

IEH CORPORATION  
Form DEF 14A  
September 23, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No.     )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**IEH Corporation**  
**(Name of Registrant as Specified In Its Charter)**

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**IEH CORPORATION**

**140 58th Street, Bldg. B, Suite 8E**

**Brooklyn, New York 11220**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**To Be Held on Thursday, October 23, 2014**

To the Shareholders of IEH CORPORATION:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of IEH CORPORATION ("IEH" or the "Company") will be held at the Company's offices at 140 58th Street, Bldg. B, Suite 8E, Brooklyn, New York 11220 on Thursday, October 23, 2014 at 10:00 a.m., New York time, for the following purposes:

1. To elect one (1) Class I Director to IEH's Board of Directors to hold office for a period of two years or until their successors are duly elected and qualified;
2. To hold a non-binding advisory vote on the compensation of our named executive officers;
3. To hold a non-binding advisory vote on the frequency of future advisory votes on the compensation of our named executive officers;
4. To ratify the appointment of Jerome Rosenberg, CPA, P.C. as our independent registered public accounting firm; and
5. To transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

The close of business on Monday, September 15, 2014 has been fixed as the Record Date for the determination of shareholders entitled to notice of, and to vote at, the Annual Meeting and any adjournment thereof.

You are cordially invited to attend the Annual Meeting. Whether or not you plan to attend, or to assure that your shares are represented at the Annual Meeting, please complete, date and sign the accompanying proxy and return it

promptly in the enclosed envelope. If you do attend, you may revoke any prior proxy and vote your shares in person if you wish to do so. Any prior proxy will automatically be revoked if you execute the accompanying proxy or if you notify the Secretary of IEH, in writing, prior to the Annual Meeting of Shareholders. We have included a postage-prepaid envelope for your use. Submitting a signed proxy will not affect your right to attend the meeting and vote in person.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders on Thursday, October 23, 2014**

The Proxy Statement and Our Annual Report to Shareholders for the Fiscal Year Ended

March 28, 2014 are available at: <http://www.cfpproxy.com/0795>

By Order of the Board of Directors  
Robert Knoth  
Chief Financial Officer and Secretary

Dated: September 16, 2014

**YOUR VOTE IS VERY IMPORTANT**

**WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY AND MAIL IT PROMPTLY IN THE ENCLOSED ENVELOPE IN ORDER TO ASSURE REPRESENTATION OF YOUR SHARES. NO POSTAGE NEED BE AFFIXED IF MAILED IN THE UNITED STATES.**

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**IEH CORPORATION**

**140 58<sup>th</sup> Street**

**Building B, Suite 8E**

**Brooklyn, New York 11220**

**PROXY STATEMENT FOR THE IEH CORPORATION**

**ANNUAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON THURSDAY, OCTOBER 23, 2014**

This proxy statement and the accompanying form of proxy have been mailed on or about Tuesday, September 23, 2014 to the holders of record on Monday, September 15, 2014 (the "Record Date") of the common stock, par value \$.01 per share ("Common Stock") of IEH CORPORATION, a New York corporation ("IEH" or the "Company") in connection with the solicitation of proxies by the Board of Directors of IEH for use at the Annual Meeting of Shareholders to be held on Thursday, October 23, 2014 at 10:00 a.m., New York time, at IEH's offices at 140 58th Street, Suite 8E, Brooklyn, New York 11220, and at any adjournment thereof.

**SOLICITATION, VOTING AND REVOCABILITY OF PROXIES**

Shares of IEH's Common Stock represented by an effective proxy in the accompanying form will, unless contrary instructions are specified in the proxy, be voted:

1. **FOR** the election of the ONE (1) person nominated by the Board of Directors to serve as Class I Director (Proposal 1).
2. **FOR** the resolution approving the compensation of the named executive officers, as disclosed in this proxy statement pursuant to the compensation disclosure rules of the SEC (Proposal 2).
3. **FOR** the recommendation with respect to the frequency for shareholder approval of an advisory vote on executive compensation to be held every year (Proposal 3).

**FOR** the ratification of Jerome Rosenberg, CPA P.C., as our independent registered public accounting firm for the  
4. fiscal year ending March 27, 2015 (Proposal 4);

**FOR** such other matters as may properly come before the Annual Meeting (including any vote to adjourn the  
5. meeting) or any adjournment thereof and for which the persons named on the enclosed proxies determine, in their  
sole discretion, to vote in favor.

Any such proxy may be revoked at any time before it is voted. A shareholder may revoke this proxy by notifying the  
Secretary of IEH either in writing prior to the Annual Meeting or in person at the Annual Meeting, by submitting a  
proxy bearing a later date or by voting in person at the Annual Meeting.

On September 15, 2014, the Record Date, there were issued and outstanding 2,303,468 shares of the Company's  
Common Stock. Only holders of Common Stock of record at the close of business on the Record Date are entitled to  
receive notice of and to vote at the Annual Meeting and postponement thereof. Each share of Common Stock is  
entitled to one vote on each matter submitted to shareholders.

### **Quorum**

The presence of a majority of the holders of the outstanding shares of Common Stock entitled to vote, in person or  
represented by proxy, will constitute a quorum for the transaction of business. Shares are counted as present at the  
Annual Meeting if you are present in person at the Annual Meeting, or if you have properly submitted a proxy. In  
addition, abstentions and broker non-votes are counted as present at the Annual Meeting for the purpose of  
determining the presence of a quorum. A "broker non-vote" occurs when a broker, bank or other nominee holding shares  
for a beneficial owner in "street name" does not vote on a particular proposal because the broker, bank or other nominee  
does not have discretionary voting power with respect to that proposal and has not received voting instructions from  
the beneficial owner.

### **Voting Required**

Election of Directors (Proposal 1) is by a plurality of the votes cast at a meeting of the shareholders by the holders of  
shares entitled to vote in the election with the one (1) nominee receiving the highest vote totals to be elected as a Class  
I Director of IEH. Broker non-votes and properly executed proxies marked "WITHHOLD" with respect to the election  
of a director will not be voted with respect to the director indicated. Votes that are withheld and broker non-votes will  
not affect the outcome of the election of directors.



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The affirmative vote of a majority of the shares of Common Stock represented in person or by proxy and entitled to vote is required to approve the advisory vote on executive compensation in Proposal 2. Because this vote is advisory and is not binding on our Board of Directors, the directors will take into account the outcome of the vote when considering future executive compensation arrangements as it deems appropriate. Abstentions will have the same effect as voting against the resolution. Because broker non-votes are not counted as votes for or against this resolution, they will have no effect on the outcome of the vote.

With respect to Proposal 3, the advisory vote on the frequency of future advisory votes on executive compensation, the proxy card provides spaces for a shareholder to vote for the option of every one year, two years or three years as the frequency with which shareholders will have an advisory vote on executive compensation, or to abstain. If none of the three frequency options receives the vote of the holders of a majority of the votes cast, we will consider the frequency option (one year, two years or three years) receiving the highest number of votes cast by shareholders to be the frequency that has been recommended by shareholders. This vote is advisory only and not binding on the company. The Board of Directors may decide that it is in the best interest of our shareholders and the Company to hold future executive compensation advisory votes more or less frequently, but in no case less frequently than every three years. Abstentions and broker non-votes will have no effect on the outcome of the vote for this proposal.

The ratification of the appointment of Jerome Rosenberg CPA, P.C. as our independent registered public accounting firm for fiscal year 2015 (Proposal 4) requires the affirmative vote by holders of at least a majority of the shares of IEH's common stock who attend the Annual Meeting in person or are represented at the meeting by proxy and who cast votes. Abstentions will have the effect of a vote against this proposal, while broker non-votes will not be taken into account in determining the outcome of the vote on this proposal.

Any other matter properly submitted to the shareholders will require the affirmative vote of a majority of the shares represented and entitled to vote, in person or by proxy, at the Annual Meeting, unless a greater percentage is required either through law or by our amended certificate of incorporation or bylaws. If you "abstain" from voting on any of these matters, your abstention will be considered as present and entitled to vote for purposes of determining the presence of a quorum, but will have the effect of a vote against the particular matter. In addition, the proxy confers discretionary authority to the persons named in the proxy authorizing those persons to vote, in their discretion, on any other matters properly presented at the Annual Meeting of shareholders. The Board of Directors is not currently aware of any such other matters. If any other matter does properly come before the Annual Meeting, the Board of Directors intends that the persons named in the enclosed form of proxy will vote on such matter in accordance with their judgment. The persons named as proxies may propose one or more adjournments of the Annual Meeting to permit further solicitations of proxies or for other reasons. Any such adjournment would require the affirmative vote of the majority of the outstanding shares present in person or represented by proxy at the Annual Meeting.

## **Manner of Voting**

Shareholders whose shares of Common Stock are registered in their own names may vote by mailing a completed proxy card as an alternative to voting in person at the Annual Meeting. Instructions for voting by mail are set forth on the enclosed proxy card and are summarized below. For shares held in street name, please refer to the voting instruction card included by your broker, bank or other nominee. The Company does not offer voting by telephone or via the Internet. To vote by mail, please submit your proxy by signing your proxy card and mailing it in the enclosed, postage-prepaid envelope. If you choose to vote in person, you can attend the Annual Meeting and cast your vote in person.

If you are a registered holder, your shares will be voted in the manner that you indicate in your proxy. The proxy card provides spaces for you to vote "FOR," or to "WITHHOLD" your authority to vote your shares for the nominee for Class I Director (Proposal 1). The proxy card also provides spaces for you to vote "FOR" or "AGAINST" or "ABSTAIN" for voting

in connection with Proposals 2 and 4. For Proposal 3, the proxy card provides spaces for a shareholder to vote for the option of every one year, two years or three years as the frequency with which shareholders will have an advisory vote on executive compensation, or to abstain. If you sign and return your proxy card but do not specify how you want to vote your shares, the persons named as proxy holders on the proxy card will vote your shares in accordance with the recommendations of the Board of Directors as described below under the caption "Recommendations of the Board of Directors." If any other business properly comes before the shareholders for a vote at the Annual Meeting, or at any adjournments or any postponements of the meeting, your shares will be voted according to the discretion of the holders of the proxy.

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### *Shares Held in Street Name*

If you hold your shares in street name, you should follow the directions provided by your broker, bank or other nominee regarding how to instruct your broker or nominee. If you provide specific voting instructions, your shares will be voted as you instruct. If you sign but do not provide instructions, your shares will be voted as described below. Many banks and brokerage firms have a process for their beneficial holders to provide instructions over the phone or via the Internet. If Internet or telephone voting is unavailable from your bank or brokerage firm, please complete and return the enclosed voting instruction card in the addressed, postage paid envelope provided. If you hold your shares in “street name” through a broker, bank or other nominee, then the broker who holds your shares has the authority under the applicable stock exchange rules to vote on certain items when they have not received instructions from you. If you hold your shares in street name it is critical that you cast your vote if you want it to count in the Election of Directors (Proposal 1) and with respect to Proposal 2 (advisory vote on executive compensation) and Proposal 3 (advisory vote on the frequency of future advisory votes on executive compensation). In prior years, if you held your shares in street name and you did not indicate how you wanted your shares voted in the Election of Directors, your bank, broker or other nominee was allowed to vote those shares on your behalf in the Election of Directors as they felt appropriate. Recent changes in the proxy rules and regulations were made to take away the ability of your bank, broker or other nominee to vote your uninstructed shares in the Election of Directors on a discretionary basis. Thus, if you hold your shares in street name and you do not instruct your bank, broker or other nominee how to vote in the Election of Directors, no votes will be cast on your behalf. Your bank, broker or other nominee will, however, continue to have discretion to vote any uninstructed shares on the ratification of the appointment of the Company’s independent registered public accounting firm (Proposal 4).

### **Revocation of Proxies**

Any proxy may be revoked at any time before it is voted at the Annual Meeting. A shareholder may revoke a proxy by submitting a proxy bearing a later date or by notifying the Secretary of IEH either in writing prior to the Annual Meeting or in person at the Annual Meeting. Revocation is effective only upon receipt of such notice by the Secretary of IEH. Shareholders who hold their shares through a broker, bank or other nominee and wish to vote at the Annual Meeting must bring to the meeting a letter from the broker, bank or other nominee confirming their beneficial ownership of the shares to be voted.

### **Solicitation of Proxies**

IEH will bear the cost of the solicitation of proxies by the Board of Directors. The Board of Directors may use the services of its executive officers and certain directors to solicit proxies from shareholders in person and by mail, telegram and telephone. Arrangements may also be made with brokers, fiduciaries, custodians and nominees to send proxies, proxy statements and other material to the beneficial owners of IEH’s Common Stock held of record by such persons, and IEH may reimburse them for reasonable out-of-pocket expenses incurred by them in so doing. Rules adopted by the Securities and Exchange Commission (“SEC”) allow companies to send shareholders a notice of Internet availability of proxy materials, rather than mail them full sets of proxy materials. This year, we chose to mail full packages of materials to our shareholders. However, in the future we may take advantage of this new distribution

option. If, in the future, we choose to send such notices, they would contain instructions on how shareholders can access our notice of annual meeting and proxy statement via the Internet. It would also contain instructions on how shareholders could request to receive their materials electronically or in printed form on a one-time or ongoing basis. For this year's Annual Meeting, the Company does not offer voting by telephone or via the Internet.

### **Annual Report**

The Annual Report to Shareholders on Form 10-K for the fiscal year ended March 28, 2014, including financial statements, accompanies this proxy statement. Any reference in this proxy statement to the "year" or the "fiscal year" means IEH's fiscal year commencing March 30, 2013 to and including March 28, 2014, unless otherwise specifically indicated. This proxy statement and the Annual Report to Shareholders for the fiscal year ended March 28, 2014, are available at: <http://www.cfpproxy.com/0795>

### **Principal Offices**

The principal executive offices of IEH are located at 140 58th Street, Bldg. B, Suite 8E, Brooklyn, New York 11220. IEH's telephone number is (718) 492-4440.

### **Recommendation of the Board of Directors**

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The recommendations of our Board of Directors are set forth in the description of the matters to be acted on in this proxy statement. In summary, our Board of Directors recommends a vote:

**FOR** election of the one (1) nominee for Class I Director (See Proposal 1);

**FOR** the resolution approving the compensation of the named executive officers, as disclosed in this proxy statement pursuant to the compensation disclosure rules of the SEC (See Proposal 2);

**FOR** the recommendation of an advisory vote regarding the frequency of shareholder approval on executive compensation every year (See Proposal 3); and

**FOR** the ratification of Jerome Rosenberg CPA, P.C. as our independent registered public accounting firm for fiscal year 2015 (See Proposal 4).

With respect to any other matter that properly comes before the Annual Meeting, including any motion to adjourn the Annual Meeting, the proxy holders will vote as recommended by the Board of Directors or, if no recommendation is given, they will vote in their own discretion. If you sign and return your proxy card but do not specify how you want to vote your shares, the persons named as proxy holders on the proxy card will vote in accordance with the recommendations of the Board of Directors.

**QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS**

**Why am I receiving this proxy statement?**

This proxy statement describes the proposal on which our Board of Directors of IEH Corporation would like you, as a shareholder, to vote at the Annual Meeting of the Shareholders of the Company, which will take place on Thursday, October 23, 2014 at 10:00 a.m. at the Company's offices. It also gives you information on this proposal so that you can make an informed decision. We intend to mail this proxy statement and accompanying proxy card on or about Tuesday, September 23, 2014 to all shareholders of record entitled to vote at the Annual Meeting as of Monday, September 15, 2014, the Record Date.

In this proxy statement, we refer to IEH Corporation as "IEH," the "Company," "we," "us" or "our."

**Who can vote at the Annual Meeting of Shareholders?**

Shareholders who owned shares of Common Stock on Monday, September 15, 2014, the Record Date, may attend and vote at the Annual Meeting. Each share is entitled to one vote. There were 2,303,468 shares of the Company's Common Stock outstanding on Monday, September 15, 2014. All shares of Common Stock shall vote together as a single class. Information about the shareholdings of our directors and executive officers is contained in the section of this proxy statement entitled "**Voting Securities and Security Ownership of Certain Beneficial Owners and Management**" on pages 20 through 21 of this proxy statement.

**What is the proxy card?**

The proxy card enables you to appoint Michael Offerman, our President and Chief Executive Officer, and Robert Knoth, our Chief Financial Officer and Secretary, as your representatives at the Annual Meeting. By completing and returning the proxy card, you are authorizing each of these persons to vote your shares at the Annual Meeting in accordance with your instructions on the proxy card. This way, your shares will be voted whether or not you attend the Annual Meeting. Even if you plan to attend the Annual Meeting, it is a good idea to complete and return your proxy card before the Annual Meeting date just in case your plans change. If a proposal comes up for vote at the Annual Meeting that is not on the proxy card, the proxies will vote your shares, under your proxy, according to their best judgment.

**What am I voting on?**

At the Annual Meeting you are being asked to vote on four (4) specific items as follows:

First is the election of Michael Offerman as Class I Director on the Board of Directors of IEH. Mr. Offerman is currently a Director of the Company.

Second, you are being asked to vote on and approve a resolution approving the compensation of the named executive officers, as disclosed in this proxy statement pursuant to the compensation disclosure rules of the SEC.

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Third, you are being asked to vote on and approve the recommendation of the Board of Directors regarding the frequency for a non-binding advisory vote by shareholders on executive compensation to be taken every year.

Fourth, at the Annual Meeting you are also being asked to ratify Jerome Rosenberg CPA, P.C. as our independent registered public accounting firm for the fiscal year ending March 27, 2015.

We are unaware of any other possible business to be addressed at the Annual Meeting; however, we will also transact any other business that properly comes before the Annual Meeting in accordance with our By-Laws.

**How does the Board of Directors recommend that I vote?**

Our Board of Directors unanimously recommends a vote FOR election of the nominee for Class I Director (See Proposal 1).

Our Board of Directors unanimously recommends a vote FOR the resolution approving the compensation of the named executive officers, as disclosed in this proxy statement pursuant to the compensation disclosure rules of the SEC (See Proposal 2).

Our Board of Directors unanimously recommends regarding the frequency for shareholder approval that a non-binding advisory vote by shareholders on executive compensation be taken every year (See Proposal 3).

Our Board of Directors unanimously recommends a vote FOR the ratification of Jerome Rosenberg CPA, P.C. as our independent registered public accounting firm for fiscal year 2015 (See Proposal 4).

With respect to any other matter that properly comes before the Annual Meeting, the proxy holders (Michael Offerman and Robert Knoth) will vote as recommended by the Board of Directors, or if no recommendation is given, they will vote in their own discretion. If you sign and return your proxy card but do not specify how you want to vote your shares, the persons named as proxy holders on the proxy card will vote in accordance with the recommendations of the Board of Directors.

**What is the difference between holding shares as a shareholder of record and as a beneficial owner?**

Most of our shareholders hold their shares beneficially in an account at a brokerage firm, bank or other nominee holder, rather than holding share certificates in their own name. As summarized below, there are some distinctions between shares held record and those owned beneficially.

#### *Shareholder of Record*

If on Monday, September 15, 2014, the Record Date, your shares were registered directly in your name with our transfer agent, Registrar and Transfer Company, you are a shareholder of record who may vote at the Annual Meeting, and we are sending these proxy materials directly to you. As the shareholder of record, you have the right to direct the voting of your shares by returning the enclosed proxy card to us or to vote in person at the Annual Meeting. Whether or not you plan to attend the Annual Meeting, please complete, date and sign the enclosed proxy card to ensure that your vote is counted.

#### *Beneficial Owner*

If on Monday, September 15, 2014, the Record Date, your shares are held in an account at a brokerage firm or at a bank or other nominee holder, you are considered the beneficial owner of shares held “in street name,” and these proxy materials are being forwarded to you by your broker, bank or other nominee holder who is considered the shareholder of record for purposes of voting at the Annual Meeting. As the beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote your shares and to attend the Annual Meeting. If your shares are registered in the name of a bank, other nominee holder or brokerage firm you will receive instructions from your holder of record that must be followed in order for the record holder to vote the shares per your instructions. If you provide specific voting instructions your shares will be voted as you instruct. If you sign but do not provide instructions, your shares will be voted as described below. Many banks and brokerage firms have a process for their beneficial holders to provide instructions over the phone or via the Internet. If Internet or telephone voting is unavailable from your bank or brokerage firm, please complete and return the enclosed voting instruction card in the addressed, postage paid envelope provided. If you hold your shares “in street name” through a broker, bank or other nominee holder, then the broker, bank or other nominee holder who holds your shares has the authority under the applicable stock exchange rules to vote on certain items when they have not received instructions from you. If you hold your shares “in street name” it is critical that you cast your vote, if you want it to count in the election of directors (Proposal 1) and with respect to Proposal 2 (advisory vote on executive compensation) and Proposal 3 (advisory vote on the frequency of future advisory votes on executive compensation). In the prior years, if you held your shares “in street name” and you did not indicate how you wanted your shares voted in the election of directors, your bank, broker or other nominee was allowed to vote your shares on your behalf in the election of directors as they felt appropriate. Recent changes in regulation were made to take away the ability of your bank, broker or other nominee to vote your uninstructed shares in the election of directors on a discretionary basis. Thus, if you hold your shares “in street name” and you do not instruct your bank, broker or other nominee how to vote in the election of directors, no votes will be cast on your behalf. Your bank, broker or other nominee will, however, continue to have discretion to vote your uninstructed shares on the ratification of the appointment of the Company’s independent registered public accounting firm (Proposal 4). **If you are a beneficial owner, please complete the voting instruction card and return it as instructed to your brokerage firm, bank or other nominee holder so your shares of Common Stock will be**



**counted toward a quorum and voted at the Annual Meeting.**

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**How do I vote?**

There are two methods to vote at the Annual Meeting – either by mail or by attending the meeting in person. The Company does not offer voting by telephone or via the Internet.

(1) You may vote by mail.

You may vote by mail by completing, signing and dating your proxy card and returning it in the enclosed, postage-paid and addressed envelope. If you mark your voting instructions on the proxy card, your shares will be voted:

as you instruct; and

according to the best judgment of Messrs. Offerman or Knoth if a proposal comes up for a vote at the Annual Meeting that is not on the proxy card.

If you return a signed card, but do not provide voting instructions, your shares will be voted:

- to approve the election of the nominated person as a Class I Director to the Company's Board of Directors;
- to approve the resolution approving the compensation of the named executive officers, as disclosed on this proxy statement pursuant to the compensation disclosure rules of the SEC;
- to approve the recommendation of the Board of Directors regarding the frequency for shareholder approval that a non-binding advisory vote on executive compensation to be taken every year;
- to ratify the appointment of the Company's independent registered public accounting firm for the fiscal year ending March 27, 2015; and

according to the best judgment of Messrs. Offerman and Knoth if a proposal comes up for a vote at the Annual Meeting that is not on the proxy card.

(2) You may vote in person at the Annual Meeting.

We will pass out written ballots to anyone who wants to vote at the Annual Meeting. However, if you hold your shares in street name, you must bring to the Annual Meeting a valid proxy from the broker, bank or other nominee holding your shares that confirms your beneficial ownership of the shares and gives you the right to vote your shares. Holding shares in street name means you hold them through a brokerage firm, bank or other nominee, and therefore the shares are not held in your individual name. We encourage you to examine your proxy card closely to make sure you are voting all of your shares in the Company.

**What does it mean if I receive more than one proxy card?**

You may have multiple accounts at the transfer agent and/or with stockbrokers. Please sign and return all proxy cards to ensure that all of your shares are voted.

**What if I change my mind after I return my proxy?**

You may revoke your proxy and change your vote at any time before the polls close at the Annual Meeting. You may do this by:

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· sending a written notice to the Secretary of the Company, Mr. Robert Knoth, stating that you would like to revoke your proxy of a particular date; and

· signing another proxy card with a later date and returning it before the polls close at the Annual Meeting, or attending the Annual Meeting and voting in person.

Please note, however, that if your shares are held of record by a brokerage firm, bank or other nominee, you must instruct your broker, bank or other nominee that you wish to change your vote by following the procedures on the voting form provided to you by the broker, bank or other nominee. If your shares are held in street name, and you wish to attend the Annual Meeting and vote at the Annual Meeting, you must bring to the Annual Meeting a legal proxy from the broker, bank or other nominee holding your shares, confirming your beneficial ownership of the shares and giving you the right to vote your shares.

**Will my shares be voted if I do not sign and return my proxy card?**

If your shares are held in street name or in your name and you do not sign and return your proxy card, your shares will not be voted unless you vote in person at the Annual Meeting. Therefore, we urge you to fully execute your proxy card and return it so your vote will be counted.

**How are votes counted?**

You may vote “For” or “Withhold Authority” on electing the nominated person to be Class I Director on the Board of Directors (Proposal 1), and “For” or “Against” or “Abstain” with respect to the: (i) non-binding advisory vote on the compensation of our named executive officers (Proposal 2); (ii) non-binding advisory vote on the frequency of future advisory votes on the compensation of our named executive officers (Proposal 3); and (iii) ratification of Jerome Rosenberg CPA, P.C., as our independent registered public accounting firm for fiscal year 2015 (Proposal 4).

**How many shareholders are needed either in person or by proxy to hold the Annual Meeting?**

To hold the Annual Meeting and conduct business, a majority of the Company’s outstanding shares of Common Stock entitled to vote, in person or represented by proxy, must be present at the Annual Meeting. This is called a quorum.

Shares are counted as present at the Annual Meeting if the shareholder either:

is present and votes in person at the Annual Meeting; or

has properly submitted a proxy card.

**How many votes are required to elect the nominated person to be Class I Director on the Board of Directors?**

The affirmative vote of a plurality of the votes cast at the Annual Meeting of the shareholders by the holders of shares of Common Stock entitled to vote in the election is required to elect each director.

**How many votes are required to approve other matters that may come before the shareholders at the Annual Meeting?**

An affirmative vote of a majority of the votes cast at the Annual Meeting is required for approval of all other items being submitted to the shareholders for their consideration.

**What happens if I don't indicate how to vote my proxy?**

If you just sign your proxy card without providing further instructions, your shares will be counted as a “**FOR**” vote for the election of the person nominated to be Class I Director (See Proposal 1). Your shares will also be counted as a “**FOR**” vote: (i) to approve the resolution approving the non-binding advisory vote on the compensation of the named executive officers (See Proposal 2); (ii) to approve the recommendation of the Board of Directors regarding the frequency of shareholder approval that a non-binding advisory vote on executive compensation to be taken every year (See Proposal 2); and (iii) to ratify the appointment of the Company's independent registered public accounting firm for the fiscal year ending March 27, 2015 (See Proposal 4).

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**Is my vote kept confidential?**

Proxies, ballots and voting tabulations identifying shareholders are kept confidential and will not be disclosed except as may be necessary to meet legal requirements.

**Where do I find the voting results of the Annual Meeting?**

We will announce preliminary voting results at the Annual Meeting. We will also publish the final results in our quarterly report on Form 10-Q for the fiscal quarter following the results of the voting on this matter. We will file that report with the SEC, and you can obtain a copy by calling the SEC at 1-800-SEC-0330 for the location of the nearest public reference room, or through the EDGAR system at *www.sec.gov*.

**Who can help answer my questions?**

You can contact our corporate headquarters at (718) 492-4440 or by sending to Mr. Robert Knoth at 140 58th Street, Bldg. B, Suite 8E, Brooklyn, New York 11220, any questions about proposals described in this proxy statement or how to execute your vote.

**PROPOSAL 1**

**ELECTION OF DIRECTORS**

**Board Structure and Nominees**

IEH's Certificate of Incorporation provides that the directors of IEH are to be elected in two (2) classes; each class to be elected to a staggered two (2) year term and until their successors are duly elected and qualified. The Board of Directors currently consists of three (3) members divided into two (2) classes with one Class I Member and two Class II Members. The Bylaws of IEH provide that the Board shall consist of between three and eleven persons, and the Board has currently set the number of persons on the Board at four (4) members. One Class I Director vacancy exists on the Board which has not been filled.

The person nominated for election to IEH's Board of Directors at the Annual Meeting is Michael Offerman who will serve, if elected, as Class I Director of the Board. The nominee currently serves on the Board of Directors.

The affirmative vote of a plurality of the votes cast at a meeting of the shareholders by the holders of shares of Common Stock entitled to vote in the election is required to elect each Director. All proxies received by the Board of Directors will be voted for the election as Directors of the nominee as indicated below if no direction to the contrary is given. In the event that the nominee is unable to serve, the proxy solicited hereby may be voted, in the discretion of the holder of the proxy, for the election of another person in his stead. The Board of Directors knows of no reason to anticipate this will occur. No family relationships exist between any Director or nominee for election as a Director.

**THE BOARD OF DIRECTOR RECOMMENDS THAT YOU VOTE “FOR” THE ONE (1) NOMINEE FOR CLASS I DIRECTOR AS DESCRIBED IN THIS PROPOSAL 1.**

The following table sets forth certain information as of the date hereof with respect to all of the Directors of IEH, including the one (1) nominee for election as Class I Director to IEH's Board of Directors at the Annual Meeting. The information provided below indicates the Directors whose terms of office expire at the Annual Meeting and the Directors whose term of office expires in 2015. The Director whose term of office expires at the Annual Meeting is the person nominated to be Class I Director for election at the Annual Meeting.

Name	Director <u>Since</u>	Age	Position with Company	Term Expires
Michael Offerman	1973	73	Chairman of the Board of Directors and President	2014
Allen Gottlieb	1992	73	Director	2015
Gerald E. Chafetz	2009	71	Director	2015

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**Michael Offerman** (Nominee) has been a member of IEH's Board of Directors since 1973. In

May, 1987, Mr. Offerman was elected President and Chief Executive Officer of IEH and has held that position since that date. Prior to his becoming President and Chief Executive Officer, Mr. Offerman served as Executive Vice-President of IEH.

**Allen Gottlieb** has been a member of IEH's Board of Directors since 1992. Mr. Gottlieb is retired. Mr. Gottlieb was previously engaged in the practice of law for 40 years, specializing in Labor-Management Relations.

**Gerald E. Chafetz.** Mr. Chafetz, 68, has been a member of IEH's Board of Directors since 2009. He is the President of GEC Enterprises, LLC which he founded in April 2010. GEC Enterprises LLC provides consulting services to property management companies and a group of window and door retain stores. Prior to April 2010, Mr. Chafetz had been the President of Capitol City Companies since 1989. Capitol City Companies is a property management and home improvement business headquartered in Hartford, Connecticut. Prior to founding Capitol City Companies, he had an extended 22-year executive career in the textile industry with several knitwear and high fashion companies.

**Other Executive Officers**

**Robert Knoth** joined IEH as Controller in January, 1990 and was elected Treasurer and Chief Financial Officer of IEH in March, 1990. Mr. Knoth was elected as Secretary of IEH in September 1992 and Mr. Knoth has held these positions since said dates. From 1986 to January, 1990, Mr. Knoth was employed as controller by G&R Preuss, Inc., a company engaged in the business of manufacturing truck bodies and accessories.

**Significant Employees**

**Joan Prideaux** joined the Company in April 1994, as Director of Sales and Marketing. Joan has been in the connector business over 30 years and brings this experience to IEH. Prior to joining us, she was employed by Automatic Connector as Director of Sales.

**Mark Iskin** is the Director of Purchasing, a position he has held since September 2000. On April 14, 2011, the Board of Directors appointed Mark to the position of Vice-President – Operations. Prior to joining the Company, Mr. Iskin worked as a materials and purchasing specialist in manufacturing and distribution companies. In his last position with an industrial distributor, Mr. Iskin was responsible for purchasing and managing vendors for the cutting tool section of the catalog. In addition, he participated in setting up and developing the Company's forecasting and planning software related to that department's procedures.



**David Offerman** joined IEH in September 2004 as the National Sales Manager. On April 14, 2011, the Board of Directors appointed David to the position of Vice-President – Sales and Marketing. Prior to joining IEH, David worked as an account executive and sales manager in the telecommunication industry. David is the son of Michael Offerman, President and Chief Executive Officer of the Company.

**Robert Romeo** serves as Vice President of Engineering for IEH, a position he has held since October 2005. Robert has corporate responsibility for engineering products and driving product enhancements to satisfy the demanding application requirements of IEH customers. In addition, Robert is tasked with engineering new product developments in the IEH connector offerings to broaden the market base of potential customers. These new connectors will introduce the traditional IEH quality and value to industries that specify exceptional reliability and performance in electrical and electronic equipment. Before joining IEH, Robert worked for more than 20 years in positions of increasing responsibility for major national manufacturers of electrical and electronic goods for residential, industrial, government and OEM markets.

**Paul Tzetzos** joined IEH in November 2005 as a Quality Assurance Director. Paul has

over 20 years of experience in the field of Quality Assurance with the last 15 years as Director/Manager. He is a degreed Engineer, with diversified knowledge in developing, implementing, maintaining, and improving Quality Systems, such as, ISO 9001:2000, EECS, MIL-Q-9858A, ETC. A certified Lead and Internal Auditor, Paul has a great deal of knowledge concerning military and industry specifications and standards.

#### **Compliance with Section 16(a) of the Exchange Act**

Section 16(a) of the Exchange Act, requires the Company's directors and officers and persons who own, directly or indirectly, more than 10% of a registered class of IEH's equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of Common Stock of IEH.

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Officers, directors and greater than 10% shareholders are required under federal law to furnish the Company with copies of all Section 16(a) reports that they file. Based solely on review of the copies of such reports received by the Company, the Company believes that filing requirements applicable to officers, directors and 10% shareholders were complied with during the 2014 fiscal year.

## **Board Committees and Compensation, Board Meetings, and Director Independence**

Our Board of Directors currently consists of three individuals. We believe that two (2) of our directors, Allen Gottlieb and Gerald Chafetz, would both qualify as “independent directors” within the meaning of the term as applied by the Nasdaq Stock Market Rule 4200(a)(15). Our shares of Common Stock are not listed on the Nasdaq Stock Market.

Since the Board of Directors has historically and will in the immediate future consist of only a small number of directors, we have not formed any Board committees. All matters relating to audit, compensation, nominations and corporate governance are considered and acted upon by our Board of Directors. Each Director receives an annual fee of \$2,000 for serving as a member of the Board of Directors each fiscal year.

During the fiscal year ended March 28, 2014, the Board of Directors held one meeting by telephone conference call. All Directors participated in such meeting of the Board. In addition, during the fiscal year ended March 28, 2014, the Board of Directors took action by unanimous written consent on two occasions.

## **Compensation Committee Interlocks and Insider Participation in Compensation Decisions**

The Board does not have a Compensation Committee. There are no interlocks between our Directors and Directors of other companies.

## **Audit Committee and Audit Committee Financial Expert**

We do not have an Audit Committee of the Board. Because of our small size of operations and because our shares of Common Stock are not traded on an exchange or on the Nasdaq Stock Markets, we are not required by law or applicable regulations to have an Audit Committee. The Board of Directors acts as a whole with respect to matters which might otherwise be acted upon by an Audit Committee. Further, as a result of our financial condition, and limited financial resources to obtain directors’ and officers’ insurance and to provide financial incentives to Board members, we have been unable to attract other qualified persons to serve on our Board.

## Nominations to the Board of Directors

Given the small size of our operations, we do not have a separate Nominating Committee of our Board of Directors. As a result, our Board acts as a whole with respect to the consideration of additional candidates for service on the Board. The Board considers candidates for election to our Board of Directors, whether recommended by security holders or otherwise, in accordance with the following criteria, applicable to all candidates:

- Nominees shall have a reputation for integrity, honesty and adherence to high ethical standards;

Nominees should have demonstrated business acumen, experience and the ability to exercise sound judgment in matters that relate to current and long-term objectives of IEH and should be willing and able to contribute positively to our decision-making process;

Nominees should have a commitment to understand IEH and its industries and to regularly attend and participate in meetings of the Board and its committees;

Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of IEH, which include shareholders, employees, customers, governmental units, creditors and the general public, and to act in the interests of all shareholders;

Nominees should not have, nor appear to have, a conflict of interest that would impair the nominees' ability to represent the interests of all of IEH shareholders and to fulfill the responsibilities of a director; and

Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, disability or any other basis proscribed by applicable law.

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The renomination of existing directors is not viewed as automatic, but is based on continuing qualification under the criteria set forth above. In addition, the Board considers the existing directors' performance on the Board and any committee thereof. The Board also considers the backgrounds and qualifications of the directors considered as a group and our ability to attract other persons to serve in light of our industry, financial condition and financial resources. The Board desires to ensure that the Board, when taken as a whole, should provide a significant breadth of experience, knowledge and abilities that shall assist the Board in fulfilling its responsibilities. The one person standing for election at the Annual Meeting is being renominated by the Company.

### *Procedure to be Followed by Shareholders in Submitting Director Candidate Recommendations*

Any shareholder who desires the Board to consider one or more candidates for nomination as a director should either by personal delivery or by United States mail, postage prepaid, deliver a written recommendation addressed to the Chairman of the Board of Directors, at 140 58<sup>th</sup> Street Building B, Suite 8E, Brooklyn, New York 11220, not later than: (i) with respect to an election to be held at an Annual Meeting of Shareholders, 120 days prior to the anniversary date of the immediately preceding Annual Meeting; and (ii) with respect to an election to be held at a special meeting of shareholders for the election of directors, the close of business on the 10th day following the date on which notice of such meeting is first given to shareholders. Each written recommendation should set forth: (a) the name and address of the shareholder making the recommendation and of the person or persons recommended; (b) the consent of such person(s) to serve as a director(s) of IEH if nominated and elected; (c) description of how the person(s) satisfy the general criteria for consideration as a candidate referred to above; and (d) a biography or similar information regarding the person being nominated as would satisfy the information requirements required under the rules and regulations of the SEC for inclusion in a proxy statement.

### **Communications with the Board of Directors**

Any shareholder who wishes to communicate with the Board of Directors should send a written letter to the Secretary of the Company, at the Company's principal address. Letters may be directed to the Board as a whole or to individual members.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE ONE (1) NOMINEE FOR CLASS I DIRECTOR AS DESCRIBED IN THIS PROPOSAL 1.**

### **PROPOSAL 2**

#### **ADVISORY VOTE ON EXECUTIVE COMPENSATION**

We are providing our shareholders the opportunity to vote to approve, on an advisory, non-binding basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with the SEC's rules. This proposal, which is commonly referred to as "say-on-pay," is required by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, which added Section 14A to the Exchange Act. Section 14A of the Exchange Act also requires that shareholders have the opportunity to cast an advisory vote with respect to whether future executive compensation advisory votes will be held every one, two or three years, which is the subject of Proposal No. 3.

Our executive compensation programs are designed to attract, motivate, and retain our executive officers, who are critical to our success. Under these programs, our named executive officers are rewarded for the achievement of our near-term and longer-term financial and strategic goals and for driving corporate financial performance and stability. The programs contain elements of cash and equity-based compensation and are designed to align the interests of our executives with those of our shareholders.

The "Executive Compensation and Related Information" section of this proxy statement describes in detail our executive compensation programs and the decisions made by the Board of Directors with respect to the fiscal year ended March 27, 2015. As we describe in this section of the proxy statement, our executive compensation program incorporates a pay-for-performance philosophy that supports our business strategy and aligns the interests of our executives with our shareholders. The Board believes this link between compensation and the achievement of our near- and long-term business goals will help drive our performance over time. At the same time, we believe our program does not encourage excessive risk-taking by management.

Our Board of Directors is asking shareholders to approve a non-binding advisory vote on the following resolution:

RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the disclosure under "Executive Compensation and Related Information," the compensation tables and accompanying narrative disclosure, and any related material disclosed in this proxy statement, is hereby approved.

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As an advisory vote, this proposal is not binding. Neither the outcome of this advisory vote nor that of the advisory vote included in Proposal 3 overrules any decision by the Company or the Board of Directors, creates or implies any change to the fiduciary duties of the Company or the Board of Directors, or creates or implies any additional fiduciary duties for the Company or the Board of Directors. However, our Board of Directors value the opinions expressed by our shareholders in their vote on this proposal and will consider the outcome of the vote when making future compensation decisions for named executive officers.

## **Vote Required and Board Recommendation**

On this non-binding matter, the affirmative vote of the holders of at least a majority of the shares of Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote is required to approve this Proposal 2. **THE BOARD OF DIRECTORS BELIEVES THAT VOTING FOR THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS IS IN THE BEST INTERESTS OF THE COMPANY AND ITS SHAREHOLDERS, AND RECOMMENDS A VOTE FOR THIS PROPOSAL 2.**

## **PROPOSAL 3**

### **ADVISORY VOTE ON THE FREQUENCY OF FUTURE EXECUTIVE COMPENSATION ADVISORY VOTES**

In Proposal 2, we are providing our shareholders the opportunity to vote to approve, on an advisory, non-binding basis, the compensation of our named executive officers. In this Proposal 3, we are asking our shareholders to cast a non-binding advisory vote regarding the frequency of future executive compensation advisory votes. Shareholders may vote for a frequency of every one, two, or three years, or may abstain.

After careful consideration, the Board of Directors believes that an executive compensation advisory vote should be held every year, and therefore our Board of Directors recommends that you vote for a frequency of every ONE YEAR for future executive compensation advisory votes. The Board of Directors believes that an annual executive compensation advisory vote will facilitate more direct shareholder input about executive compensation. An annual executive compensation advisory vote is consistent with our policy of reviewing our compensation program annually, as well as seeking frequent input from our shareholders on corporate governance and executive compensation matters. We believe an annual vote would be the best governance practice for our Company at this time.

The proxy card provides shareholders with the opportunity to choose among four options (holding the vote once every year, every two years or every three years, or abstaining). Therefore, the shareholder vote under this Proposal is not to approve the Board's recommendation but is instead a direct advisory vote on the particular frequency at which each shareholder would like future advisory votes on executive officer compensation to be conducted. You may cast your vote on your preferred voting frequency by choosing the option of one year, two years, three years or you may abstain

from voting on this Proposal 3.

The shareholder vote on this Proposal 3 is advisory and not binding on our Board or the Company and the Board of Directors will take into consideration the outcome of this vote in making a determination about the frequency of future executive compensation advisory votes. Accordingly, the Board may decide that it is in the best interests of our shareholders and the Company to hold the advisory vote to approve executive compensation more or less frequently, but no less frequently than once every three years, as required by the Dodd-Frank Act. However, unless our Board should decide otherwise, the particular frequency that receives the highest number of votes cast by shareholders will be the frequency for future advisory votes on executive compensation. In the future, we will propose an advisory vote on the frequency of the executive compensation advisory vote at least once every six calendar years as required by the Dodd-Frank Act.

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**Vote Required and Board Recommendation**

On this non-binding matter, a shareholder may vote to set the frequency of the “say on pay” vote to occur every year, every two years, or every three years, or the shareholder may vote to abstain. The choice among those four choices that receives the highest number of votes will be deemed the choice of the shareholders.

**THE BOARD OF DIRECTORS BELIEVES THAT AN ANNUAL EXECUTIVE COMPENSATION ADVISORY VOTE IS IN THE BEST INTERESTS OF THE COMPANY AND ITS SHAREHOLDERS AND RECOMMENDS A VOTE FOR EVERY ONE YEAR ON THIS PROPOSAL 3.**

**PROPOSAL 4**

**RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Jerome Rosenberg CPA, P.C. has served as our independent registered public accounting firm since April 1991. The Board of Directors has reappointed Jerome Rosenberg CPA, P.C. as our independent registered public accountants for the fiscal year ending March 27, 2015, and has further directed that management submit the selection of Jerome Rosenberg CPA, P.C. as our independent registered public accountants for ratification by the shareholders at the Annual Meeting. Shareholder ratification of the selection of Jerome Rosenberg CPA, P.C., our independent registered public accounting firm, is not required by our bylaws, New York corporate law or otherwise. The Board of Directors has elected to seek such ratification as a matter of good corporate practice. Should the shareholders fail to ratify the selection of Jerome Rosenberg CPA, P.C. as our independent registered public accounting firm, the Board of Directors will reconsider whether to retain that firm for fiscal year 2015. Even if the selection is ratified, the Board of Directors in its discretion may direct the appointment of a different independent registered accounting firm at any time during the year if they determine that such a change would be in the best interests of our shareholders and the Company. Representatives of Jerome Rosenberg CPA, P.C. are expected to be present at the Annual Meeting, will have an opportunity to make a statement if they so desire, and will be available to respond to appropriate questions.

**Principal Accountant Fees and Services**

The Board of Directors has reappointed Jerome Rosenberg CPA, P.C. as our independent registered public accounting firm for the fiscal year ending March 27, 2015. During the fiscal year ended March 28, 2014, the audit services provided by Jerome Rosenberg CPA, P.C. consisted of examination of financial statements, services relative to filings with the SEC, and consultation in regard to various accounting matters.



During the fiscal years ended March 28, 2014 and March 29, 2013, respectively, the total fees billed for professional audit, non-audit services and other services rendered by our independent registered public accounting firm were as follows:

*Audit Fees.* During the fiscal years ended March 28, 2014 and March 29, 2013, respectively, IEH paid an aggregate of \$50,000 and \$46,400, respectively, each year to Jerome Rosenberg, CPA, P.C. for fees related to the audit of its financial statements.

*Audit Related Fees; Financial Systems Design and Implementation.* During the fiscal years ended March 28, 2014 and March 29, 2013, respectively, no fees were paid to Jerome Rosenberg, CPA, P.C. with respect to financial systems design or implementation.

*Tax Fees.* During the fiscal years ended March 28, 2014 and March 29, 2013, respectively, the Company paid to Jerome Rosenberg, CPA, P.C. the sums of \$4,000 and \$4,000, respectively, for tax compliance, tax advice and tax planning services.

*All Other Fees.* During the fiscal years ended March 28, 2014 and March 29, 2013, respectively, IEH did not pay any other fees for services to its auditor.

The Board of Directors has determined that the services provided by Jerome Rosenberg, CPA, P.C. and the fees paid to it for such services during the fiscal year ended March 28, 2014 has not compromised the independence of Jerome Rosenberg, CPA, P.C. We do not have an Audit Committee of the Board. Because of our small size of operations and because we are not traded on an exchange or on the Nasdaq Stock Markets, we are not required by law or applicable regulations to have an Audit Committee. The Board acts as a whole with respect to all matters which might otherwise be acted upon by an Audit Committee.

#### **Vote Required and Board Recommendation**

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The affirmative vote of the holders of a majority of the votes cast at the Annual Meeting is required for the ratification of Jerome Rosenberg CPA, P.C. as our independent registered public accounting firm for the fiscal year ending March 27, 2015. **THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE RATIFICATION OF JEROME ROSENBERG CPA, P.C. AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2015 AS DESCRIBED IN THIS PROPOSAL 4.**

**EXECUTIVE COMPENSATION AND RELATED INFORMATION****Executive Compensation**

The following table sets forth below the summary compensation paid or accrued by the Company during the fiscal years ended March 28, 2014 and March 29, 2013 for the Company's Chief Executive Officer and Chief Financial Officer:

<b>Name and Principal Position</b>	<b>Year</b>	<b>Salary</b>	<b>Bonus</b>	<b>Other Annual Compensation</b>	<b>Total</b>
Michael Offerman, Chief Executive Officer, President <sup>(1)</sup>	March 28, 2014	\$199,383	\$40,000	\$0	\$239,383
	March 29, 2013	\$202,077	\$35,000	\$0	\$237,077
Robert Knoth, Chief Financial Officer	March 28, 2014	\$159,394	\$33,000	\$0	\$192,394
	March 29, 2013	\$165,077	\$25,000	\$0	\$193,077

<sup>(1)</sup> During the fiscal years ended March 28, 2014 and March 29, 2013, the Company provided automobile allowances to Mr. Offerman. This does not include the aggregate incremental cost to the Company of such automobile allowance.

On September 1, 2009, the Company entered into agreements with each of Michael Offerman, its President and Chief Executive Officer, and Robert Knoth, its Chief Financial Officer, respectively, providing for certain retirement benefits to be payable to each of them after termination of each such officer's active service of employment with the Company. Each agreement provides that each officer's employment with the Company shall be divided into an "active period" and a "retirement period". The active period shall mean the period of time until the officer attains the age of 70 years, or further period of employment beyond such date if extended by mutual agreement of the officer and the Company. The retirement period shall mean the period beginning with the officer attaining the age of 70 years and continuing until 10 years thereafter unless the officer's employment has been previously terminated or extended by the mutual agreement of the officer and the Company. The retirement period shall take effect only on termination of the active period. Pursuant to Mr. Offerman's agreement, he will be entitled to receive \$50,000 per annum and aggregate payments during the retirement period not to exceed \$500,000. Pursuant to Mr. Knoth's agreement, he will be entitled

to receive \$12,000 per annum and aggregate payments during the retirement period not to exceed \$120,000. Messrs. Offerman and Knoth and the Board of Directors have agreed to extend their employment agreements, respectively, for an additional year.

### **Employment Agreements with Named Executive Officers**

The following are summaries of the agreements with our named executive officers. The agreements provide the general framework and the specific terms for the compensation of the named executive officers.

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**Michael Offerman**

On September 4, 2009, the Company entered into an agreement with Mr. Offerman, the terms of which are summarized below, to provide for certain retirement benefits to him.

Under the agreement, Mr. Offerman will be entitled to serve as an executive officer of the Company for the "Active Period" which is defined as such period until he attains the age of 70 years or further period of employment beyond such date if extended by mutual agreement of the Company and Mr. Offerman. The "Retirement Period" is defined as the period beginning with the executive attaining the age of 70 years and continuing until ten (10) years thereafter, unless his employment has been previously terminated or extended by mutual agreement of the Company and the executive. The Retirement Period shall take effect only on termination of the Active Period.

The Active Period shall terminate on the first to occur of the following events: (i) Expiration of the later of either the original time limit for such Active Period, or the renewal or extension thereof by the Company; (ii) executive attaining the age of 70 years, unless his Active Period of employment has been extended by mutual agreement of executive and the Company; (iii) Death of executive before attaining an age of 70 years; (iv) Disability of executive before attaining an age of 70 years; (v) Termination of Executive by mutual consent of executive and the Company before attaining age 70 years; or (vi) The passage of sixty (60) days following receipt by executive of notice in writing from Company's intention to terminate the employment relationship for Cause. "Cause" means: (i) willful malfeasance or willful misconduct by executive in connection with his employment; (ii) executive's gross negligence in performing any of his duties under the employment agreement; (iii) executive's conviction of, or entry of a plea of guilty to, or entry of a plea of nolo contendere with respect to, any crime other than a traffic violation or infraction which is a misdemeanor; (iv) executive's material breach of any written policy applicable to all executives adopted by the Company which is not cured to the reasonable satisfaction of the Company within thirty (30) business days after notice thereof; or (v) material breach by executive of any of his obligations under the employment agreement which is not cured to the reasonable satisfaction of the Company within thirty (30) business days after notice thereof.

The Retirement Period shall terminate with the first to occur of any of the following events: (i) Expiration of the time limit for such Retirement Period; (ii) The death of executive, subject to the provisions of termination payments to the executive's estate or beneficiaries for the remainder of the executive's 10-year Retirement Period; (iii) Violation by executive of provisions of the employment agreement relating to employment duties and competitive activities, such termination being a termination for Cause. The Company shall give sixty (60) days notice, in writing, to executive of its intention to terminate for Cause; or (iv) Termination by mutual consent of the Company and the executive.

*Compensation*

During the Active Period, Mr. Offerman's compensation shall be fixed by the Board of Directors of the Company from time to time. During the fiscal year ending March 28, 2014, Mr. Offerman received a salary of \$199,383.

During the Retirement Period, the amount payable shall be at the rate of \$50,000 per year annum for a period of ten (10) years, payable in equal monthly, with the first payment to be made on the 1<sup>st</sup> day of the next month following the month in which the last to occur of the following events: (a) executive has attained the age of 70 years; or (b) if executive's employment and active service has been extended by the Company beyond executive attaining the age of 70 years, from the date of termination of such active service.

#### *Termination Payments*

On termination of his Active Period, except by reason of termination by the Company for Cause or by mutual consent of executive and the Company, executive shall be paid at the rate of \$50,000 per annum for a period of ten (10) years, payable in equal monthly installments. If executive, however, dies after commencement of the Retirement Period and before the expiration of the ten (10) year Retirement Period, the monthly payments shall be made to executive's estate, or to the beneficiary or beneficiaries designated by executive in writing, on an appropriate form as may be submitted to the Company by executive, for the balance of the Retirement Period.

However, the aggregate of such termination payments under the employment agreement shall not in any event exceed the sum of \$500,000.

#### *Robert Knoth*

On September 1, 2010, the Company entered into an agreement with Mr. Knoth, the terms of which are summarized below, to provide for certain retirement benefits to him.

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Under the agreement, Mr. Knoth will be entitled to serve as an executive officer of the Company for the "Active Period" which is defined as such period until he attains the age of 70 years or further period of employment beyond such date if extended by mutual agreement of the Company and Mr. Knoth. The "Retirement Period" is defined as the period beginning with the executive attaining the age of 70 years and continuing until ten (10) years thereafter, unless his employment has been previously terminated or extended by mutual agreement of the Company and the executive. The Retirement Period shall take effect only on termination of the Active Period.

The Active Period shall terminate on the first to occur of the following events: (i) Expiration of the later of either the original time limit for such Active Period, or the renewal or extension thereof by the Company; (ii) Executive attaining the age of 70 years, unless his Active Period of employment has been extended by mutual agreement of executive and the Company; (iii) Death of executive before attaining an age of 70 years; (iv) Disability of executive before attaining an age of 70 years; (v) Termination of Executive by mutual consent of executive and the Company before attaining age 70 years; or (vi) The passage of sixty (60) days following receipt by executive of notice in writing from Company's intention to terminate the employment relationship for Cause. "Cause" means: (i) willful malfeasance or willful misconduct by executive in connection with his employment; (ii) executive's gross negligence in performing any of his duties under the employment agreement; (iii) executive's conviction of, or entry of a plea of guilty to, or entry of a plea of nolo contendere with respect to, any crime other than a traffic violation or infraction which is a misdemeanor; (iv) executive's material breach of any written policy applicable to all executives adopted by the Company which is not cured to the reasonable satisfaction of the Company within thirty (30) business days after notice thereof; or (v) material breach by executive of any of his obligations under the employment agreement which is not cured to the reasonable satisfaction of the Company within thirty (30) business days after notice thereof.

The Retirement Period shall terminate with the first to occur of any of the following events: (i) Expiration of the time limit for such Retirement Period; (ii) The death of executive, subject to the provisions of termination payments to the executive's estate or beneficiaries for the remainder of the executive's 10-year Retirement Period; (iii) Violation by executive of provisions of the employment agreement relating to employment duties and competitive activities, such termination being a termination for Cause. The Company shall give sixty (60) days notice, in writing, to executive of its intention to terminate for Cause; or (iv) Termination by mutual consent of the Company and the executive.

## *Compensation*

During the Active Period, Mr. Knoth's compensation shall be fixed by the Board of Directors of the Company from time to time. During the fiscal year ending March 28, 2014, Mr. Knoth received a salary of \$159,394.

During the Retirement Period, the amount payable shall be at the rate of \$12,000 per year annum for a period of ten (10) years, payable in equal monthly installments of \$1,000, with the first payment to be made on the 1<sup>st</sup> day of the next month following the month in which the last to occur of the following events: (a) executive has attained the age of 70 years; or (b) if executive's employment and active service has been extended by the Company beyond executive attaining the age of 70 years, from the date of termination of such active service.

*Termination Payments*

On termination of his Active Period, except by reason of termination by the Company for Cause or by mutual consent of executive and the Company, executive shall be paid at the rate of \$12,000 per annum for a period of ten (10) years, payable in equal monthly installments of \$1,000. If executive, however, dies after commencement of the Retirement Period and before the expiration of the ten (10) year Retirement Period, the monthly payments shall be made to executive's estate, or to the beneficiary or beneficiaries designated by executive in writing, on an appropriate form as may be submitted to the Company by executive, for the balance of the Retirement Period.

However, the aggregate of such termination payments under the employment agreement shall not in any event exceed the sum of \$120,000.

**Stock Option Plan**

On August 31, 2011, the Company's shareholders approved the adoption of the Company's 2011 Employees Stock Option Plan ("2011 Plan") to provide for the grant of options to purchase up to 750,000 shares of the Company's Common Stock to all employees, including senior management. The plan terminates on August 30, 2022 and to date the Company has not issued any options or awards under the 2002 Plan.

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Options granted to employees under the 2011 Plan may be designated as options which qualify for incentive stock option treatment under Section 422A of the Internal Revenue Code, or option which do not so qualify. Under the 2011 Plan, the exercise price of an option designated as an incentive stock option shall not be less than the fair market value of the Company's Common Stock on the day the option is granted. In the event an option designated as an incentive stock option is granted to a ten percent (10%) shareholder, such exercise price shall be at least 110 percent (110%) of the fair market value of the Company's Common Stock and the option must not be exercisable after the expiration of five years from the day of the grant. Exercise prices of non-incentive stock options may be less than the fair market value of the Company's Common Stock. The aggregate fair market value of shares subject to options granted to a participant, which are designated as incentive stock options, and which become exercisable in any calendar year, shall not exceed \$100,000.

**Cash Bonus Plan**

In 1987, the Company adopted a cash bonus plan for executive officers ("Cash Bonus Plan"). Contributions to the Cash Bonus Plan are made by the Company only after pre-tax operating profits exceed \$150,000 for a fiscal year, and then to the extent of 10% of the excess of the greater of \$150,000 or 25% of pre-tax operating profits. The contribution for the fiscal years ended March 28, 2014 and March 29, 2013 was \$189,600 and \$159,000, respectively.

**VOTING SECURITIES AND SECURITY OWNERSHIP**

**OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The securities entitled to vote at the Annual Meeting are IEH's Common Stock. The presence, in person or by proxy, of a majority of shares of Common Stock issued and outstanding entitled to vote will constitute a quorum for the Annual Meeting. Each share of Common Stock entitles its holder to one vote on each matter submitted to shareholders. The close of business on Monday, September 15, 2014 has been fixed as the Record Date for the determination of the shareholders entitled to notice of and to vote at the Annual Meeting and any adjournment thereof. At that date, 2,303,468 shares of Common Stock were issued and outstanding. Voting of the shares of Common Stock is on a non-cumulative basis.

The following table sets forth certain information as of Monday, September 15, 2014 with respect to: (i) the persons (including any "group" as that term is used in Section 13(d)(3) of the Exchange Act), known by IEH to be the beneficial owner of more than five percent (5%) of any class of IEH's voting securities; (ii) each Executive Officer and Director who owns Common Stock in IEH; and (iii) all Executive Officers and Directors as a group. As of Monday, September 15, 2014, there were 2,303,468 shares of Common Stock issued and outstanding.

**Title of Class**      **Name and Address of Beneficial Owner**



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		<b><u>Amount of and Nature of Beneficial Ownership</u></b>	<b><u>Percentage of Class</u></b>
Common Stock \$.01 Par Value	Michael Offerman <sup>(1)</sup> c/o IEH Corporation 140 58 <sup>th</sup> Street Brooklyn, NY 11220	923,784	40.0%
	Allen Gottlieb c/o IEH Corporation 140 58 <sup>th</sup> Street Brooklyn, NY 11220	0	0
	Gerald E. Chafetz c/o IEH Corporation 140 58 <sup>th</sup> Street Brooklyn, NY 11220	0	0
	Robert Knoth c/o IEH Corporation 140 58 <sup>th</sup> Street Brooklyn, NY 11220	2,195	*

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Zeff Capital, LP <sup>(2)</sup> Zeff Holding Company, LLC Daniel Zeff 885 Sixth Avenue New York, NY 10001	123,0695.30%
GRT Capital Partners, L.L.C. <sup>(3)</sup> GRT Deep Woods GP, L.L.C. One Liberty Square, 11 <sup>th</sup> Floor Boston, MA 02109	122,7875.33%
All Officers & Directors as a Group (4 in number)	925,97940.2%

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\* Less than 1%.

(1) 43,600 shares of Common Stock are jointly owned by Mr. Offerman and his wife, Gail Offerman.

(2) Based on a Schedule 13G dated July 11, 2014 filed by reporting person.

(3) Based on a Schedule 13G Amendment dated December 31, 2013 filed by reporting person.

All shares set forth above are directly owned by the named individual unless otherwise stated.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Except as disclosed herein, we have not entered into any material transactions or series of similar transactions with any director, executive officer or any security holder owning 5% or more of our Common Stock. For information concerning employment agreements with, and compensation of, our executive officers and directors, see the disclosure in the section of this proxy statement captioned "Executive Compensation and Related Information."

Messrs Gottlieb and Chafetz are deemed independent directors of the Company.

## **HOUSEHOLDING OF PROXY MATERIALS**

The SEC has approved a rule governing the delivery of disclosure documents. This rule allows us to send a single copy of this proxy statement to any household at which two or more of our shareholders reside, if we believe that the shareholders are members of the same family. Some banks, brokers and other intermediaries may be participating in this practice of “householding” proxy statements and annual reports. This rule benefits both the Company and its shareholders as it reduces the volume of duplicate information received at a shareholder’s house and helps reduce our expenses. Each shareholder, however, will continue to receive individual proxy cards or voting instructions forms. Shareholders that have previously received a single set of disclosure documents may request their own copy by contacting their bank, broker or other nominee record holder. We will also deliver a separate copy of this proxy statement to any shareholder upon written request to Corporate Secretary, IEH Corporation, 140 58<sup>th</sup> Street, Suite 8E, Brooklyn, New York 11220.

## **SHAREHOLDER PROPOSALS**

*Eligibility to Submit a Proposal.* Under Rule 14a-8 promulgated under the Exchange Act, in order to be eligible to submit a proposal, you must have continuously held at least \$2,000 in market value, or 1%, of the Company’s securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.

*Inclusion in Next Year’s Proxy Statement.* A shareholder who desires to have his or her proposal included in next year’s proxy statement must deliver the proposal to our principal executive offices (at the address noted above) no later than the close of business on June 19, 2015.

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*Presentation at Meeting.* Rule 14a-4(c) under the Exchange Act provides that if a proponent of a proposal fails to notify us at the address below at least 45 days prior to the month and day of mailing of the prior year's proxy statement (or any date specified in an advance notice provision), then the management proxy holders will be allowed to use their discretionary voting authority with respect to the voting of proxies when the proposal is presented at the meeting, without any discussion of the matter in the proxy statement. With respect to our 2015 annual meeting of shareholders, if we are not provided notice of a stockholder proposal, which the shareholder has not previously sought to include in our proxy statement, by September 2, 2015, the management proxy holders will be allowed to use their discretionary authority with respect to the voting of proxies.

**ADDITIONAL INFORMATION**

A COPY OF THE COMPANY'S ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED MARCH 28, 2014 FILED WITH THE SEC WILL BE FURNISHED WITHOUT EXHIBITS TO SHAREHOLDERS WITHOUT CHARGE UPON WRITTEN REQUEST SENT TO ROBERT KNOTH, SECRETARY, IEH CORPORATION, 140 58<sup>TH</sup> STREET, BUILDING B, SUITE 8E, BROOKLYN, NEW YORK 11220. Each request must set forth a good faith representation that as of the Record Date, the person making the request was the beneficial owner of Common Stock of IEH entitled to vote at the 2014 Annual Meeting of shareholders. We are subject to the informational requirements of the Exchange Act, and in accordance therewith file reports, proxy and information statements and other information with the SEC. Such reports, proxy and information statements and other information we file can be inspected and copied at the public reference facilities maintained by the SEC at 100 F Street, N.E., Washington, D.C. at prescribed rates. You can contact the SEC at 1-800-SEC-0330 for additional information about these facilities. The SEC maintains a web site that contains reports, proxy and information statements and other information filed through the SEC's Electronic Data Gathering, Analysis and Retrieval System. This web site can be accessed at <http://www.sec.gov>.

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**OTHER BUSINESS**

As of the date of this proxy statement, the items discussed herein contain the only business which the Board of Directors intends to present, and is not aware of any other matters which may come before the Annual Meeting. If any other matter or matters are properly brought before the Annual Meeting, or any adjournments thereof, it is the intention of the persons named in the accompanying form of proxy to vote the proxy on such matters in accordance with their judgment.

By Order of the Board of Directors

Robert Knoth  
Chief Financial Officer and Secretary  
Dated: September 15, 2014

**WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING, YOU ARE URGED TO VOTE AS SOON AS POSSIBLE BY PROXY VIA MAIL IN ACCORDANCE WITH THE ENCLOSED VOTING INSTRUCTIONS. PLEASE COMPLETE AND RETURN YOUR PROXY BY MAIL PROMPTLY IN THE ENCLOSED PRE-ADDRESSED POSTAGE-PAID ENVELOPE AS SOON AS POSSIBLE.**

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REVOCABLE PROXY IEH CORPORATION ANNUAL MEETING OF SHAREHOLDERS Thursday, OCTOBER 23, 2014 THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS. The undersigned shareholder of IEH CORPORATION, a New York corporation, hereby appoints ROBERT KNOTH and MICHAEL OFFERMAN and each of them, proxies, with full power of substitution to each, to vote all shares of Common Stock of IEH CORPORATION owned by the undersigned at the 2014 Annual Meeting of Shareholders of IEH CORPORATION to be held on October 23, 2014 at 10:00 am (New York time) and at any adjournments thereof, hereby revoking any proxy heretofore given. The undersigned instructs such proxies to vote: THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE FOLLOWING PROPOSALS: Mark here for address change. IMPORTANT ANNUAL MEETING INFORMATION IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON OCTOBER 23, 2014. THE PROXY STATEMENT AND THE ANNUAL REPORT ARE AVAILABLE AT: <http://www.cfpproxy.com/0795> PLEASE MARK VOTES AS IN THIS EXAMPLE With- For hold 4. RATIFICATION OF THE APPOINTMENT OF JEROME ROSENBERG CPA, P.C. AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF IEH CORPORATION FOR THE YEAR ENDING MARCH 27, 2015. For Against Abstain AND TO VOTE UPON ANY OTHER MATTER AS MAY PROPERLY COME BEFORE THE 2014 ANNUAL MEETING OR ANY ADJOURNMENT THEREOF, all as described in the Proxy Statement dated on or about September 15, 2014 receipt of which is hereby acknowledged. Either of the proxies, who shall be present and acting, shall have and may exercise all the powers hereby granted, including, without limitation, to vote to adjourn the Annual Meeting. This proxy when properly executed will be voted as directed. If no contrary instruction is made, the proxies intend to vote the shares represented by this proxy as directed: (a) FOR the election of the one (1) Class I Director nominated; (b) FOR an advisory vote regarding the approval of compensation paid to our named executive officers; (c) FOR an advisory vote regarding the frequency of shareholder approval of compensation paid to our named executive officers; (d) FOR the ratification of the appointment of the independent registered public accounting firm; and (e) in accordance with the judgment of the persons named as proxy herein, on any other matters that may properly come before the 2014 Annual Meeting or any adjournment thereof. A majority of the proxies present and acting in person, or by their substitutes (or if only one present and acting, then that one) may exercise all powers conferred hereby. The proxies will use their discretionary authority conferred with respect to any other matters which properly come before the 2014 Annual Meeting. (Please date and sign exactly as name appears at left. For joint accounts, each joint owner should sign. Executors, administrators, trustees, etc. should also so indicate when signing.) 0795