resources are highly valued asset at IEC Education Ltd. The Company seeks to attract, retain and nurture technical and managerial talent across its operations and continues to create , sustain the environment that brings out the best in our people with emphasis on learning , training and development and career progression. With its proposed expansion activities it will become imperative for the Company to include fresh talent in commensurate with its growth. Performance is recognized and rewarded through up upgradation and job enrichment, performance incentives. There are 30 employees in the Company and on account of large scale expansion the employee strength would increase to 100 by the end of current financial year.

### **1.0 INTERNAL CONTROL SYSTEM AND ITS ACADEMY**

The philosophy of the Company with regard to internal control systems and their adequacy has been formulation of effective systems and their implementation to ensure that assets and interests of the Company are safeguarded with required checks and balances in place to determine the accuracy and reliability of accounting data.

Internal Control ensures that systems are designed and implemented in a manner commensurate with the size and operations; transactions are executed in accordance with the Company's policies and authorizations.

There are well-established procedures for Internal Controls for operations of the Company and its subsidiaries. The finance and internal audit functions are well equipped with professionally experienced qualified personnel and play important roles in implementing and monitoring the statutory and internal control environment. The Company has also constituted audit committee for guidance and proper control of the affairs of the Company.

The meetings of the Audit Committee are held periodically to review and recommend, inter alia, the quarterly, half yearly and annual financial statements of the Company. The committee also holds discussions with Company's statutory Auditors and the Management on matters pertaining to internal controls, auditing and financial reporting. The Committee reviews with the Statutory Auditors the scope and results of the audits.



## Auditor's Report



To  
The Members of IEC Education Limited

- 1) We have audited the attached Balance Sheet of IEC Education Ltd (Formerly IEC Softwares Ltd.) as at 31st March, 2009, the Profit & Loss Account and also the Cash Flow Statement for the year ended on that date both annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
- 2) We conducted our audit in accordance with the auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of financial statements. We believe that our audit provides a reasonable basis for our opinion.
- 3) As required by the Companies (Auditor's Report) Order, 2003, (CARO) issued by the Central Government in terms of sub section (4A) of section 227 of the Companies Act, 1956, we enclose in the annexure, a statement on the matters specified in paragraph 4 and 5 of the said order.
- 4) Further to our comments in the Annexure referred to in paragraph 3 above, we report that :
  - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of such books.
  - (c) The Balance Sheet, Profit & Loss Account and Cash flow Statement dealt with by this report are in agreement with the books of account.
  - (d) In our opinion, the Balance Sheet, Profit & Loss Accounts and Cash Flow statement dealt with by this report are in compliance with the Accounting Standards referred to in sub-section (3c) of Section 211 of the Companies Act, 1956.
  - (e) On the basis of written representations received from the Directors of the Company as on 31st March, 2009 and taken on record by the Board of Directors, we report that the none of the Directors is disqualified as on 31st March, 2009.

from being appointed as a director of the Company in terms of clause (g) of sub-section (l) of section 274 of the Companies Act, 1956.

(f) In Our opinion and to the best of our information and according to the explanations given to us, the said account subject to:

**(i) Note No: 4 of Schedule 20 regarding non registration of title deeds in respect of one premise;**

**(ii) Note No: 5 of Schedule 20 regarding adjustments of entries arising out of confirmation / reconciliation of the accounts of parties and banks;**



**(iii) Note No: 9 of Schedule 20 regarding non provision of debts and advances considered doubtful amounting to Rs.1,28,84,944.94 and Rs.1,01,03,404.45 respectively,**

and read together with the notes and the significant accounting policies thereon,  
give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :

- I. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2009.
- II. In the case of the Profit & Loss Account, of the Profit of the Company for the year ended on that date ; and
- III. In the case of Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

**For NATH & HARI  
Chartered Accountants**

Place :- Delhi

Date :- 28th August, 2009

**Kailash Hari  
(Partner)  
M.No.- 82285**



## Annexure to the Auditor's Report



(Referred to in paragraph 3 of our report of even date on the accounts of IEC Education Ltd (Formerly IEC Softwares Ltd) for the year ended 31st March, 2009)

### I. In respect of its fixed assets:

a) The Company has maintained fixed asset register. However in some cases item wise depreciation, location or quantity were not maintained in the fixed asset register.

b) The management has not carried out a physical verification of all the fixed assets but there is a regular programme of verification which in our opinion is reasonable having regard to the size of the company and nature of its assets. To the best of our knowledge, no material discrepancies have been noticed on such verification.

c) In our opinion and according to the information and explanation given to us, the fixed assets have not been disposed off by the company during the year.

II. The nature of the company's business/activities during the year have been such that clause (ii) of paragraph 4 is not Applicable to the company for the year.

III. a) During the year, the Company has not granted any loan, Secured or Unsecured to Companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.

b) The Company has taken unsecured interest free loans, repayable on demand, from five parties covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amounts outstanding during the year were Rs.86,87,635.94 and the year end balance was Rs.18,81,690.31

c) According to the information and explanation given to us, we are of the opinion that the rate of interest and other terms and conditions on which the interest free loans have been taken by the Company from the parties covered in the register maintained under section 301 of the Companies Act, 1956 are not prima facie prejudicial to the interest of the Company.

d) As maintained in para (iii)(b) above, the loan taken by the companies covered in the register maintained under section 301 of the Companies Act, 1956, are repayable on demand. In view of this, we are unable to comment on the regularity of payment of principal and the over due amount, if any, due to the parties covered in the register maintained under section 301 of the Companies Act, 1956.

IV. In our opinion and according to the information and explanations given to us, there are generally adequate internal control procedures commensurate with the size of the Company and nature of its business with regards to purchase of components, plant and machinery, equipments and similar assets and also for training and education Services rendered.

V. a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that Section.

b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of rupees five lakhs in respect of any party during the year, have been made at prices which are reasonable having regard to the prevalent market prices at the relevant time other than transactions of special nature for which competitive quotations are not available.

VI. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provision of section 58A and 58 AA of the Companies Act, 1956 and the rules framed hereunder, are not applicable to the Company.

VII. In our opinion, the Company's present internal audit system is commensurate with the size and nature of its business.

VIII. Since the Company is not a manufacturing, mining or processing industry, the Central Government has not prescribed the maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956.



IX. According to the information and explanation given to us and the records of the Company examined by us, in our opinion the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Investor education and protection Fund, Employees state insurance, income tax (other than TDS of Rs. 88124 outstanding for a period of more than Six month as on 31st March 2009), Sales Tax, Service tax, wealth Tax, custom duty, excise duty and cess and any other statutory dues applicable to it, with the appropriate authorities.

X. The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.

XI. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institutions or bank during the year.

XII. According to the information and explanation given to us and based on the documents and records produced to us, the company has not granted loans and the advances on the basis of security by way of pledge of shares, debentures and other securities.

XIII. In our opinion, the company is not a Chit Fund or Nidhi/ Mutual benefit fund/ society. Therefore the provision of clauses 4 (xiii) are not applicable to the Company.

XIV. In our opinion, the Company is not dealing in or trading in share, securities, debentures and other Investments. Accordingly, the provisions of clause 4 (xiv) are not applicable to the Company.

XV. According to the information and explanation given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions during the year.

XVI. According to the information and explanation given to us, no term loan has been raised during the year.

XVII. According to information and explanation given to us and on an overall examination of Balance Sheet of the Company, we report that no funds raised on short term basis have been used for long-term investment and no long term funds have been prime facie used to finance short term assets.

XVIII. During the year Company has allotted 3000000 Equity Shares upon conversion of Share Warrants and 3260000 Equity Shares pursuant to the scheme of amalgamation approved by Hon'ble High Court of Delhi. In our opinion, the price at which shares have been issued upon Conversion of share warrant is not prejudicial to the interest of the Company.

XIX. The Company has not raised any loan during the year through issue of debentures; hence the provisions of clause 4 (xix) are not applicable to the Company.

XX. The Company has not raised any money through a public issue during the year, hence the provisions of clause 4 (xx) are not applicable to the Company.

XXI. Based upon the audit procedures performed and the information and explanation given to us by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

**For NATH & HARI**  
**Chartered Accountants**

Place :- Delhi

Date :- 28th August, 2009

**Kailash Hari**  
**(Partner)**  
**M.No.- 82285**



## IEC EDUCATION LTD.

(FORMERLY IEC SOFTWARES LTD)

### BALANCE SHEET AS AT 31st MARCH'2009.

SCHEDULE

AS AT  
31st MARCH'2009  
(RS.)

AS AT  
31st MARCH'2008  
(RS.)

#### SOURCES OF FUNDS

##### **Shareholders Fund**

Share Capital	1	132600000.00		70000000.00	
Reserves & Surplus	2	103288195.71	235888195.71	187325615.00	257325615.00

##### **Loan Funds**

Secured Loans	3	4277417.06		241181.96	
Unsecured Loans	4	18998237.82	23275654.88	24380341.45	24621523.41

**TOTAL (RS.)**

**259163850.59**

**281947138.41**

#### APPLICATION OF FUNDS

##### **Fixed Assets**

Gross Block	5	110500953.94		97312170.39	
Less:-Depreciation		47927379.81		39825976.54	
Net Block			62573574.13		57486193.85

##### **Investment**

	6		3520024.90		3520024.90
--	---	--	------------	--	------------

##### **Deferred Tax Assets (Net)**

(Refer Note No.15 of Schedule 20)

			2128727.80		1217300.00
--	--	--	------------	--	------------

##### **Current Assets, Loans & Advances**

Sundry Debtors	7	93334874.54		61524107.73	
Cash & Bank Balances	8	34754921.68		36764347.88	
Loans & Advances	9	106746630.48		55135905.97	
		234836426.70		153424361.58	

##### **Less:-Current Liabilities & Provisions**

Current Liabilities	10	41667087.44		75021473.83	
Provisions	11	2539603.50		213940.00	
		44206690.94		75235413.83	

##### **Net Current Assets**

190629735.76

78188947.75

##### **Miscellaneous Expenditure**

	12		311788.00		270864.00
--	----	--	-----------	--	-----------

##### **Profit & Loss Account**

0.00

141263807.91

**259163850.59**

**281947138.41**

**Accounting Policies and Notes on Accounts**

20

**As per our report of even date**

**For and on Behalf of the Board**

For Nath & Hari  
Chartered Accountants

(Kailash Hari)  
Partner

Place:- Delhi.  
Date:- 28th August, 2009

Brig. S.V.S Chowdhary (Chairman)  
Navin Gupta (Managing Director)  
L.C Goel (Additional Director)  
R.L.Gupta ( Director)  
Kailash Nath (Director)  
Sarabjit Singh Saini (Director)  
Rasik Makkar (Director)

H.P Singh (Director)  
H.R Issarini (Director)  
A.K Khare (Director)  
J.K Bhola (Director)  
Shweta Dixit ( Company Secretary)  
Ashutosh Kr.Jha (Accounts Manager)



## IEC EDUCATION LTD.

(FORMERLY IEC SOFTWARES LTD)

### PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH'2009.

	SCHEDULE	CURRENT YEAR AMOUNT (RS.)	PREVIOUS YEAR AMOUNT (RS.)
<b><u>INCOME</u></b>			
Income from Operation	13	91607373.00	57564229.00
Other Income	14	3190785.61	1422141.33
		<b>94798158.61</b>	<b>58986370.33</b>
<b><u>EXPENDITURE</u></b>			
Training & Education Expenses	15	48017112.50	32170220.40
Personnel Expenses	16	6065279.00	1237621.00
Administrative & Other Expenses	17	13761671.19	3123352.50
Interest & Finance Charges	18	1588312.90	1546382.45
Depreciation	5	8101403.27	7520266.91
Miscellaneous Expenditure Written Off	19	67716.00	636886.21
		<b>77601494.86</b>	<b>46234729.47</b>
Profit/(Loss) before Taxes		17196663.75	12751640.86
Provision for Tax			
- Fringe Benefit Tax		(104976.00)	(11690.00)
- Current Tax		(1960870.50)	0.00
-Deferred Tax		911427.80	1623389.00
<b>Profit/(Loss) after Tax</b>		<b>16042245.05</b>	<b>11116561.86</b>
Balance Profit/(loss) brought forward from Previous year		(141263807.91)	(152380369.77)
Balance transferred from Capital Reserve		5282000.00	0.00
Balance transferred from Share Premium		135981807.91	0.00
<b>Balance Profit /(Loss) Carried to Balance Sheet</b>		<b>16042245.05</b>	<b>(141263807.91)</b>
<b>Basic Earning Per Equity Share (in Rs.)</b>		<b>1.43</b>	<b>1.59</b>
<b>Diluted Earning Per Equity Share (in Rs.)</b>		<b>1.38</b>	<b>1.19</b>
<b>(Refer note No.18 of Schedule-20)</b>			
<b>Accounting Policies and Notes on Accounts</b>	20		

**As per our report of even date**

For Nath & Hari  
Chartered Accountants

(Kailash Hari)  
Partner

Place:- Delhi.  
Date:- 28th August,2009

**For and on Behalf of the Board**

Brig. S.V.S Chowdhary(Chairman)  
Navin Gupta (Managing Director)  
L.C Goel (Additional Director)  
R.L.Gupta ( Director)  
Kailash Nath (Director)  
Sarabjit Singh Saini (Director)  
Rasik Makkar (Director)

H.P Singh (Director)  
H.R Issarini (Director)  
A.K Khare (Director)  
J.K Bhola (Director)  
Shweta Dixit ( Company Secretary)  
Ashutosh Kr.Jha (Accounts Manager)



## IEC EDUCATION LTD.

(FORMERLY IEC SOFTWARES LTD)

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31st MARCH'2009.

	AS AT 31st MARCH'2009 (RS.)	AS AT 31st MARCH'2008 (RS.)
<b><u>SCHEDULE '1'</u></b>		
<b><u>SHARE CAPITAL</u></b>		
<b>Authorised</b>		
2,10,00,000 Equity Shares of Rs.10/- each	210000000.00	200000000.00
<b>Issued subscribed &amp; Paid up</b>		
13260000 Equity Shares of Rs. 10/- Each Fully Paid (Previous Year 7000000 Equity Shares)	132600000.00	70000000.00
(a) 3260000 Equity Shares of Rs. 10/- each issued as fully paid up to shareholders of erstwhile VEF Information System Pvt. Ltd. pursuant to the Scheme of amalgamation without payment being received in cash. ( Previous Year Nil )		
(b) 3000000 Equity Shares of Rs. 10/- each fully paid up to the holders of Share Warrants upon conversion of part of Share Warrants into fully paid Shares. ( Previous Year Nil )		
	<b>132600000.00</b>	<b>70000000.00</b>
<b><u>SCHEDULE '2'</u></b>		
<b><u>RESERVES &amp; SURPLUS</u></b>		
Capital Reserve		
As per last Balance Sheet	5282000.00	5282000.00
Less:- Adjustments of Dr. Balance in Profit & Loss Accounts pursuant to the Scheme of Arrangment. (Refer Note No. 13 (d) of Schedules 20)	<u>5282000.00</u>	0.00
Share Premium		
As per Last Balance Sheet	140994000.00	140994000.00
Add:- Amount arising on Conversion of Shares Warrants	<u>60000000.00</u>	
	200994000.00	
Less:- Adjustments of Dr. Balance in Profit & Loss Accounts pursuant to the Scheme of Arrangement. (Refer Note No. 13 (d) of Schedule 20)	<u>135981807.91</u>	65012192.09
General Reserve		
As per last Balance Sheet	41049615.00	41049615.00
Add:- Adjustment pursuant to the Scheme of Arrangement.	<u>3711874.57</u>	
	44761489.57	
Less :- Deficit on amalgamation (Refer Note No. 13 (c ) of Schedule 20)	<u>22527731.00</u>	22233758.57
Balance in Profit & Loss Accounts	16042245.05	0.00
	<b>103288195.71</b>	<b>187325615.00</b>
<b><u>SCHEDULE '3'</u></b>		
<b><u>SECURED LOANS</u></b>		
a) Short Term Loan		
Term Loan from Bank (Hyp.of Computers) (Refer Note No. 1. given below )	241181.96	241181.96
b) Under Vehicle Finance Scheme (Refer Note No. 2. given below)	4036235.10	0.00
	<u>4277417.06</u>	241181.96
Note :- 1) Short Term Loan from ICICI Bank is secured by hypothecation of Computers.		
2) Term Loans From ICICI Bank and TATA Capital Ltd under Vehicle Finance Scheme are Secured by exclusive charge by way of hypothecation of vehicles purchased under the said scheme.		
<b><u>SCHEDULE '4'</u></b>		
<b><u>Unsecured Loans</u></b>		
---From Directors	1501842.31	80032.00
---From Others	17496395.51	24300309.45
	<b>18998237.82</b>	<b>24380341.45</b>



**IEC EDUCATION LTD.**  
(FORMERLY IEC SOFTWARES LTD)  
SCHEDULE '5'

**FIXED ASSETS**

DESCRIPTION	GROSS BLOCK		Deduction	As at		DEPRECIATION AND AMORTIZATION			NET BLOCK	
	As at 1.4.2008	Addition		31.3.2009	Up to 31.3.2008	For the Year	Deduction Adjustment	Up to 31.03.2009	As at 31.03.2009	As at 31-3-2008
Goodwill	1000000.00	0.00	0.00	1000000.00	1000000.00	0.00	0.00	1000000.00	0.00	0.00
Land --Leasehold	5001390.00	0.00	0.00	5001390.00	0.00	0.00	0.00	0.00	5001390.00	5001390.00
Building	29272095.00	2982139.50	0.00	32254234.50	2748647.51	489786.77	0.00	3238434.28	29015800.22	26523447.49
Plant & Machinery	36672852.66	1498789.00	0.00	38171641.66	26746397.29	5698769.94	0.00	32445167.23	5726474.43	9926455.37
Office Equipment	5397022.00	528178.00	0.00	5925200.00	1919673.96	267019.16	0.00	2186693.12	3738506.88	3477348.04
Furniture & Fixtures	19968810.73	1675611.00	0.00	21644421.73	7411257.78	1291775.05	0.00	8703032.83	12941388.90	12557552.95
Vehicle	0.00	6504066.05	0.00	6504066.05	0.00	354052.35	0.00	354052.35	6150013.70	0.00
<b>TOTAL</b>	<b>97312170.39</b>	<b>13188783.55</b>	<b>0.00</b>	<b>110500953.94</b>	<b>39825976.54</b>	<b>8101403.27</b>	<b>0.00</b>	<b>47927379.81</b>	<b>62573574.13</b>	<b>57486193.85</b>

<b>PreviousYear</b>	<b>96462552.89</b>	<b>7049617.50</b>	<b>6200000.00</b>	<b>97312170.39</b>	<b>3311233.30</b>	<b>7520266.91</b>	<b>805523.67</b>	<b>39825976.54</b>	<b>57486193.85</b>	<b>63351319.59</b>
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## IEC EDUCATION LTD.

(FORMERLY IEC SOFTWARES LTD)

	AS AT 31st MARCH'2009 (RS.)	AS AT 31st MARCH'2008 (RS.)
<b><u>SCHEDULE '6'</u></b>		
<b><u>INVESTMENTS</u></b>		
(Non-Trade and long Term) at Cost		
<u>Unquoted (Fully paid up Equity Shares )</u>		
IEC Infotech SDN. BHD.		
2 Shares of Malaysian Ringetts one each (Rs.value 12.45/- per Ringett)	24.90	24.90
<u>in Subsidiary Companies</u>		
2,50,000 Equity Shares of Rs.10/- each of IEC leasing & Capital Mgt Ltd	2500000.00	2500000.00
51,000 Equity Share of Rs.10/- each of IEC Learning & Management Ltd	510000.00	510000.00
51,000 Equity Share of Rs.10/- each of IEC Education & Infrastructure Ltd	510000.00	510000.00
	<b>3520024.90</b>	<b>3520024.90</b>
<b><u>SCHEDULE '7'</u></b>		
<b><u>SUNDRY DEBTORS</u></b>		
(Unsecured)		
Debts outstanding for a period exceeding six months		
- Considered Good	65423412.04	39843741.61
Other Debts, considered good	27911462.50	21680366.12
	<b>93334874.54</b>	<b>61524107.73</b>
<b><u>SCHEDULE '8'</u></b>		
<b><u>CASH &amp; BANK BALANCES</u></b>		
Cash in Hand	1232508.15	198959.54
Balance with Scheduled Banks		
on Current Account	4173492.00	28013846.27
Fixed Deposit(including Margin Money of Rs.77,41,374.14/-(previous year Rs.85,51,542.07/-)	29348921.53	8551542.07
	<b>34754921.68</b>	<b>36764347.88</b>
<b><u>SCHEDULE '9'</u></b>		
<b><u>LOANS &amp; ADVANCES</u></b>		
<b><u>Unsecured and Considered Good</u></b>		
Advances Recoverable in Cash or in kind		
or for value to be received :	40930248.45	27223326.12
Security & Deposits with others	63292834.79	26063158.61
Advance Income Tax & TDS	2523547.24	1849421.24
	<b>106746630.48</b>	<b>55135905.97</b>
<b><u>SCHEDULE '10'</u></b>		
<b><u>CURRENT LIABILITIES</u></b>		
<b><u>Sundry Creditors</u></b>		
Due to Micro, Small and Medium Enterprises	0.00	0.00
(To the extent identified with available information)		
Others	3928956.05	3149186.40
Other Liabilities	25268131.39	1480016.43
Investor education & protection fund.	0.00	92271.00
Advanced received towards issue of convertible warrants	12470000.00	70300000.00
	<b>41667087.44</b>	<b>75021473.83</b>



**IEC EDUCATION LTD.**  
(FORMERLY IEC SOFTWARES LTD)

	AS AT 31st MARCH'2009 (RS.)	AS AT 31st MARCH'2008 (RS.)
<b><u>SCHEDULE '11'</u></b>		
<b><u>PROVISIONS</u></b>		
For Taxation	2218991.50	0.00
For Retirement Benefits	222843.00	202250.00
For Fringe Benefit Tax	97769.00	11690.00
	<b>2539603.50</b>	<b>213940.00</b>
<b><u>SCHEDULE '12'</u></b>		
<b><u>MISCELLANEOUS EXPENDITURE</u></b>		
(To the extent not written off or adjusted)		
Transferred pursuant to the Scheme of Arrangment.	108640.00	0.00
Deferred Revenue Expenditure	203148.00	270864.00
	<b>311788.00</b>	<b>270864.00</b>

**SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNT FOR THE YEAR  
ENDED 31st MARCH'2009.**

	CURRENT YEAR	PREVIOUS YEAR
<b><u>SCHEDULE '13'</u></b>		
<b><u>INCOME FROM OPERATION</u></b>		
Franchise Royalty	6268520.00	4983545.00
Training & Education Income	67338853.00	52580684.00
Income from college	2500000.00	0.00
Income from Personality Dev. Programme (P.D.P)	15500000.00	0.00
	<b>91607373.00</b>	<b>57564229.00</b>
<b><u>SCHEDULE '14'</u></b>		
<b><u>OTHER INCOME</u></b>		
Interest (Gross on others (TDS Rs. 325031.00 ) (Previous Year Rs.67259.00 )	1615439.38	465645.65
Miscellaneous Income	1575346.23	956495.68
	<b>3190785.61</b>	<b>1422141.33</b>
<b><u>SCHEDULE '15'</u></b>		
<b><u>TRAINING &amp; EDUCATION EXPENSES</u></b>		
Consultancy Charges	3039767.00	31506.50
Courseware & manuals	0.00	1538.00
Course Execution Charges	40585745.50	30542780.90
Franchise Expenses	4391600.00	1594395.00
	<b>48017112.50</b>	<b>32170220.40</b>



**IEC EDUCATION LTD.**  
(FORMERLY IEC SOFTWARES LTD)

	CURRENT YEAR AMOUNT(RS.)	PREVIOUS YEAR AMOUNT(RS.)
<b><u>SCHEDULE '16'</u></b>		
<b><u>PERSONNEL EXPENSES</u></b>		
Salaries, Bonus, Gratuity & allowances	4219104.00	1145713.00
Contribution to Provident Fund & Others Fund	86437.00	59797.00
Provident Fund & Other Fund Penalty & Fine	1600000.00	0.00
Welfare Expenses	159738.00	32111.00
	<u>6065279.00</u>	<u>1237621.00</u>
<b><u>SCHEDULE '17'</u></b>		
<b><u>ADMINISTRATIVE &amp; OTHER EXPENSES</u></b>		
Rent, Rates & Taxes	1505393.00	206574.00
Advertisement & Publicity	404034.00	78118.00
Printing & Stationery	727855.00	266843.00
Postage & Telephone	361736.00	101588.00
Legal & Professional	2318989.00	352652.00
Repair & Maintenance-Plant & Machinery.	201499.00	62800.00
Repair & Maintenance-Building	351550.00	235951.00
Repair & Maintenance-Others	817141.00	21117.00
Water & Electricity	545003.00	70769.50
Directors sitting Fee	70750.00	50500.00
Travelling & Conveyance	116540.00	84716.00
Auditors' Remuneration	268189.00	226682.00
Miscellaneous Expenses	2222598.19	351853.00
Sanitation Watch & Ward	207720.00	18035.00
Income Tax	0.00	213053.00
Bad Debts Written Off	1155326.00	0.00
Loss on Sale of Fixed Assets	0.00	349563.00
Share Transfer Expenses	67210.00	79461.00
General Meetings..	198418.00	353077.00
Students Welfare	185000.00	0.00
Conference & Seminar	585000.00	0.00
Photography Expenses	120250.00	0.00
Vehicle Running & Maintenance	185800.00	0.00
Bus & Taxi Hire Charges	545850.00	0.00
IHM Expenses	256270.00	0.00
Ignou Expenses	343550.00	0.00
	<u>13761671.19</u>	<u>3123352.50</u>
<b><u>SCHEDULE '18'</u></b>		
<b><u>INTEREST &amp; FINANCE CHARGES</u></b>		
Interest on Bank Overdraft	1480080.13	1475755.96
Bank Charges	108232.77	70626.49
	<u>1588312.90</u>	<u>1546382.45</u>
<b><u>SCHEDULE '19'</u></b>		
<b><u>MISCELLANEOUS EXPENDITURE WRITTEN OFF</u></b>		
Public Issue expenses	0.00	569170.21
Deferred Revenue Expenditure	67716.00	67716.00
	<u>67716.00</u>	<u>636886.21</u>



## SCHEDULE '20'



### NOTES TO THE ACCOUNTS

#### 1. Significant Accounting Policies

##### a) System of Accounting:

The financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting and on the accounting principles of a going concern and comply in all material respects with the mandatory Accounting Standards (AS), issued by the institute of Chartered Accountants of India and the relevant provisions of Companies Act, 1956.

##### b) Fixed assets:

- 1) Fixed Assets are stated at cost less accumulated depreciation. Cost of acquisition or construction is inclusive of freight, duties, taxes and incidental expenses related to such acquisition or construction.
- 2) Goodwill is stated at cost less amortization.

##### c) Depreciation:

- 1) Depreciation on fixed assets is provided on the straight-line method at the rates and in the manner laid down in schedule XIV to the Companies Act, 1956.
- 2) Depreciation has been provided on pro-rata basis in respect of addition to/deletion from the fixed assets with reference to the date of addition/deletion of the assets.
- 3) Goodwill arising on acquisition of business unit is amortized over a period of ten years

##### d) Investment:

Long-term investments are stated at cost of acquisition and related expenses. Provision is made to recognize a decline, other than temporary, in the value of investments.

##### e) Employee Benefits :

Short term employee benefits are recognized as an expense at the undiscounted amount in the Profit & Loss Account of the year in which the relative service is rendered

Provision for gratuity is made, in the books of account as per the provisions of Payment of Gratuity Act, 1972 on the assumption that all the employees are entitled to gratuity at the end of the accounting year. Provision for leave encashment is provided for at the end of financial year on the basis of last month drawn salary of the employees.

##### f) Revenue Recognition:

The revenue in respect of sale of courseware is recognized on delivery of materials. The revenue from training and education activity is recognized over the period of the course program. In respect of software and consultancy activities, the revenue arises and is recognized on dispatch/delivery of the concerned goods/services. Claims including insurance claims are accounted for on the acceptance and determination of the amounts recoverable by the concerned authorities.

##### d) Dividend:

Dividend proposed, if any, by the Board of Directors as appropriation of profit is provided for in the books of account pending approval of the shareholders at the annual general meeting.

##### e) Miscellaneous Expenditure:

Preliminary, share issue and deferred revenue expenditure are being written off over a period of five years from the date of commencement of commercial operation.



**f) Provision for current and Deferred Tax**

Income taxes are accounted for in accordance with Accounting Standard-22 on Accounting for Taxes on Income.

Provision for tax is made for current and deferred taxes. Current tax is provided on the taxable income using the applicable tax rates and tax laws. Deferred tax assets and liabilities arising on account of timing differences and which are capable of reversal in subsequent periods are recognized using the tax rates and tax laws that have been enacted or subsequently enacted.

**g) Borrowing Cost:**

Borrowing cost incurred in relation to the acquisition, construction of assets are capitalized as the part of the cost of such assets upto the date when such assets are ready for intended use. Other borrowing costs are charged as an expenses in the year in which they are incurred.

**h) Leases :**

Lease arrangements where the risk and rewards incidental to ownership of an asset substantially vest with the lessor are recognized as operating leases. Payments under operating lease are recognized in profit & loss account on accrual basis over the lease term. Assets leased out under operating leases are capitalized. Rental income is recognized on accrual basis over the lease term.

**i) Impairment of Assets :**

An assets is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

**m) Provisions, Contingent Liabilities and Contingent Assets.**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in financial statements.

**n) General :**

The financial statements have been prepared in accordance with historical cost convention Accounting policies not specifically referred to are consistent with GENERALLY ACCEPTED ACCOUNTING PRACTICES.

**2) Contingent Liabilities not provided for:**

	<b>Current Year.</b>	<b>Previous Year</b>
a) Claims against the company not Acknowledged as debt	75,24,828.00	1,34,79,000.00
b) Bank Guarantee	60,71,452.24	61,51,542.07

**3) Based on the information presently available with the management no amounts are outstanding as at 31st March,2009 to micro,small and medium enterprises identified as per provisions of micro, small and medium enterprises development act,2006 ("MSMED Act")**

**4) The Building purchased by the Company at M-92, Connaught Place, New Delhi, from the promoters in the earlier years is yet to be registered in the Company's name.**

**5) In view of the confirmation not having been obtained from the Sundry Debtors, loans and Advances, Sundry Creditors and one bank, the accounts are subject to adjustment on receipt of confirmation of balance and/or reconciliation of accounts the impact whereof on account cannot be ascertained at this stage.**

**6) In the opinion of the Board of Directors, the Fixed Assets, the Current Assets and Loans and Advances have a value on realization in**



the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet

7) Auditors Remuneration (Including service tax):

	Current Year	Previous Year
Audit Fee	1,65,450.00	1,40,450.00
Tax Audit Fee	33,090.00	28,090.00
Misc. Certification & Other Charges	68,024.00	56,092.00
	<u>2,66,564.00</u>	<u>2,24,632.00</u>

8) (a) Details of Remuneration and Perquisites of the Whole time Director and other Directors.

	Current Year	Previous Year
Managerial Remuneration	1911000.00	0.00
Contribution to Provident Fund	36000.00	0.00
	<u>1947000.00</u>	<u>0.00</u>

Sitting Fees	70750.00	50500.00
--------------	----------	----------

- 9) No provision for doubtful debts and advances of Rs. 1,28,84,944.94 and Rs. 1,01,03,404.45 respectively has been made because in the opinion of management, these amounts are still good in nature and managements is hopeful of their recovery.
- 10) A Sum of Rs. 92271 lying in the Investor Education and Protection fund towards unpaid dividend has since been transferred to the General Revenue Account to the Central Government after the due date owing to delay in reconciliation.
- 11) Security deposit under loans & advances Schedule include an amount of Rs. 51155017.37 (Previous year Rs. 20000000.00) pursuant to agreements given to two trust in which two directors of the Company are interested. Further security deposit includes an amount of Rs. 5600000/- (Previous year NIL) given to one director of the Company.
- 12) Advance recoverable in cash or in kind under loans and advances Schedule include an amount of Rs. 42,00,000/- Post merger (Pre merger Rs.NIL) given to one director of the Company.
- 13) a) In terms of a scheme of arrangement and order dated 06/01/2009 of the Hon'ble High Court of Delhi, M/s VEF Information System Pvt. Ltd. has been Amalgamated with the Company w.e.f. 06/01/2009. Pursuant to said scheme, the Company has taken over all the assets, liabilities and obligations of VEF Information System Pvt. Ltd and accounted for under the Pooling of interest method as prescribed by Accounting Standard (AS-14) Issued by the Institute of Chartered Accountants of India.
- b) Pursuant to above scheme, 32,60,000 equity shares of Rs.10/-each have been issued as fully paid up to the shareholders of VEF Information System Pvt. Ltd. without Payment being received in cash in the proportion of 326 Equity Shares of Rs. 10/- each in IEC Education Ltd credited as fully paid up for every 100 equity shares of Rs.10/- each held by the shareholders in VEF Information System Pvt. Ltd.



- c) Pursuant to above scheme of arrangement, the General Reserves of the Company have been reduced by Rs.2,25,27,731.00 being the net excess of assets over liabilities taken over by the Company consequent on the amalgamation and as reduced by the face value of share issued to the shareholders of the erstwhile VEF Information System Pvt. Ltd. as under :

Value of Assets taken over as at 6th January, 2009

Net Fixed Assets	902685.00	
Current Assets	14726579.57	
Miscellaneous Expenditure (to the extent not written off)	<u>108640.00</u>	15737904.57
Less : Liabilities		
Current Liabilities	1953761.00	
General Reserve	<u>3711874.57</u>	<u>5665635.57</u>
Excess of assets over liabilities		10072269.00

Less : Issue of Share Capital of the Company 32600000.00

Deficit on Amalgamation adjusted against general reserve 22527731.00

- d) Pursuant to above scheme of arrangement, and order dated 06/01/2009 of Hon'ble High Court of Delhi, Debit Balance of Profit & Loss Accounts of the Company has been adjusted against Capital Reserve and Share Premium Accounts.
- e) M/s. VEF Information System P.Ltd is engaged in the business of information technology and provides educational and support services to certain private educational institutes.
- 14) The Subsidiary Company made a Loss of Rs.158163.00 for the year ended 31st March, 2009. This loss together with the brought forward loss of Rs.2354920.80 has been carried to the Balance Sheet. The holding Company's Share of loss out of Rs.2513083.80 has not been dealt with in the holding Company's books of accounts.
- 15) **Deferred Tax** : In accordance with accounting standard As 22 on "Accounting for Taxes on Income Tax " issued by the Institute of Chartered Accountants of India and based on the reasonable certainty that sufficient future taxable income will be available , the company has accounted for deferred tax during the year. The major components of deferred tax Assets/ Liabilities are as under:

Particulars	Deferred Tax (assets)/ liabilities as at 01/04/2008	Current Year Charges/ (Credit)	Deferred Tax (assets)/ liabilities as at 31/03/2009
<b>Deferred Tax Assets :</b>			
Provision allowed under tax on payments basis	36769091.00	114029.99	36883120.99
	<b>36769091.00</b>	<b>114029.99</b>	<b>36883120.99</b>
<b>Deferred Tax Liabilities :</b>			
Accumulated Depreciation	34856745.00	(797397.81)	34059347.19
Payments allowed under tax not expensed in books	695046.00	0.00	695046.00
	<b>35551791.00</b>	<b>(802679.81)</b>	<b>34754393.19</b>
<b>Net Deferred Tax Assets</b>	<b>1217300.00</b>	<b>(911427.80)</b>	<b>2128727.80</b>

- 16) Amount of borrowing cost capitalized as per Accounting Standards-16 during the year was Rs. NIL.



## 17) Segment Reporting (AS-17)

### Primary Segment Information-Business Segment



(Rs. In Lac)

Particulars	Training & Education	Franchisee Business	PDP Receipts	Others	Total
Revenue External	673.39 (525.80)	62.68 (49.84)	155.00 (0.00)	56.91 (14.22)	947.98 (589.86)
Inter Segment	- (-)	- (-)	- (-)	- (-)	- (-)
Total Revenue	673.39 (525.80)	62.68 (49.84)	155.00 (0.00)	56.91 (14.22)	947.98 (589.86)
Results Segment					
Results (Profit before tax)	28.35 (114.20)	9.89 (28.78)	93.37 (0.00)	40.35 (-15.46)	171.96 (127.52)
Other Information Segment Assets	- (-)	- (-)	- (-)	- (-)	- (-)
Unallocated Assets	1095.98 (973.12)	0.00 (0.00)	11.58 (0.00)	0.00 (0.00)	1107.56 (973.12)
Segment Liabilities	- (-)	- (-)	- (-)	- (-)	- (-)
Unallocated Liabilities	677.73 (998.57)	0.00 (0.00)	0.00 (0.00)	0.00 (0.00)	677.73 (998.57)
Capital Expenditure	122.86 (70.49)	0.00 (0.00)	11.58 (0.00)	0.00 (0.00)	134.44 (70.49)
Depreciation	80.87 (75.20)	0.00 (0.00)	30.00 (0.00)	0.00 (0.00)	81.17 (75.20)
Non Cash Expenses other than Depreciation	67.00 (6.37)	0.00 (0.00)	0.00 (0.00)	0.00 (0.00)	67.00 (6.37)

Figures in brackets represent Previous Year's amount.

**Note:** - As the Assets are used inter changeably by different segment, segment wise capital employed is not ascertainable.

## 18) Earning per Share (EPS) :

Particulars	2008-2009	2007-2008
<b>(A) Basic EPS :</b>		
(i) Net Profit attributable to Equity Shareholders (Rs. Crores)	17020308.46	11116561.86
(ii) Weighted average number of Equity Shares outstanding (Nos.)	11920274	7000000
<b>Basic EPS (Rs.) (i)/(ii)</b>	<b>1.43</b>	<b>1.59</b>
<b>(B) Diluted EPS :</b>		
(i) Weighted average number of Equity Shares Outstanding	11920274	7000000
(ii) Add : Potential Equity Shares on Exercise of option	415667	2343333
(iii) Weighted average number of Equity Shares Outstanding for Calculation of Diluted EPS (i+ii)	12335941	9343333
<b>Diluted EPS (Rs.) { (A) (i) } / (B) (iii) }</b>	<b>1.38</b>	<b>1.19</b>
Face value of Shares (Rs.)	<b>10</b>	<b>10</b>



19) Disclosure in respect of operating leases under Accounting Standard (AS) – 19 'Leases prescribed by the Companies (Accounting Standards) Rules, 2006.

a) General description of the Company's operating lease arrangements:

The Company enter into operating lease arrangements for leasing offices and residential premises for its employees and students. Some of the significant term and conditions of the arrangements are:

- agreements for most of the premises may generally be terminated by the lessee or either party by serving one to two month's notice or by paying the notice period rent in lieu There of.
- The lease arrangements are generally renewable on the expiry of lease period subject to Mutual agreement.
- The Company shall not sublet, assign or part with the possession of the premises without prior written consent of the lessor.

b) Lease rent charged to the profit and loss account Rs. 15,05,065.00 (Including prior period expenses Rs. Nil) (previous year Rs. 2,00,850.00).

c) The total of future minimum lease payments under non - cancelable operating leases is given below :-

	As at 31st March 09	As at 31st March 2008
Payable not later than one year	NIL	NIL
Payable later than one year and not later than five year	NIL	NIL
Payable later than five years	NIL	NIL
	-----	-----
Total	NIL	NIL
	=====	=====

20) Related party Disclosures (Pursuant to Accounting Standard-18), are given below:

**Relationship:**

a) Subsidiary Companies

IEC Leasing & Capital Management Ltd  
IEC Learning and Managements Ltd.  
IEC Education and Infrastructure Ltd.

b) Other related parties where transactions have taken place.

Vocational Education Foundation  
VEF Housing & Developers Pvt. Ltd.  
Satguru Infracon Pvt. Ltd.  
Sunway Energy Pvt. Ltd.  
Vocational Educational Trust.

c) Directors of the Company:

Brig.S.V.S.Chowdhry	Non Executive Director
Mr. L.C Goel	Additional Director
Mr.R.L.Gupta	Non Executive Director
Mr.Kailash Nath	Non Executive Director
Mr. Sarabjit Singh Saini	Non Executive Director
Mr. Rasik Makker	Non Executive Director
Mr. H.P Singh	Non Executive Director
Mr. Navin Gupta	Managing Director (Appointed w.e.f. 27/06/2008)
Mr. H.R.Issrani	Non Executive Director
Dr. A.K Khare	Non Executive Director
Mr. J.K.Bhola	Non Executive Director

a) Relative of Directors and their enterprises where transactions have taken place :-

Mrs .Sharda Gupta  
Mrs. Shalini Gupta



**Note:** - Related party relationship is as identified by the Company and relied upon by the auditors

Nature of transaction	Referred in 20 (a)	Referred in 20(b)	Referred in 20(c)	Referred in 20(d)	Total
<b>Expenses</b>					
-Director Sitting Fees			70750.00 (50500.00)		70750.00 (50500.00)
-Interest Paid		----- ( 1130132.68)	----- -----	----- ( 332542.89)	----- ( 1462675.57)
-Income Received during the Year		2500000.00 -----			2500000.00 -----
-Amount received during the Year		14907037.00 (19107687.75)	1120000.00 (4050000.00)	1663842.00 ( 2565890.89)	17690879.00 (25723578.64)
-Amount paid during the Year		21472982.63 (11410000.00)	4298700.00 (1000000.00)	1600000.00 ( 3900000.00)	27371682.63 (43328000.00)
-Security given during the year		31155017.37 (20000000.00)	5600000.00 -----	----- -----	36755017.37 (20000000.00)
-Sale of fixed assets			----- (4000000.00)	----- (1500000.0)	----- (5500000.00)

**Note:** Figures in brackets represent Previous Year's amount

21) Previous year's expenditure accounted for under the respective heads of accounts during the current year is Rs.2,60,297 /- (Previous year Rs. 23,640/-)

22) Additional information pursuant to paras 3, 4C and 4D of Part-II of the Schedule – VI of the Companies Act, 1956 is given below to the extent applicable.

	Current Year	Previous Year
Expenditure incurred in foreign currency	0.00	0.00
Earning in foreign exchange:	0.00	0.00

23) Previous year's figures have been regrouped /rearranged wherever considered necessary.

**As per our report of even date**

**For and on behalf of the Board**

For Nath & Hari  
Chartered Accountants

(Kailash Hari)  
Partner

Place :- Delhi  
Date :- 28th August, 2009

Brig. S.V.S Chowdhry (Chairman)  
L.C Goel (Additional Director)  
R.L.Gupta (Director)  
Kailash Nath (Director)  
Navin Gupta ( Managing Director)  
Sarabjit Singh Saini ( Director)  
Rasik Makker (Director)  
H.P Singh ( Director)  
H.R Issarini ( Director)  
A.K Khare ( Director)  
J.K Bhola ( Director)  
Shweta Dixit (Company Secretary)  
Ashutosh Kr. Jha (Accounts Manager)



**IEC EDUCATION LTD.**  
(FORMERLY IEC SOFTWARES LTD)

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH,2009.**

	CURRENT YEAR (RS.)	PREVIOUS YEAR (RS.)
<b>A) Cash flow from Operating Activities</b>		
Net Profit Before Tax	17196663.75	12751640.86
Adjusted for		
Depreciation	8101403.27	7520266.91
Miscellaneous Expenditure written off	67716.00	636886.21
Bad Debts Written Off	1155326.00	0.00
Interest Paid	1480080.13	1475755.96
Interest Received	(1615439.38)	(465645.65)
Loss on sale of fixed assets	0.00	349563.00
Operating Profit before working capital changes	26385749.77	22268467.29
Adjusted for :		
(Increase)/Decrease in Trade and other receivables	(70113009.91)	(44858653.42)
Increase/(Decrease) in Trade payables	(47469204.39)	(17157703.77)
Increase/ (Decrease) in Msc.Exp.W/Off	(40924.00)	0.00
Cash generated from operation	(91237388.53)	(39747889.90)
Income Tax including Fringe Benefit Tax paid	0.00	11690.00
<b>Net Cash (used) in / from Operating Activities</b>	<b>(91237388.53)</b>	<b>(39759579.90)</b>
<b>B Cash Flow from Investing Activities</b>		
Purchase of fixed assets	(12286098.55)	(7049617.50)
Sale of fixed assets	0.00	5044913.33
Interest received	1615439.38	465645.65
Purchase of Investments	0.00	(1020000.00)
<b>Net Cash (used) in / from Investing Activities</b>	<b>(10670659.17)</b>	<b>(2559058.52)</b>
<b>C) Cash Flow From Financing Activities</b>		
Proceeds of Long Term and other borrowings	4036235.10	0.00
Repayment of Long Term and other borrowings	(5912103.63)	2781836.52
Issue of Share Capital	30784570.16	0.00
Proceeds of convertible Shares Warrants	12470000.00	70300000.00
Share Issue Expenses	0.00	(338580.00)
Share Premium	60000000.00	0.00
Dividend Paid	0.00	0.00
Interest Paid	(1480080.13)	(1475755.96)
<b>Net Cash(used)/in/ from Financing Activities</b>	<b>99898621.50</b>	<b>71267500.56</b>
<b>Net increase/(Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(2009426.20)</b>	<b>28948862.14</b>
Cash and Cash Equivalents-Opening Balance	36764347.88	7815485.74
<b>Cash and Cash Equivalents-Closing Balance*</b>	<b>34754921.68</b>	<b>36764347.88</b>
<b>Notes :</b> 1.Cash flow statement has been prepared under the indirect method as set out in Accounting Standard - 3 Notified by the Companies Act,1956. 2. Cash and cash equivalents include Rs.7741374.14 (Previous Year Rs.8551542.07) on account of margin money deposits which are not available for use by the Company. 3. Previous year's figures regrouped/ recast wherever necessary.		

**As per our report of even date**

For Nath & Hari  
Chartered Accountants

(Kailash Hari)  
Partner

**For and on Behalf of the Board**

Brig.S.V.S Chowdhry (Chairman)  
L.C.Goel ( Additional Director)  
Navin Gupta ( Managing Director)  
R.L Gupta (Director)  
Kailash Nath ( Director)  
Sarabjit Singh Saini ( Director)  
Rasik Makker ( Director)

H.P Singh ( Director)  
H.R Issarini ( Director)  
A.K Khare ( Director)  
J.K.Bhola ( Director)  
Shweta Dixit ( Company Secretary)  
Ashutosh Kr. Jha ( Accounts Manager)

Place:- Delhi.  
Date :- 28th August,2009



## BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

### INFORMATION PURSUANT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956

<b>i) Registration details</b>	
Registration No.	61053
State Code No.	55
Balance Sheet Date	31.3.2009
<b>ii) Capital raised during the year (Amount in Thousands)</b>	
Public Issue (Issue through the prospectus)	Nil
Rights Issue (including share premium)	Nil
Bonus Issue	Nil
Private Placement	Nil
<b>iii) Position of Mobilization and Deployment of Funds (Amount in Thousands)</b>	
Total Liabilities	259164
Total Assets	259164
<b>SOURCE OF FUNDS:</b>	
Paid-up Capital	132600
Reserves & Surplus	103288
Secured Loans	4277
Unsecured Loans	18999
<b>APPLICATION OF FUNDS:</b>	
Net Fixed Assets	62574
Investments	3520
Deferred Tax Assets	2129
Net Current Assets	190629
Misc. Expenditure	312
Accumulated Losses	nil
<b>iv) Performance of the Company (Amount in Thousands)</b>	
Turnover (Including other income )	94798
Total expenditure	77601
Profit / (Loss) before Tax	17197
Profit / (Loss) after Tax	16042
Earning per share in Rs.	1.43
Dividend Rate %	0.00
<b>v) Generic Name of Principal Product/Services of the Company (As per monetary Terms)</b>	
Item code No.	N.A
Product Description	N.A

#### **As per our report of even date**

For Nath & Hari

Chartered Accountants

(Kailash Hari)

Partner

Place :- Delhi

Date :- 28<sup>th</sup> August, 2009

#### **For and on behalf of the Board**

Brig. S.V.S Chowdhry (Chairman)

L.C Goel (Additional Director)

R.L.Gupta (Director)

Kailash Nath (Director)

Navin Gupta ( Managing Director)

Sarabjit Singh Saini ( Director)

A.K Khare (Director)

Rasik Makker (Director)

H.P Singh ( Director)

H.R Issarini ( Director)

J.K Bhola ( Director)

Shweta Dixit ( Company Secretary)

Ashutosh Kr.Jha ( Accounts Manager)



## Statement Pursuant To Section 212 Of The Companies Act, 1956 Relating To Subsidiary Companies

Sr. No.	Name of the Subsidiary Company	IEC Leasing & Capital Management Ltd	IEC Learning and Managements Ltd	IEC Education and Infrastructure Ltd
1.	Financial year of the subsidiary company ended on	March,31,2009	March,31,2009	March,31,2009
2.	Holding Company's Interest			
	a) Number of Shares fully paid	2,50,000	51,000	51,000
	b) Extent of holding	99.72%	51%	51%
3.	Net aggregate amount of Profit/(Loss) of the subsidiary, so far as they concern members of the IEC Education Limited	Rs.	Rs.	Rs.
	i) for the financial year of the subsidiary			
	a) Dealt with in the account of the the holding company	-----	-----	-----
	b) Not dealt with in the accounts of the the holding company	76039.49	20887.05	20887.05
	ii) for the previous financial years of the subsidiary since it became the holding company's subsidiary			
	a) Dealt with in the account of the holding company	-----	-----	-----
	b) Not dealt with in the accounts of the holding company	2337122.48	2865.18	2865.18

### For and on behalf of the Board

Brig. S.V.S Chowdhry (Chairman)  
L.C Goel (Additional Director)  
R.L.Gupta (Director)  
Kailash Nath (Director)  
Navin Gupta ( Managing Director)  
Sarabjit Singh Saini ( Director)  
A.K Khare (Director)

Rasik Makker (Director)  
H.P Singh ( Director)  
H.R Issarini ( Director)  
J.K Bhola ( Director)  
Shweta Dixit ( Company Secretary)  
Ashutosh Kr.Jha ( Accounts Manager)

Place :- Delhi

Date :- 28th August, 2009



## IEC LEASING & CAPITAL MANAGEMENT LTD.

### Director's Report

The Members,

Your Directors have pleasure in presenting the Twelfth Annual Report and Audited Accounts of your Company for the financial year ended 31st March, 2009.

#### Corporate Results:- To

	Year Ended 31/03/2009	(In Rs.) Year Ended 31/03/2008
Total Income	0.00	0.00
Administrative Expenditure	76253.00	83793.90
Miscellaneous Expenditure Written Off	0.00	1292.00
Profit/(Loss) Before Tax	(-) 76253.00	(-) 83793.90
Provision For Tax	0.00	0.00
Profit/(Loss) After Tax	(-) 76253.00	(-) 83793.90

#### COMPANY PERFORMANCE

Since there is a general recession in the industry, the Company has not undertaken any activity during financial year i.e. 2008-2009.

#### DIVIDEND

Your Directors do not recommend any dividend on the equity share capital.

#### DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Brig. S.V.S Chowdhry who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment as Director of the Company.

#### AUDITORS

The Auditors of the Company M/s Nath & Hari, Chartered Accountants, New Delhi retiring at the ensuing Annual General Meeting of the Company and being eligible offer themselves for reappointment.

The observations of the auditors and the relevant notes on the Accounts are self – explanatory and do not require further clarification or explanation.

#### PARTICULARS OF EMPLOYEES SECTION 217 (2A) OF THE COMPANIES ACT, 1956.

The Company has no such employees during the year under review.

#### DIRECTORS' RESPONSIBILITY STATEMENT

As required Section 217(2AA) of the Companies Act, 1956, the Directors hereby confirm that:



- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period.
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.
- The Directors had prepared the Annual Accounts on a going concern basis.

#### **INFORMATION UNDER SECTION 217(1) (e) OF THE COMPANIES ACT, 1956.**

The Company being a financial sector service company, no disclosure relating to conservation of energy and technological absorption is reported.

#### **PUBLIC DEPOSIT**

The Company has neither invited nor accepted any deposit from the public during the year under review, with in the meaning of section 58A of the Companies Act, 1956 and the Companies (Acceptance of the Deposit) rules, 1956.

#### **SUBSIDIARY COMPANY**

The Company does not have any Subsidiary Company.

#### **APPRECIATION**

Your Directors appreciate the continuous support, which the Company continues to receive from its business associates and from every member of the Company.

**For and on behalf of the Board**

Place :- Delhi  
Date :- 28th August, 2009

**R.L. Gupta**  
**(Chairman)**



## AUDITOR'S REPORT



TO,  
The Members of  
IEC LEASING & CAPITAL MANAGEMENT LTD.

1. We have audited the attached Balance Sheet of M/s. IEC LEASING & CAPITAL MANAGEMENT LTD as at 31st March.2009 and also the Profit & Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. *Our responsibility is to express an opinion on the financial statement based on our audit.*
2. We conducted our audit in accordance with auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall presentation of financial statements. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's report) Order, 2003 (CARO) issued by the Central Government in terms of sub section (4A) of section 227 of the Companies Act,1956, we enclose in the annexure a statement on the matters specified in paragraph 4 and 5 of the said order to the extent applicable to the Company.
4. Further to our comments in the Annexure referred to in paragraph (3) above, we report that :
  - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of the books.
  - (c) The Balance Sheet, and Profit & Loss Account dealt with by this report are in agreement with the books of accounts
  - (d) In our opinion, the Balance Sheet, and Profit & Loss Accounts dealt with by this report comply with the Accounting Standards referred to in sub-section (3 c) of Section 211 of the Companies Act,1956.
  - (e) On the basis of written representations received from the Directors of the Company as on 31st March, 2008 and taken on record by the Board of Directors, we report that the none of the Directors is disqualified as on 31st March, 2008. from being appointed as a director of the Company in terms of clause (g) of sub section (I) of section 274 of the Companies Act,1956.
  - (f) In Our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the notes thereon, give the information required by the Companies Act,1956 in the manner so required and give a true and fair view in conformity with the accounting principals generally accepted in India.
- I. In the case of the Balance Sheet of the state of affairs of the Company as at 31st March, 2009. and:
- II. In the case of the Profit & Loss Account of the Loss for the year ended on that date.

Place :- Delhi  
Date :- 28th August, 2009

For NATH & HARI  
Chartered Accountants

Kailash Hari  
(Partner)  
M.No.- 82285.



## ANNEXURE TO THE AUDITOR'S REPORT

**(Referred to in paragraph 3 of our report of even date on the accounts of IEC Leasing & Capital Management Limited for the year ended 31st March, 2009)**

- I. The Company is not having any fixed assets and hence the requirement of maintaining record of fixed assets is not applicable.
- II. The nature of the company's business/activities during the year have been such that clause (ii) of paragraph 4 is not Applicable to the company for the year.
- III. The Company has not granted or taken any loans, secured or unsecured to /from companies firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- IV. In our opinion and according to the information and explanation given to us, the internal control procedures are commensurate with the size of the Company and the nature of its business.
- V. According to the information and explanations given to us, there are no transactions that need to be entered into a register in pursuance of section 301 of the Companies Act, 1956.
- VI. The Company has not accepted any deposit from the public.
- VII. The Company has no formal internal audit department as such. However, its control procedures ensure reasonable internal checking of its financial and other records.
- VIII. Maintenance of cost records have not been prescribed by the Central Government in respect of the business carried on by the Company.
- IX.
  - a) The Company is not covered under the Provident Fund and Employees State Insurance Scheme. The company did not have any dues in respect of income tax, wealth tax, custom duty, excise duty and cess.
  - b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, custom duty and cess were in arrears, as at the last day of the financial year for a period of more six month from the date they became payable.
  - c) According to the information and explanations given to us, there are no dues of sales tax, income tax. Custom duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
- X. The accumulated losses of the Company exceed fifty percent of its net worth at the end of the financial year. The Company has incurred cash losses during the current financial year and also in the immediately preceding financial year.
- XI. In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank. The Company has not issued any debentures.
- XII. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- XIII. In our opinion, the Company is not a chit fund or a nidhi /mutual benefit /society. Therefore the provisions of clause 4 (xiii) of the Companies (Auditor's Report) order, 2003 are not applicable to the Company.



- XIV. In our opinion and according to the information and explanations given to us, the Company has maintained proper records of the transactions and contracts relating to dealing in shares, securities, debentures and other investments and these are held by the Company in its own name.
- XV. According to the information and explanations given to us the Company has not given guarantees for loans taken by others from bank or financial institutions.
- XVI. The Company has not taken any term Loans and hence reporting on the utilization of such loans does not arise.
- XVII. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that the Company has not used funds raised on short term basis for long term investments and no long term funds have been used to finance short term assets.
- XVIII. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- XIX. The Company has not issued to debentures and hence the question of reporting on creation of securities in respect of debentures issued does not arise.
- XX. The Company has not raised any resources by way of public issue and hence the question of reporting on the disclosure relating to end use of such resources does not arise.
- XXI. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

Place :- Delhi

Date :- 28th August, 2009

**For NATH & HARI**  
**Chartered Accountants**

**Kailash Hari**  
**(Partner)**  
**M.No.- 82285.**



# IEC LEASING & CAPITAL MANAGEMENT LTD.

## BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE		AS AT 31ST MARCH'2009	AS AT 31ST MARCH'2008 (RS.)
<b>SOURCE OF FUNDS</b>			
<b>Shareholders Fund</b>			
Share Capital	1	2507000.00	2507000.00
<b>TOTAL (RS.)</b>		<b>2507000.00</b>	<b>2507000.00</b>
<b>APPLICATION OF FUNDS</b>			
<b>Current Assets, Loans &amp; Advances</b>			
Investment	2	40000.00	40000.00
Cash & Bank Balances	3	52577.20	128933.20
		<u>92577.20</u>	<u>168933.20</u>
<b>Less:-Current Liabilities &amp; Provisions</b>			
Current Liabilities	4	5515.00	5618.00
		<u>5515.00</u>	<u>5618.00</u>
<b>Net Current Assets</b>		87062.20	163315.20
<b>Profit &amp; Loss Account</b>		2419937.80	2343684.80
		<b>2507000.00</b>	<b>2507000.00</b>

### Notes to the Accounts

As per our report of even date

For Nath & Hari  
Chartered Accountants

(Kailash Hari)  
Partner

Place:- Delhi.  
Date:- 28th August, 2009

For and on Behalf of the Board

R.L.Gupta (Chairman)

Brig.S.V.S.Chowdhry ( Director)



# IEC LEASING & CAPITAL MANAGEMENT LTD.

## PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH,2009

	SCHEDULE	CURRENT YEAR AMOUNT RS.	PREVIOUS YEAR AMOUNT RS.
<b>INCOME</b>			
Income from operation		0.00	0.00
		0.00	0.00
<b><u>EXPENDITURE</u></b>			
Administration Expenses	5	76253.00	83793.90
<b>TOTAL (RS.)</b>		<b>76253.00</b>	<b>83793.90</b>
Profit/(Loss) before tax		(76253.00)	(83793.90)
Provision for Tax		0.00	0.00
Profit/(Loss) after Tax		(76253.00)	(83793.90)
Balance profit(Loss)brought from previous year		(2343684.80)	(2259890.90)
Balance profit/(loss)carried to Balance Sheet		(2419937.80)	(2343684.80)
<b>Notes to the Accounts</b>	6		

As per our report of even date

For Nath & Hari  
Chartered Accountants

(Kailash Hari)  
Partner

Place:- Delhi.  
Date:- 28th August, 2009

For and on Behalf of the Board

R.L.Gupta (Chairman)

Brig.S.V.S.Chowdhry ( Director)



## IEC LEASING & CAPITAL MANAGEMENT

SCHEDULES FORMING PART OF THE BALANCE SHEET

	AS AT 31ST MARCH'2009 (RS.)	AS AT 31ST MARCH'2008 (RS.)
<b><u>SCHEDULE '1'</u></b>		
<b><u>SHARE CAPITAL</u></b>		
<b>Authorised</b>		
3,00,000 Equity Shares of Rs.10/- each	3000000.00	3000000.00
<b>Issued subscribed &amp; Paid up</b>		
2,50700 Equity Shares of Rs.10/- each fully paid up	2507000.00	2507000.00
	<u>2507000.00</u>	<u>2507000.00</u>
<b><u>SCHEDULE '2'</u></b>		
<b><u>INVESTMENTS</u></b>		
Quoted 400 Equity Shares of IEC EDUCATION LTD.	40000.00	40000.00
	<u>40000.00</u>	<u>40000.00</u>
<b><u>SCHEDULE '3'</u></b>		
<b><u>CASH &amp; BANK BALANCES</u></b>		
Cash in Hand	52577.20	128933.20
	<u>52577.20</u>	<u>128933.20</u>
<b><u>SCHEDULE '4'</u></b>		
<b><u>CURRENT LIABILITIES</u></b>		
Other Liabilities	5515.00	5618.00
	<u>5515.00</u>	<u>5618.00</u>

## IEC LEASING & CAPITAL MANAGEMENT LTD.

SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNT FOR THE YEAR  
ENDED 31ST MARCH,2009.

	CURRENT YEAR	PREVIOUS YEAR
<b><u>SCHEDULE '5'</u></b>		
<b><u>ADMINISTRATION EXPENSES</u></b>		
Audit Fee	5515.00	5618.00
Bank Charges	0.00	375.90
R.O.C.Filling Charges	1000.00	1500.00
Printing & Stationery	2257.00	3375.00
Photostat & Typing	1285.00	2575.00
General Expenses	4395.00	3987.00
Consultancy Charges	6000.00	5500.00
Salary Allowances	45600.00	42500.00
Conveyance Charges	0.00	3745.00
Postage & Telegram	980.00	1200.00
Professional Charges	6500.00	8000.00
Staff Welfare	818.00	2918.00
Hiring charges	1903.00	2500.00
	<u>76253.00</u>	<u>83793.90</u>



## SCHEDULE 6. NOTES TO THE ACCOUNTS



### 1. Significant Accounting Policies

The financial Statements have been prepared in accordance with the generally accepted accounting principles. Accrual method of accounting is followed with regard to income and expenses. No provision for gratuity has been made by the company for the financial year as company does not have any permanent employees on its roll. Preliminary expenses are to be written off over a period of 5 years. Long term investments are valued at cost. The Company's policy is to treat tax expenses for the year comprising current tax and deferred tax, in the determination of the net profit/loss for the period. However as per Para 15 to 18 of AS-22, the Company is virtually not certain of the fact, whether future taxable income will be available against which deferred tax asset can be realized. Thus the Company has not created any deferred tax asset and shall do the same when it is certain that deferred tax asset can be realized.

2. Previous years figure have been regrouped / rearranged wherever considered necessary
3. Auditor's remuneration consist of audit fee of Rs. 5515/- (Including Service Tax) (Previous year Rs. 5618/-)
4. Additional information pursuant to para 3,4c & 4d of part-II of schedule-VI of the Companies Act 1956 is not given as the same is not applicable.
5. Schedule No. 1 to 6 form an integral part of the accounts and have duly been authenticated.

As per our report of even date

For Nath & Hari  
Chartered Accountants

(Kailash Hari)  
Partner

Place:- Delhi.  
Date:- 28th August, 2009

For and on Behalf of the Board

R.L.Gupta (Chairman)

Brig.S.V.S Chowdhry ( Director)



# IEC LEARNING AND MANAGEMENT LTD.

## Director's Report

To  
The Members,

Your Directors have pleasure in presenting the Second Annual Report and Audited Accounts of your Company for the financial year ended 31st March, 2009.

### CORPORATE RESULTS:-

	Year Ended 31/03/2009	(In Rs.) Year Ended 31/03/2008
Total Income	0.00	0.00
Administrative Expenditure	5515.00	5618.00
Miscellaneous Expenditure Written Off	35440.00	0.00
Profit/(Loss) Before Tax	(-) 40955.00	(-) 5618.00
Provision For Tax	0.00	0.00
Profit/(Loss) After Tax	(-) 40955.00	(-) 5618.00

### COMPANY PERFORMANCE

Since there is a general recession in the industry, the Company has not undertaken any activity during financial year i.e. 2008-2009.

### DIVIDEND

Your Directors do not recommend any dividend on the equity share capital.

### DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. R.L. Gupta who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment as Director of the Company.

### AUDITORS

The Auditors of the Company M/s Nath & Hari, Chartered Accountants, New Delhi retiring at the ensuring Annual General Meeting of the Company and being eligible offer themselves for reappointment.

The observations of the auditors and the relevant notes on the Accounts are self – explanatory and do not require further clarification or explanation.

### PARTICULARS OF EMPLOYEES SECTION 217(2A) OF THE COMPANIES ACT, 1956.

The Company has no such employees during the year under review.

### DIRECTORS' RESPONSIBILITY STATEMENT

As required Section 217(2AA) of the Companies Act, 1956, the Directors hereby confirm that:



- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period.
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.
- The Directors had prepared the Annual Accounts on a going concern basis.

#### **INFORMATION UNDER SECTION 217(1) (e) OF THE COMPANIES ACT, 1956.**

The Company being a financial sector service company, no disclosure relating to conservation of energy and technological absorption is reported.

#### **PUBLIC DEPOSIT**

The Company has neither invited nor accepted any deposit from the public during the year under review, with in the meaning of section 58A of the Companies Act, 1956 and the Companies (Acceptance of the Deposit) rules, 1956.

#### **SUBSIDIARY COMPANY**

The Company does not have any Subsidiary Company.

#### **APPRECIATION**

Your Directors appreciate the continuous support, which the Company continues to receive from its business associates and from every member of the Company.

**For and on behalf of the Board**

Place : New Delhi

Dated : 28th August, 2009

**R.L. Gupta  
(Chairman)**



## AUDITOR'S REPORT



TO,  
The Members of  
IEC LEARNING AND MANAGEMENT LTD.

1. We have audited the attached Balance Sheet of M/s. IEC LEARNING AND MANAGEMENT LTD as at 31st March.2009 and also the Profit & Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on the financial statement based on our audit.
1. We conducted our audit in accordance with auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall presentation of financial statements. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditor's report) Order, 2003 (CARO) issued by the Central Government in terms of sub section (4A) of section 227 of the Companies Act,1956, we enclose in the annexure a statement on the matters specified in paragraph 4 and 5 of the said order to the extent applicable to the Company.
3. Further to our comments in the Annexure referred to in paragraph (3) above, we report that :
  - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of the books.
  - (c) The Balance Sheet, and Profit & Loss Account dealt with by this report are in agreement with the books of accounts
  - (d) In our opinion, the Balance Sheet, and Profit & Loss Accounts dealt with by this report comply with the Accounting Standards referred to in sub-section (3 c) of Section 211 of the Companies Act,1956.
  - (e) On the basis of written representations received from the Directors of the Company as on 31st March, 2008 and taken on record by the Board of Directors, we report that the none of the Directors is disqualified as on 31st March, 2008. from being appointed as a director of the Company in terms of clause (g) of sub section (1) of section 274 of the Companies Act,1956.
  - (f) In Our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the notes thereon, give the information required by the Companies Act,1956 in the manner so required and give a true and fair view in conformity with the accounting principals generally accepted in India.
- I. In the case of the Balance Sheet of the state of affairs of the Company as at 31st March, 2009. and:
- II. In the case of the Profit & Loss Account of the Loss for the year ended on that date.

For Nath & Hari  
Chartered Accountants

Place : Delhi

Dated : 28th August, 2009

(Kailash Hari)  
Partner  
M. No.82285



## ANNEXURE TO THE AUDITOR'S REPORT



- I. The Company is not having any fixed assets and hence the requirement of maintaining record of fixed assets is not applicable.
- II. The nature of the company's business/activities during the year have been such that clause (ii) of paragraph 4 is not Applicable to the company for the year.
- III. The Company has not granted or taken any loans , secured or unsecured to /from companies firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- IV. In our opinion and according to the information and explanation given to us , the internal control procedures are commensurate with the size of the Company and the nature of its business.
- V. According to the information and explanations given to us, there are no transactions that need to be entered into a register in pursuance of section 301 of the Companies Act, 1956.
- VI. The Company has not accepted any deposit from the public.
- VII. The Company has no formal internal audit department as such. However, its control procedures ensure reasonable internal checking of its financial and other records.
- VIII. Maintenance of cost records have not been prescribed by the Central Government in respect of the business carried on by the Company.
- IX.
  - a) The Company is not covered under the Provident Fund and Employees State Insurance Scheme. The company did not have any dues in respect of income tax, wealth tax, custom duty, excise duty and cess.
  - b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, custom duty and cess were in arrears, as at the last day of the financial year for a period of more six month from the date they became payable.
  - c) According to the information and explanations given to us, there are no dues of sales tax, income tax. Custom duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
- X. Since the Company has been registered for less than five years, Clause 4(X) of the order is not applicable to the Company.
- XI. In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank. The Company has not issued any debentures.
- XII. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- XIII. In our opinion, the Company is not a chit fund or a nidhi /mutual benefit /society. Therefore the provisions of clause 4 (xiii) of the Companies (Auditor's Report) order, 2003 are not applicable to the Company.
- XIV. In our opinion and according to the information and explanations given to us, the Company has maintained proper records of the transactions and contracts relating to dealing in shares, securities, debentures and other investments and these are held by the Company in its own name.



- XV. According to the information and explanations given to us the Company has not given guarantees for loans taken by others from bank or financial institutions.
- XVI. The Company has not taken any term Loans and hence reporting on the utilization of such loans does not arise.
- XVII. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that the Company has not used funds raised on short term basis for long term investments and no long term funds have been used to finance short term assets.
- XVIII. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- XIX. The Company has not issued to debentures and hence the question of reporting on creation of securities in respect of debentures issued does not arise.
- XX. The Company has not raised any resources by way of public issue and hence the question of reporting on the disclosure relating to end use of such resources does not arise.
- XXI. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

Place : Delhi

Dated : 28th August, 2009

**For Nath & Hari  
Chartered Accountants**

**(Kailash Hari)  
Partner  
M. No.82285**



# IEC LEARNING AND MANAGEMENT LTD.

BALANCE SHEET AS AT 31ST, MARCH, 2009.

SCHEDULE	AS AT 31ST MARCH'2009	AS AT 31ST MARCH'2008
<b><u>SOURCE OF FUNDS</u></b>		
<b>Shareholders Fund</b>		
Share Capital	1000000.00	1000000.00
<b>TOTAL (RS.)</b>	<b>1000000.00</b>	<b>1000000.00</b>
<b><u>APPLICATION OF FUNDS</u></b>		
<b>Current Assets, Loans &amp; Advances</b>		
Cash & Bank Balances	817182.00	822800.00
	<b>817182.00</b>	<b>822800.00</b>
<b>Less:- Current Liabilities &amp; Provisions</b>		
Current Liabilities	5515.00	5618.00
	<b>5515.00</b>	<b>5618.00</b>
<b>Net Current Assets</b>	<b>811667.00</b>	<b>817182.00</b>
<b>Miscellaneous Expenditure</b>	<b>141760.00</b>	<b>177200.00</b>
<b>Profit &amp; Loss Account</b>	<b>46573.00</b>	<b>5618.00</b>
	<b>1000000.00</b>	<b>1000000.00</b>

## Notes to the Accounts

As per our report of even date

For Nath & Hari  
Chartered Accountants

(Kailash Hari)  
Partner

Place:- Delhi.  
Date:- 28th August, 2009

For and on Behalf of the Board

R.L. Gupta (Chairman)

Navin Gupta ( Director)

A.K. Khare ( Director)



# IEC LEARNING AND MANAGEMENT LTD.

## PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH'2009

	SCHEDULE	CURRENT YEAR AMOUNT RS.	PREVIOUS YEAR AMOUNT (RS.)
<b>INCOME</b>			
Income from operation		0.00	0.00
		<b>0.00</b>	<b>0.00</b>
<b>EXPENDITURE</b>			
Administration Expenses	5	5515.00	5618.00
Miscellaneous Expenditure Written Off	6	35440.00	0.00
<b>TOTAL (RS.)</b>		<b>40955.00</b>	<b>5618.00</b>
Profit/(Loss) before tax		(40955.00)	(5618.00)
Provision for Tax		0.00	0.00
Profit/(Loss) after Tax		(40955.00)	(5618.00)
Balance Profit/(Loss) brought from previous year		(5618.00)	0.00
Balance profit/(loss) carried to Balance Sheet		(46573.00)	(5618.00)
<b>Notes to the Accounts</b>	7		

As per our report of even date

For Nath & Hari  
Chartered Accountants

For and on Behalf of the Board

(Kailash Hari)  
Partner

R.L. Gupta (Chairman)

Navin Gupta (Director)

Place:- Delhi.

Date:- 28th August, 2009

A.K. Khare (Director)



## IEC LEARNING AND MANAGEMENT LTD.

### SCHEDULES FORMING PART OF THE BALANCE SHEET

	AS AT 31ST MARCH,2009	AS AT 31ST MARCH.2008
<b><u>SCHEDULE '1'</u></b>		
<b><u>SHARE CAPITAL</u></b>		
<b>Authorised</b> 10,00,000 Equity Shares of Rs.10/- each	10000000.00	10000000.00
<b>Issued subscribed &amp; Paid up</b> 1,00,000 Equity Shares of Rs.10/- each fully paid up	1000000.00	1000000.00
	<b>1000000.00</b>	<b>1000000.00</b>
<b><u>SCHEDULE '2'</u></b>		
<b><u>CASH &amp; BANK BALANCES</u></b>		
Cash in Hand	817182.00	822800.00
	<b>817182.00</b>	<b>822800.00</b>
<b><u>SCHEDULE '3'</u></b>		
<b><u>CURRENT LIABILITIES</u></b>		
Other Liabilities	5515.00	5618.00
	<b>5515.00</b>	<b>5618.00</b>
<b><u>SCHEDULE '4'</u></b>		
<b><u>MISCELLANEOUS EXPENDITURE</u></b> (To the extent not Written Off or adjusted)		
Preliminary Expenses	141760.00	177200.00
	<b>141760.00</b>	<b>177200.00</b>

## IEC LEARNING AND MANAGEMENT LTD.

### SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH,2009

	CURRENT YEAR AMOUNT (RS.)	PREVIOUS YEAR AMOUNT (RS.)
<b><u>SCHEDULE '5'</u></b>		
<b><u>ADMINISTRATION EXPENSES</u></b>		
Audit Fee	5515.00	5618.00
	<b>5515.00</b>	<b>5618.00</b>
<b><u>SCHEDULE '6'</u></b>		
<b><u>MISCELLANEOUS EXPENDITURE WRITTEN OFF</u></b>		
Preliminary Expenses	35440.00	0.00
	<b>35440.00</b>	<b>0.00</b>



## **SCHEDULE .7**

### **NOTES TO THE ACCOUNTS**

#### **1. Significant Accounting Policies**

- a) The financial Statements have been prepared in accordance with the generally accepted accounting principles.
- b) Accrual method of accounting is followed with regard to income and expenses.
- c) No provision for gratuity has been made by the company for the financial year as company does not have any permanent employee on its roll.
- d) Preliminary expenses are to be written off over a period of 5 years
- e) Long term investments are valued at cost.

The Company's policy is to treat tax expenses for the year comprising current tax and deferred tax, in the determination of the net profit/loss for the period. However as per Para 15 to 18 of AS-22, the Company is virtually not certain of the fact, whether future taxable income will be available against which deferred tax asset can be realized. Thus the Company has not created any deferred tax asset and shall do the same when it is certain that deferred tax asset can be realized.

2. Previous years figure have been regrouped / rearranged wherever considered Necessary.
3. Auditor's remuneration consist of audit fee of Rs. 5515/- (Including Service Tax) (Previous year Rs. 5618/-)
4. Additional information pursuant to para 3,4c & 4d of part-II of schedule-VI of the Companies Act, 1956 is not given as the same is not applicable.
5. Schedule No. 1 to 7 form an integral part of the accounts and have duly been Authenticated.

**As per our report of even date**

**For Nath & Hari**  
**Chartered Accountants**

**(Kailash Hari )**  
**Partner**

Place: Delhi

Date : 28th August, 2009

**For and on Behalf of the Board**

**R.L. Gupta (Chairman)**

**Navin Gupta (Director)**

**A.K. Khare (Director)**



## IEC EDUCATION AND INFRASTRUCTURE LTD.

### Director's Report

To  
The Members,

Your Directors have pleasure in presenting the Second Annual Report and Audited Accounts of your Company for the financial year ended 31st March, 2009.

#### CORPORATE RESULTS:-

	Year ended 31/03/2009	(In Rs.) Year ended 31/03/2008
Total Income	0.00	0.00
Administrative Expenditure	5515.00	5618.00
Miscellaneous Expenditure Written Off	35440.00	0.00
Profit/(Loss) Before Tax	(-) 40955.00	(-) 5618.00
Provision For Tax	0.00	0.00
Profit/(Loss) After Tax	(-) 40955.00	(-) 5618.00

#### COMPANY PERFORMANCE

Since there is a general recession in the industry, the Company has not undertaken any activity during financial year i.e. 2008-2009.

#### DIVIDEND

Your Directors do not recommend any dividend on the equity share capital.

#### DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. R.L. Gupta who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment as Director of the Company.

#### AUDITORS

The Auditors of the Company M/s Nath & Hari, Chartered Accountants, New Delhi retiring at the ensuring Annual General Meeting of the Company and being eligible offer themselves for reappointment. The observations of the auditors and the relevant notes on the Accounts are self-explanatory and do not require further clarification or explanation.

#### PARTICULARS OF EMPLOYEES SECTION 217(2A) OF THE COMPANIES ACT, 1956.

The Company has no such employees during the year under review.

#### DIRECTORS' RESPONSIBILITY STATEMENT

As required Section 217(2AA) of the Companies Act, 1956, the Directors hereby confirm that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation



relating to material departures.

- The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period .
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.
- The Directors had prepared the Annual Accounts on a going concern basis.

#### **INFORMATION UNDER SECTION 217(1)(e) OF THE COMPANIES ACT,1956.**

The Company being a financial sector service company, no disclosure relating to conservation of energy and technological absorption is reported.

#### **PUBLIC DEPOSIT**

The Company has neither invited nor accepted any deposit from the public during the year under review, with in the meaning of section 58A of the Companies Act, 1956 and the Companies (Acceptance of the Deposit) rules, 1956.

#### **SUBSIDIARY COMPANY**

The Company does not have any Subsidiary Company.

#### **APPRECIATION**

Your Directors appreciate the continuous support, which the Company continues to receive from its business associates and from every member of the Company.

**For and on behalf of the Board**

Place : Delhi

Dated : 28th August, 2009

**R.L. Gupta**  
**(Chairman)**



## AUDITOR'S REPORT



## NOTES TO THE ACCOUNTS

TO,  
The Members of  
IEC EDUCATION AND INFRASTRUCTURE LTD.

1. We have audited the attached Balance Sheet of M/s. IEC EDUCATION AND INFRASTRUCTURE LTD as at 31st March.2009 and also the Profit & Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on the financial statement based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall presentation of financial statements. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's report) Order, 2003 (CARO) issued by the Central Government in terms of sub section (4A) of section 227 of the Companies Act,1956, we enclose in the annexure a statement on the matters specified in paragraph 4 and 5 of the said order to the extent applicable to the Company.
4. Further to our comments in the Annexure referred to in paragraph (3) above, we report that :
  - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of the books.
  - (c) The Balance Sheet, and Profit & Loss Account dealt with by this report are in agreement with the books of accounts
  - (d) In our opinion, the Balance Sheet, and Profit & Loss Accounts dealt with by this report comply with the Accounting Standards referred to in sub-section (3 c) of Section 211 of the Companies Act,1956.
  - (e) On the basis of written representations received from the Directors of the Company as on 31st March, 2008 and taken on record by the Board of Directors, we report that the none of the Directors is disqualified as on 31st March, 2008. from being appointed as a director of the Company in terms of clause (g) of sub section (l) of section 274 of the Companies Act,1956.
  - (f) In Our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the notes thereon, give the information required by the Companies Act,1956 in the manner so required and give a true and fair view in conformity with the accounting principals generally accepted in India.
    - I. In the case of the Balance Sheet of the state of affairs of the Company as at 31st March, 2009.  
and:
    - II. In the case of the Profit & Loss Account of the Loss for the year ended on that date.

For NATH & HARI  
Chartered Accountants

Place : Delhi

Dated : 28th August, 2009

Kailash Hari  
(Partner)  
M.No.- 82285.



## ANNEXURE TO THE AUDITOR'S REPORT

**(Referred to in paragraph 3 of our report of even date on the accounts of IEC Education and Infrastructure Limited for the year ended 31st March, 2009)**

- I. The Company is not having any fixed assets and hence the requirement of maintaining record of fixed assets is not applicable.
- II. The nature of the company's business/activities during the year have been such that clause (ii) of paragraph 4 is not Applicable to the company for the year.
- III. The Company has not granted or taken any loans, secured or unsecured to /from companies firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- IV. In our opinion and according to the information and explanation given to us, the internal control procedures are commensurate with the size of the Company and the nature of its business.
- V. According to the information and explanations given to us, there are no transactions that need to be entered into a register in pursuance of section 301 of the Companies Act, 1956.
- VI. The Company has not accepted any deposit from the public.
- VII. The Company has no formal internal audit department as such. However, its control procedures ensure reasonable internal checking of its financial and other records.
- VIII. Maintenance of cost records have not been prescribed by the Central Government in respect of the business carried on by the Company.
- IX. a) The Company is not covered under the Provident Fund and Employees State Insurance Scheme. The company did not have any dues in respect of income tax, wealth tax, custom duty, excise duty and cess.  
b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, custom duty and cess were in arrears, as at the last day of the financial year for a period of more six month from the date they became payable.  
c) According to the information and explanations given to us, there are no dues of sales tax, income tax, Custom duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
- X. Since the Company has been registered for less than five years, Clause 4(X) of the order is not applicable to the Company.
- XI. In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank. The Company has not issued any debentures.
- XII. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- XIII. In our opinion, the Company is not a chit fund or a nidhi /mutual benefit /society. Therefore the provisions of clause 4 (xiii) of the Companies (Auditor's Report) order, 2003 are not applicable to the Company.



- XIV. In our opinion and according to the information and explanations given to us, the Company has maintained proper records of the transactions and contracts relating to dealing in shares, securities, debentures and other investments and these are held by the Company in its own name.
- XV. According to the information and explanations given to us the Company has not given guarantees for loans taken by others from bank or financial institutions.
- XVI. The Company has not taken any term Loans and hence reporting on the utilization of such loans does not arise.
- XVII. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that the Company has not used funds raised on short term basis for long term investments and no long term funds have been used to finance short term assets.
- XVIII. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- XIX. The Company has not issued any debentures and hence the question of reporting on creation of securities in respect of debentures issued does not arise.
- XX. The Company has not raised any resources by way of public issue and hence the question of reporting on the disclosure relating to end use of such resources does not arise.
- XXI. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

**For Nath & Hari  
Chartered Accountants**

Place:- Delhi.  
Date:- 28th August, 2009

**(Kailash Hari)  
Partner  
M. No.82285**



# IEC EDUCATION AND INFRASTRUCTURE LTD.

## BALANCE SHEET AS AT 31ST, MARCH, 2009

	SCHEDULE	AS AT 31ST MARCH'2009	AS AT 31ST MARCH, 2008
<b><u>SOURCE OF FUNDS</u></b>			
Shareholders Fund			
Share Capital	1	1000000.00	1000000.00
<b>TOTAL (RS.)</b>		<b>1000000.00</b>	<b>1000000.00</b>
<b><u>APPLICATION OF FUNDS</u></b>			
Current Assets, Loans & Advances			
Cash & Bank Balances	2	817182.00	822800.00
		<b>817182.00</b>	<b>822800.00</b>
Less:-Current Liabilities & Provisions			
Current Liabilities	3	5515.00	5618.00
		<b>5515.00</b>	<b>5618.00</b>
<b>Net Current Assets</b>		811667.00	817182.00
<b>Miscellaneous Expenditure</b>	4	141760.00	177200.00
<b>Profit &amp; Loss Account</b>		46573.00	5618.00
		<b>1000000.00</b>	<b>1000000.00</b>
<b>Notes to the Accounts.</b>	7		

As per our report of even date

For Nath & Hari  
Chartered Accountants

(Kailash Hari)  
Partner

Place:- Delhi.  
Date:- 28th August, 2009

For and on Behalf of the Board

R.L.Gupta (Chairman)

Navin Gupta ( Director)

A.K.Khare ( Director)



## IEC EDUCATION AND INFRASTRUCTURE LTD.

### PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH,2009

	SCHEDULE	CURRENT YEAR AMOUNT (RS.)	PREVIOUS YEAR AMOUNT (RS.)
<b>INCOME</b>			
Income from operation		0.00	0.00
		<b>0.00</b>	<b>0.00</b>
<b>EXPENDITURE</b>			
Administration Expenses	4	5515.00	5618.00
Miscellaneous Expenditure Written Off		35440.00	0.00
<b>TOTAL (RS.)</b>		<b>40955.00</b>	<b>5618.00</b>
Profit/(Loss) before tax		(40955.00)	(5618.00)
Provision for Tax		0.00	0.00
Profit/(Loss) after Tax		(40955.00)	(5618.00)
Balance Profit/(Loss) brought from previous year		(5618.00)	0.00
Balance profit/(loss)carried to Balance Sheet		<b>(46573.00)</b>	<b>(5618.00)</b>
<b>Notes to the Accounts</b>	7		

As per our report of even date

For Nath & Hari  
Chartered Accountants

For and on Behalf of the Board

(Kailash Hari)  
Partner

R.L.Gupta (Chairman)

Navin Gupta ( Director)

Place:- Delhi.  
Date:- 28th August, 2009

A.K.Khare ( Director)



## IEC EDUCATION AND INFRASTRUCTURE LTD.

### SCHEDULES FORMING PART OF THE BALANCE SHEET

	AS AT 31ST MARCH, 2009	AS AT 31ST MARCH, 2008
<b>SCHEDULE '1'</b>		
<b>SHARE CAPITAL</b>		
<b>Authorised</b>		
10,00,000 Equity Shares of Rs.10/- each	10000000.00	10000000.00
<b>Issued subscribed &amp; Paid up</b>		
1,00,000 Equity Shares of Rs.10/- each fully paid up	1000000.00	1000000.00
	<b>1000000.00</b>	<b>1000000.00</b>
<b>SCHEDULE '2'</b>		
<b>CASH &amp; BANK BALANCES</b>		
Cash in Hand	817182.00	822800.00
	<b>817182.00</b>	<b>822800.00</b>
<b>SCHEDULE '3'</b>		
<b>CURRENT LIABILITIES</b>		
Other Liabilities	5515.00	5618.00
	<b>5515.00</b>	<b>5618.00</b>
<b>SCHEDULE '4'</b>		
<b>MISCELLANEOUS EXPENDITURE</b>		
(To the extent not Written off or adjusted )		
Preliminary Expenses	141760.00	177200.00
	<b>141760.00</b>	<b>177200.00</b>

## IEC EDUCATION AND INFRASTRUCTURE LTD.

### SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED

31ST MARCH, 2009.

	CURRENT YEAR AMOUNT (RS.)	PREVIOUS YEAR AMOUNT (RS.)
<b>SCHEDULE '5'</b>		
<b>ADMINISTRATION EXPENSES</b>		
Audit Fee	5515.00	5618.00
	<b>5515.00</b>	<b>5618.00</b>
<b>SCHEDULE '6'</b>		
<b>MISCELLANEOUS EXPENDITURE WRITTEN OFF</b>		
Preliminary Expenses	35440.00	0.00
	<b>35440.00</b>	<b>0.00</b>



## SCHEDULE .7



### NOTES TO THE ACCOUNTS

#### 1. Significant Accounting Policies

- a) The financial Statements have been prepared in accordance with the generally accepted accounting principles.
- b) Accrual method of accounting is followed with regard to income and expenses.
- c) No provision for gratuity has been made by the company for the financial year as company does not have any permanent employee on its roll.
- d) Preliminary expenses are to be written off over a period of 5 years
- e) Long term investments are valued at cost.

The Company's policy is to treat tax expenses for the year comprising current tax and deferred tax, in the determination of the net profit/loss for the period. However as per Para 15 to 18 of AS-22, the Company is virtually not certain of the fact, whether future taxable income will be available against which deferred tax asset can be realized. Thus the Company has not created any deferred tax asset and shall do the same when it is certain that deferred tax asset can be realized.

2. Previous years figure have been regrouped / rearranged wherever considered Necessary.
3. Auditor's remuneration consist of audit fee of Rs. 5515/- (Including Service Tax) (Previous year Rs. 5618/-)
4. Additional information pursuant to para 3,4c & 4d of part-II of schedule-VI of the Companies Act, 1956 is not given as the same is not applicable.
5. Schedule No. 1 to 7 form an integral part of the accounts and have duly been Authenticated.

As per our report of even date

For Nath & Hari  
Chartered Accountants

(Kailash Hari)  
Partner

Place:- Delhi.  
Date:- 28th August, 2009

For and on Behalf of the Board

R.L.Gupta (Chairman)

Navin Gupta ( Director)

A.K.Khare ( Director)



## AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

TO THE BOARD OF DIRECTORS OF

IEC EDUCATION LIMITED ON THE CONSOLIDATED FINANCIAL STATEMENTS OF IEC EDUCATION LIMITED AND ITS SUBSIDIARIES

- 1) We have examined the attached Consolidated Balance Sheet of IEC Education Ltd (Formerly IEC Softwares Ltd.) ("the Company") and its subsidiaries which together constitute "the Group" as at 31st March, 2009, the Consolidated Profit & Loss Account and the Consolidated Cash Flow Statement of the Group for the year ended on that date, both annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
- 2) We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Management, as well as evaluating the overall financial statements. We believe that our audit provides a reasonable basis for our opinion.
- 3) We report that the consolidated financial statements have been prepared by the Company, in accordance with the requirements of Accounting Standard 21 (Consolidated financial statements) and on the basis of the separate audited financial statements of the Company and the separate audited financial statements of subsidiaries, which have been included in the consolidated financial statements.
- 4) On the basis of the information and explanations given to us and on the consideration of the separate audit report on individual audited financial statements of the Company and its three Subsidiaries, in our opinion, the consolidated financial statements together with the notes thereon give a true and fair view in conformity with the accounting principles generally accepted in India :
  - I. in the case of the consolidated balance sheet, of the state of affairs of the Group as at 31st March, 2009;
  - II. in the case of the consolidated profit & loss account, of the Profit for the year ended on that date ; and
  - III. in the case of the consolidated cash flow statement, of the cash flows for the year ended on that date.

For NATH & HARI  
Chartered Accountants

Place :- Delhi

Date :- 28th August, 2009

Kailash Hari  
(Partner)  
M.No.- 82285



## IEC EDUCATION LTD.

(FORMERLY IEC SOFTWARES LTD)

### CONSOLIDATED BALANCE SHEET AS AT 31st MARCH'2009.

SCHEDULE	AS AT 31st MARCH'2009 (RS.)	AS AT 31st MARCH'2008 (RS.)
<b><u>SOURCES OF FUNDS</u></b>		
<b>Shareholders Fund</b>		
Share Capital	132560000.00	69960000.00
Reserves & Surplus	100827529.28	187325615.00
<b>Loan Funds</b>		
Secured Loans	4277417.06	241181.96
Unsecured Loans	18998237.82	24380341.45
Minority Interest	934582.63	974932.05
<b>TOTAL (RS.)</b>	<b>257597766.79</b>	<b>282882070.46</b>
<b><u>APPLICATION OF FUNDS</u></b>		
<b>Fixed Assets</b>		
Gross Block	110500953.94	97312170.39
Less:-Depreciation	47927379.81	39825976.54
Net Block	62573574.13	57486193.85
<b>Investment</b>	24.90	24.90
<b>Deferred Tax Assets (Net)</b>	2128727.80	1217300.00
<b>Current Assets, Loans &amp; Advances</b>		
Sundry Debtors	93334874.54	61524107.73
Cash & Bank Balances	36441862.88	38538881.08
Loans & Advances	106746630.48	55135905.97
	236523367.90	155198894.78
<b>Less:-Current Liabilities &amp; Provisions</b>		
Current Liabilities	41683632.44	75050395.78
Provisions	2539603.50	213940.00
	44223235.94	75264335.78
<b>Net Current Assets</b>	192300131.96	79934559.00
<b>Miscellaneous Expenditure</b>	595308.00	625264.00
<b>Profit &amp; Loss Account</b>		143618728.71
	<b>257597766.79</b>	<b>282882070.46</b>
<b>Accounting Policies and Notes on Accounts</b>		

As per our report of even date

For and on Behalf of the Board

For Nath & Hari  
Chartered Accountants

(Kailash Hari)  
Partner

Brig. S.V.S Chowdhary (Chairman)  
Navin Gupta (Managing Director)  
L.C Goel (Additional Director)  
R.L.Gupta ( Director)  
Kailash Nath (Director)  
Sarabjit Singh Saini (Director)  
Rasik Makkar (Director)

H.P Singh (Director)  
H.R Issarini (Director)  
A.K Khare (Director)  
J.K Bhola (Director)  
Shweta Dixit ( Company Secretary)  
Ashutosh Kr.Jha (Accounts Manager)

Place:- Delhi.  
Date:- 28th August,2009



## IEC EDUCATION LTD.

(FORMERLY IEC SOFTWARES LTD)

### CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH'2009.

	SCHEDULE	CURRENT YEAR AMOUNT (RS.)	PREVIOUS YEAR AMOUNT (RS.)
<b>INCOME</b>			
Income from Operation	13	91607373.00	57564229.00
Other Income	14	3190785.61	1422141.33
		<b>94798158.61</b>	<b>58986370.33</b>
<b>EXPENDITURE</b>			
Training & Education Expenses	15	48017112.50	32170220.40
Personnel Expenses	16	6111697.00	1283039.00
Administrative & Other Expenses	17	13802536.19	3172588.50
Interest & Finance Charges	18	1588312.90	1546758.35
Depreciation	5	8101403.27	7520266.91
Miscellaneous Expenditure Written Off	19	138596.00	636886.21
		<b>77759657.86</b>	<b>46329759.37</b>
Profit/(Loss) before Taxes		17038500.75	12656610.96
Provision for Tax			
- Fringe Benefit Tax		(104976.00)	(11690.00)
- Current Tax		(1960870.50)	0.00
-Deferred Tax		911427.80	(1623389.00)
Profit/(Loss) after Tax		15884082.05	11021531.96
Minority Interest		52417.37	12067.95
Balance Profit/(loss) brought forward from Previous year		(143618728.71)	(154652328.62)
Balance transferred from Capital Reserve		5282000.00	
Balance transferred from Share Premium		135981807.91	
Balance Profit/(Loss) carried to Balance Sheet		<b>13581578.62</b>	<b>(143618728.71)</b>
Basic Earnings Per Equity Share (in Rs.)		<b>1.41</b>	<b>1.57</b>
Diluted Earnings Per Equity Share (in Rs.)		<b>1.37</b>	<b>1.18</b>
Accounting Policies and Notes on Accounts	20		

As per our report of even date

For Nath & Hari  
Chartered Accountants

(Kailash Hari)  
Partner

Place:- Delhi.  
Date:- 28th August,2009

For and on Behalf of the Board

Brig. S.V.S Chowdhary (Chairman)  
Navin Gupta (Managing Director)  
L.C Goel (Additional Director)  
R.L.Gupta ( Director)  
Kailash Nath (Director)  
Sarabjit Singh Saini (Director)  
Rasik Makkar (Director)

H.P Singh (Director)  
H.R Issarini (Director)  
A.K Khare (Director)  
J.K Bhola (Director)  
Shweta Dixit ( Company Secretary)  
Ashutosh Kr.Jha (Accounts Manager)



## IEC EDUCATION LTD.

(FORMERLY IEC SOFTWARES LTD)

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31st MARCH'2009.

	AS AT 31st MARCH'2009 (RS.)	AS AT 31st MARCH'2008 (RS.)
<b>SCHEDULE '1'</b>		
<b>SHARE CAPITAL</b>		
<b>Authorised</b>		
2,10,00,000 Equity Shares of Rs.10/- each	210000000.00	200000000.00
<b>Issued subscribed &amp; Paid up</b>		
13260000 Equity Shares of Rs. 10/- Each Fully Paid (Previous Year 7000000 Equity Shares)	132560000.00	69960000.00
(a) 3260000 Equity Shares of Rs. 10/- each issued as fully paid up to shareholders of erstwhile VEF Information System Pvt. Ltd. pursuant to the Scheme of amalgamation without payment being received in cash. ( Previous Year Nil )		
(b) 3000000 Equity Shares of Rs. 10/- each fully paid up to the holders of Share Warrants upon conversion of part of Share Warrants into fully paid Shares. ( Previous Year Nil )		
	<b>132560000.00</b>	<b>69960000.00</b>
<b>SCHEDULE '2'</b>		
<b>RESERVES &amp; SURPLUS</b>		
<b>Capital Reserve</b>		
As per last Balance Sheet	5282000.00	5282000.00
Less:- Adjustments of Dr. Balance in Profit & Loss Accounts pursuant to the Scheme of Arrangement.	<u>5282000.00</u>	0.00
<b>Share Premium</b>		
As per Last Balance Sheet	140994000.00	140994000.00
Add:- Amount arising on Conversion of Shares Warrants	<u>60000000.00</u>	
	200994000.00	
Less:- Adjustments of Dr. Balance in Profit & Loss Accounts pursuant to the Scheme of Arrangement.	<u>135981807.91</u>	65012192.09
<b>General Reserve</b>		
As per last Balance Sheet	41049615.00	41049615.00
Add:- Adjustment pursuant to the Scheme of Arrangement.	<u>3711874.57</u>	
	44761489.57	
Less :- Deficit on amalgamation	<u>22527731.00</u>	22233758.57
Balance in Profit & Loss Accounts	13581578.62	0.00
	<b>100827529.28</b>	<b>187325615.00</b>
<b>SCHEDULE '3'</b>		
<b>SECURED LOANS</b>		
a) Short Term Loan:		
Term Loan from Bank (Hyp.of Computers) (Refer Note No. 1. given below )	241181.96	241181.96
b) Under Vehicle Finance Scheme (Refer Note No. 2. given below)	4036235.10	0.00
	<b>4277417.06</b>	<b>241181.96</b>
Note :- 1) Short Term Loan from ICICI Bank is secured by hypothecation of Computers. 2) Term Loans From ICICI Bank and TATA Capital Ltd under Vehicle Finance Scheme are Secured by exclusive charge by way of hypothecation of vehicles purchased under the said scheme.		
<b>SCHEDULE '4'</b>		
<b>Unsecured Loans</b>		
---From Directors	1501842.31	80032.00
---From Others	17496395.51	24300309.45
	<b>18998237.82</b>	<b>24380341.45</b>



# IEC EDUCATION LTD.

(FORMERLY IEC SOFTWARES LTD)

**Schedules Forming Part Of The Consolidated Financial Statements As At 31st March'2009.**

## **SCHEDULE '5'**

### **Fixed Assets**

Addition	Deduction	As at 31.3.2009	Up to 31.3.2008	DEPRECIATION AND AMORTIZATION			NET BLOCK	
				For the Year	Deduction Adjustment	Up to 31.03.2009	As at 31.03.2009	As at 31-3-2008
0.00	0.00	1000000.00	1000000.00	0.00	0.00	1000000.00	0.00	0.00
0.00	0.00	5001390.00	0.00	0.00	0.00	0.00	5001390.00	5001390.00
2982139.50	0.00	32254234.50	2748647.51	489786.77	0.00	3238434.28	29015800.22	26523447.49
1498789.00	0.00	38171641.66	26746397.29	5698769.94	0.00	32445167.23	5726474.43	9926455.37
528178.00	0.00	5925200.00	1919673.96	267019.16	0.00	2186693.12	3738506.88	3477348.04
1675611.00	0.00	21644421.73	7411257.78	1291775.05	0.00	8703032.83	12941388.90	12557552.95
6504066.05	0.00	6504066.05	0.00	354052.35	0.00	354052.35	6150013.70	0.00
<b>13188783.55</b>	<b>0.00</b>	<b>110500953.94</b>	<b>39825976.54</b>	<b>8101403.27</b>	<b>0.00</b>	<b>47927379.81</b>	<b>62573574.13</b>	<b>57486193.85</b>

<b>7049617.50</b>	<b>6200000.00</b>	<b>97312170.39</b>	<b>3311233.30</b>	<b>7520266.91</b>	<b>805523.67</b>	<b>39825976.54</b>	<b>57486193.85</b>	<b>63351319.59</b>
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## IEC EDUCATION LTD.

(FORMERLY IEC SOFTWARES LTD)

**SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31st MARCH'2009.**

	AS AT 31st MARCH'2009 (RS.)	AS AT 31st MARCH'2008 (RS.)
<b><u>SCHEDULE '6'</u></b>		
<b><u>INVESTMENTS</u></b>		
(Non-Trade and long Term) at Cost		
<u>Unquoted (Fully paid up Equity Shares )</u>		
IEC Infotech SDN. BHD.		
2 Shares of Malaysian Ringetts one each (Rs.value 12.45/- per Ringett)	24.90	24.90
<u>in Subsidiary Companies</u>		
	<b>24.90</b>	<b>24.90</b>
<b><u>SCHEDULE '7'</u></b>		
<b><u>SUNDRY DEBTORS</u></b>		
(Unsecured)		
Debts outstanding for a period exceeding six months		
- Considered Good	65423412.04	39843741.61
Other Debts, considered good	27911462.50	21680366.12
	<b>93334874.54</b>	<b>61524107.73</b>
<b><u>SCHEDULE '8'</u></b>		
<b><u>CASH &amp; BANK BALANCES</u></b>		
Cash in Hand	2919449.35	1973492.74
Balance with Scheduled Banks		
on Current Account	4173492.00	28013846.27
Fixed Deposit(Including Margin Money of Rs.77,41,374.14/-(previous year Rs.85,51,542.07/-)	29348921.53	8551542.07
	<b>36441862.88</b>	<b>38538881.08</b>
<b><u>SCHEDULE '9'</u></b>		
<b><u>LOANS &amp; ADVANCES</u></b>		
<u>Unsecured and Considered Good</u>		
Advances Recoverable in Cash or in kind		
or for value to be received :	40930248.45	27223326.12
Security & Deposits with others	63292834.79	26063158.61
Advance Income Tax & TDS	2523547.24	1849421.24
	<b>106746630.48</b>	<b>55135905.97</b>
<b><u>SCHEDULE '10'</u></b>		
<b><u>CURRENT LIABILITIES</u></b>		
<b><u>Sundry Creditors</u></b>		
Due to Micro, Small and Medium Enterprises	0.00	0.00
(To the extent identified with available information)		
Others	3928956.05	3149186.40
Other Liabilities	25284676.39	1508938.38
Investor education & protection fund.	0.00	92271.00
Advanced received towards issue of convertible warrants	12470000.00	70300000.00
	<b>41683632.44</b>	<b>75050395.78</b>



**IEC EDUCATION LTD.**  
(FORMERLY IEC SOFTWARES LTD)

**SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31st MARCH'2009.**

	<b>AS AT 31st MARCH'2009 (RS.)</b>	<b>AS AT 31st MARCH'2008 (RS.)</b>
<b><u>SCHEDULE '11'</u></b>		
<b><u>PROVISIONS</u></b>		
For Taxation	2218991.50	0.00
For Retirement Benefits	222843.00	202250.00
For Fringe Benefit Tax	97769.00	11690.00
	<b>2539603.50</b>	<b>213940.00</b>
<b><u>SCHEDULE '12'</u></b>		
<b><u>MISCELLANEOUS EXPENDITURE</u></b>		
(To the extent not written off or adjusted)		
Transferred pursuant to the Scheme of Arrangement	108640.00	0.00
Preliminary Expenses	283520.00	354400.00
Deferred Revenue Expenditure	203148.00	270864.00
	<b>595308.00</b>	<b>625264.00</b>

**SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNT FOR THE YEAR  
ENDED 31st MARCH'2009.**

	<b>CURRENT YEAR</b>	<b>PREVIOUS YEAR</b>
<b><u>SCHEDULE '13'</u></b>		
<b><u>INCOME FROM OPERATION</u></b>		
Franchise Royalty	6268520.00	4983545.00
Training & Education Income	67338853.00	52580684.00
Income from college	2500000.00	0.00
Income from Personality Dev. Programme (P.D.P)	15500000.00	0.00
	<b>91607373.00</b>	<b>57564229.00</b>
<b><u>SCHEDULE '14'</u></b>		
<b><u>OTHER INCOME</u></b>		
Interest (Gross on others (TDS Rs. 325031.00 ) (Previous Year Rs.67259.00 )	1615439.38	465645.65
Miscellaneous Income	1575346.23	956495.68
	<b>3190785.61</b>	<b>1422141.33</b>
<b><u>SCHEDULE '15'</u></b>		
<b><u>TRAINING &amp; EDUCATION EXPENSES</u></b>		
Consultancy Charges	3039767.00	31506.50
Courseware & manuals	0.00	1538.00
Course Execution Charges	40585745.50	30542780.90
Franchise Expenses	4391600.00	1594395.00
	<b>48017112.50</b>	<b>32170220.40</b>



**IEC EDUCATION LTD.**  
(FORMERLY IEC SOFTWARES LTD)

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31st MARCH'2009.

	CURRENT YEAR AMOUNT(RS.)	PREVIOUS YEAR AMOUNT(RS.)
<b><u>SCHEDULE '16'</u></b>		
<b><u>PERSONNEL EXPENSES</u></b>		
Salaries, Bonus, Gratuity & allowances	4264704.00	1188213.00
Contribution to Providend Fund & Others Fund	86437.00	59797.00
Providend Fund & Other Fund Penalty & Fine	1600000.00	0.00
Welfare Expenses	160556.00	35029.00
	6111697.00	1283039.00
<b><u>SCHEDULE '17'</u></b>		
<b><u>ADMINISTRATIVE &amp; OTHER EXPENSES</u></b>		
Rent, Rates & Taxes	1505393.00	206574.00
Advertisement & Publicity	404034.00	78118.00
Printing & Stationery	730112.00	270218.00
Postage & Telephone	362716.00	102788.00
Legal & Professional	2331489.00	366152.00
Repair & Maintenance-Plant & Machinery.	201499.00	62800.00
Repair & Maintenance-Building	351550.00	235951.00
Repair & Maintenance-Others	817141.00	21117.00
Water & Electricity	545003.00	70769.50
Directors sitting Fee	70750.00	50500.00
Travelling & Conveyance	116540.00	88461.00
Auditors' Remuneration	284734.00	243536.00
Miscellaneous Expenses	2229896.19	359840.00
Sanitation Watch & Ward	207720.00	18035.00
Income Tax	0.00	213053.00
Bad Debts Written Off	1155326.00	0.00
Loss on Sale of Fixed Assets	0.00	349563.00
Share Transfer Expenses	67210.00	79461.00
General Meetings..	198418.00	353077.00
Students Welfare	185000.00	0.00
Conference & Seminar	585000.00	0.00
Photography Expenses	121535.00	2575.00
Vehicle Running & Maintenance	185800.00	0.00
Bus & Taxi Hire Charges	545850.00	0.00
IHM Expenses	256270.00	0.00
Ignou Expenses	343550.00	0.00
	13802536.19	3172588.50
<b><u>SCHEDULE '18'</u></b>		
<b><u>INTEREST &amp; FINANCE CHARGES</u></b>		
Interest on Bank Overdraft	1480080.13	1475755.96
Bank Charges	108232.77	71002.39
	1588312.90	1546758.35
<b><u>SCHEDULE '19'</u></b>		
<b><u>MISCELLANEOUS EXPENDITURE WRITTEN OFF</u></b>		
Public Issue expenses	70880.00	569170.21
Deferred Revenue Expenditure	67716.00	67716.00
	138596.00	636886.21



## SCHEDULES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### SCHEDULE '20'

#### ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

##### Significant Accounting Policies

##### 1. System of Accounting

The financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting and on the accounting principles of a going concern and comply in all material respects with the mandatory Accounting Standards (AS), issued by the institute of Chartered Accountants of India and the relevant provisions of Companies Act, 1956.

##### 2) Principles of Consolidation :

- (a) The Consolidated Financial Statements (CFS) are prepared in accordance with Accounting Standard on "Consolidated Financial Statements" (AS -21) issued by the Institute of Chartered Accountants of India. The CFS are prepared using uniform accounting policies, in accordance with the generally accepted accounting policies.
- (b) The Consolidated Financial Statements (CFS) comprise the financial statements of IEC Education Ltd , its Subsidiaries as at 31/03/2009, which are as under :

Name of the Company	Country of Incorporation	% Shareholding and Voting Power
(I) IEC Leasing & Capital Management Ltd	India	99.72 %
(II) IEC Learning and Managements Ltd	India	51 %
(III) IEC Education and Infrstructure Ltd	India	51 %

- (c) The effect of intra group transactions between the Company and its subsidiaries are eliminated on consideration.

##### 3) Other Significant Accounting Policies

These are set out in the notes to accounts under the " Significant Accounting Policies" of the financial statements of the Company and IEC Leasing & Capital Management Ltd, IEC Learning and Managements Ltd and IEC Education and Infrastructure Ltd.

#### OTHER NOTES TO ACCOUNTS

- 4) These are set out in the notes to accounts of the financial statements of the Company and IEC Leasing & Capital Management Ltd, IEC Learning and Managements Ltd and IEC Education and Infrastructure Ltd.

##### As per our report of even date

For Nath & Hari  
Chartered Accountants

(Kailash Hari)  
Partner

Place :- Delhi  
Date :- 28th August, 2009

##### For and on behalf of the Board

Brig. S.V.S Chowdhry (Chairman)  
L.C Goel (Executive Director )  
R.L.Gupta (Director)  
Kailash Nath (Director)  
Navin Gupta ( Managing Director)  
Sarabjit Singh Saini ( Director)  
Rasik Makker (Director)

H.P Singh ( Director)  
H.R Issarini ( Director)  
A.K Khare ( Director)  
J.K Bhola ( Director)  
Shweta Dixit (Company Secretary)  
Ashutosh Kr.Jha (Accounts Manager)



## IEC EDUCATION LTD. (FORMERLY IEC SOFTWARES LTD)

### CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH,2009.

	CURRENT YEAR (RS.)	PREVIOUS YEAR (RS.)
<b>A) Cash flow from Operating Activities</b>		
Net Profit Before Tax	17038500.75	12656610.96
<b>Adjusted for</b>		
Depreciation	8101403.27	7520266.91
Miscellaneous Expenditure written off	138596.00	636886.21
Bad Debts Written Off	1155326.00	0.00
Interest Paid	1480080.13	1475755.96
Interest Received	(1615439.38)	(465645.65)
Loss on sale of fixed assets	0.00	349563.00
Operating Profit before working capital changes	26298466.77	22173437.39
<b>Adjusted for :</b>		
(Increase)/Decrease in Trade and other receivables	(70113009.91)	(44858653.42)
Increase/(Decrease) in Trade payables	(47371841.39)	(17781751.75)
Increase/ (Decrease) in Msc.Exp.W/Off	(138596.00)	625264.00
Cash generated from operation	(91324980.53)	(39841703.78)
Income Tax including Fringe Benefit Tax paid	0.00	(11690.00)
<b>Net Cash (used) in / from Operating Activities</b>	<b>(91324980.53)</b>	<b>(39853393.78)</b>
<b>B Cash Flow from Investing Activities</b>		
Purchase of fixed assets	(12286098.55)	(7049617.50)
Sale of fixed assets	0.00	5044913.33
Interest received	1615439.38	465645.65
Purchase of Investments	0.00	(1020000.00)
<b>Net Cash (used) in / from Investing Activities</b>	<b>(10670659.17)</b>	<b>(2559058.52)</b>
<b>C) Cash Flow From Financing Activities</b>		
Proceeds of Long Term and other borrowings	4036235.10	0.00
Repayment of Long Term and other borrowings	(5912103.63)	2781836.52
Issue of Share Capital	30784570.16	0.00
Proceeds of convertible Shares Warrants	12470000.00	70300000.00
Share Issue Expenses	0.00	(338580.00)
Share Premium	60000000.00	0.00
Dividend Paid	0.00	0.00
Interest Paid	(1480080.13)	(1475755.96)
<b>Net Cash(used)in/ from Financing Activities</b>	<b>99898621.50</b>	<b>71267500.56</b>
<b>Net increase/(Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(2097018.20)</b>	<b>28855048.26</b>
Cash and Cash Equivalents-Opening Balance	38538881.08	9683832.82
<b>Cash and Cash Equivalents-Closing Balance*</b>	<b>36441862.88</b>	<b>38538881.08</b>
<b>Notes :</b> 1.Cash flow statement has been prepared under the indirect method as set out in Accounting Standard - 3 Notified by the Companies Act,1956.		
2. Cash and cash equivalents include Rs.7741374.14 (Previous Year Rs.8551542.07) on account of margin money deposits which are not available for use by the Company.		
3. Previous year's figures regrouped/ recast wherever necessary.		

**As per our report of even date**

For Nath & Hari  
Chartered Accountants

(Kailash Hari)  
Partner

**For and on Behalf of the Board**

Brig.S.V.S Chowdhry (Chairman)  
L.C.Goel ( Additional Director)  
Navin Gupta ( Managing Director)  
R.L Gupta (Director)  
Kailash Nath ( Director)  
Sarabjit Singh Saini ( Director)  
Rasik Makker ( Director)

H.P Singh ( Director)  
H.R Issarini ( Director)  
A.K Khare ( Director)  
J.K.Bhola ( Director)  
Shweta Dixit ( Company Secretary)  
Ashutosh Kr. Jha ( Accounts Manager)

Place:- Delhi.  
Date :- 28th August,2009

**IEC EDUCATION LTD.**  
(Formerly IEC Softwares Limited)  
Registered Office: 5, Sant Nagar, East of Kailash, New Delhi -110 065

**FORM OF PROXY**

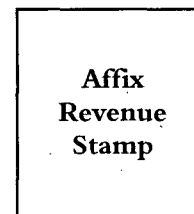
I/We \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ in the district of \_\_\_\_\_  
being a member(s) of the above named Company, hereby appoint Mr./Mrs. \_\_\_\_\_  
\_\_\_\_\_ in the district of \_\_\_\_\_  
\_\_\_\_\_ or failing him/her, Mr./Ms. \_\_\_\_\_  
of \_\_\_\_\_ in the district of \_\_\_\_\_

\_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the Fifteenth Annual General Meeting of the Company to be held on Tuesday, the September 29, 2009 at 10.00 a.m. at Sri Sathya Sai International Centre , Institutional Area, Pragati Vihar, Lodhi Road-110 003 or at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2009

No. Of Shares held \_\_\_\_\_ Regd. Folio No. \_\_\_\_\_

Signature(s) \_\_\_\_\_ Client ID No. \_\_\_\_\_  
(for Demat Shareholders)



**Note:**

1. The Proxy form should be signed across the stamp as per specimen signature(s) registered with the Company.
2. The proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.

**IEC EDUCATION LTD.**  
(Formerly IEC Softwares Limited)  
Registered Office: 5, Sant Nagar, East of Kailash, New Delhi -110 065

**ATTENDANCE SLIP**

I/We hereby record my/our presence at the Fifteenth Annual General Meeting of the Company to be held on Tuesday the September 29, 2009 at 10.00 a.m. at Sri Sathya Sai International Centre, Institutional Area, Pragati Vihar, Lodhi Road, New Delhi 110003 or at any adjournment thereof.

Full Name of the Member (in block letters) \_\_\_\_\_

Registered Folio No. \_\_\_\_\_ Client ID No. \_\_\_\_\_  
(for Demat Shareholders)

Full Name of Proxy (in block letters) \_\_\_\_\_

Signature(s) of the Member or Proxy(s) present: \_\_\_\_\_

**Note:**

1. Please complete this Attendance Slip and hand it over at the entrance of the venue of the meeting for verification.
2. Only members or their proxies with this Attendance Slip will be allowed to attend the meeting.



## **IEC Education Limited**

(Formerly known as IEC Softwares Ltd.)

**Regd Office:**

5, Sant Nagar, East of Kailash  
New Delhi-110 065

**Office :**

M-92, Connaught Place  
New Delhi-110 001

**E-mail:** [iec@iecgroun.in](mailto:iec@iecgroun.in)

[www.iecgroun.in](http://www.iecgroun.in), [www.iec.edu.in](http://www.iec.edu.in)