

IRONWOOD EDUCATION LIMITED

NOTICE

NOTICE is hereby given that the Forty Second (42nd) Annual General Meeting (AGM) of the members of IRONWOOD EDUCATION LIMITED (the Company) will be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) on Tuesday, 16th day of September, 2025 at 3.00 p.m. (IST) to transact the business mentioned below:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Reports of the Board of Directors and Report of Auditors thereon and other reports.
2. To appoint a Director in place of Ms. Bela Desai (DIN: 00917442), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Vijayshankar Tripathi (DIN: 02363151) as Director of the Company

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

“**RESOLVED THAT** pursuant to Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, Mr. Vijayshankar Tripathi (DIN: 02363151), who was appointed as an Additional Director of the Company with effect from August 6, 2025 by the Board of Directors of the Company at their meeting held on August 6, 2025, based on the recommendation of Nomination and Remuneration Committee, who in terms of Section 161 of the Companies Act, 2013 holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT any one of the Director or Mr. Dharmesh Parekh, Company Secretary of the Company be and is hereby severally authorized to sign and file necessary forms with the Registrar of Companies, and to do all such acts, deeds, matters and things as may be considered expedient and necessary in this regard.”

4. Appointment of Mr. Vijayshankar Tripathi (DIN: 02363151) as an Executive Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the provisions of Articles of Association of the Company and based on recommendation of the Nomination and Remuneration Committee, and subject to such other approvals as may be required, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Vijayshankar Tripathi (DIN: 02363151) as ‘Executive Director’ (Key Managerial Personnel) of the Company for a period of five (5) years with effect from August 6, 2025 to August 5, 2030 (both days inclusive) without any remuneration and on terms and conditions of appointment set out in the explanatory statement annexed hereto which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute such documents and writings and to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable for giving effect to the foregoing resolution and to settle any question, or doubt that may arise in relation thereto.”

5. To appoint Secretarial Auditors of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 204 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force] and other applicable circulars, guidelines etc. issued in this regard, and based on the recommendation and approval of the Audit Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded to appoint M/s. Sonali Gamne & Associates, Company Secretaries (Firm Registration No. S2024MH959400) as the Secretarial Auditors of the Company for a term of five (5) consecutive years commencing from financial year 2025-26 to financial year 2029-30, on such remuneration as may be decided by the Board of Directors of the Company on the recommendation of the Audit Committee from time to time.

RESOLVED FURTHER THAT the Board of Directors (which term shall include any committee of the Board authorized in this regard) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

6. Adoption of the Memorandum of Association of the Company in accordance with the Companies Act, 2013, and to approve the alteration of the Main Object Clause along with ancillary/ other Object clause of the Memorandum of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed thereunder, and other applicable regulations, rules and guidelines issued, if any, and subject to approval of any appropriate regulatory / statutory authorities and subject to such terms, conditions, amendments or modification(s) as may be required or suggested by any such appropriate authority, the consent of the members of the Company be and is hereby accorded to adopt the Memorandum of Association of the Company as per Schedule I, TABLE A, in accordance with the Companies Act, 2013 and to alter and amend existing Clause III (A) of the Memorandum of Association of Company by inserting sub-clauses (2D), (2E) and (2F) after existing sub-clause No. (2C):

(2D) *To carry on the business as builders, real estate developers and general construction contractors and own, sell, acquire, process, develop, construct, demolish, enlarge, rebuild, renovate, decorate, repair, maintain, let out, hire, lease, sub lease, arrangement for/of tenancy/ tenancy rights, rent, pledge, mortgage, invest, intermediaries, or otherwise deal in construction and development of all description like land, building, flats, shops, offices, commercial complexes, market complexes, district centers, Special Economic Zones (SEZ) Industrial Estates, Industrial Parks, Software Park, hotels, motels, cinema houses, theatres, multiplexes, auditoriums,*

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gallery, club houses, resorts, townships, residential complexes, factories, buildings, malls, shopping centers, health club, hospitals, nursing homes, educational and non-commercial complexes, houses, bungalows, clinics, stadiums, sport complexes, godowns, warehouses, pent houses, colleges, schools and other immovable properties of any nature and any interest therein, freehold and lease hold, grounds, joggers park, garden, land development rights therein, FSI and developing property in general and to undertake infrastructure projects of construction and developing roads, express ways, highways, bridges, airports, towers, platforms, railway stations, ports, tunnels, pipelines on Build, Own, Operate and Transfer basis (BOOT) or on Build, Operate and Transfer (BOT) basis or on Build, Own, Lease and Transfer (BOLT) basis or otherwise.

(2E) To carry on business of Builders, Contractors, Dealers in and manufacture of prefabricated and pre-cast houses, buildings or erection and material, tools, implements, machines and metal ware in connection therewith or incidental thereto fabrication or erection of steel or tubular structures or any other activity related to Real Estate business.

(2F) To carry on the business of real estate distribution and allied services, including project management for residential, commercial, industrial, and other real estate developments; and to provide end-to-end project management solutions encompassing the planning, coordination, execution, and monitoring of such projects; and to offer consultancy and advisory services in relation to marketing, promotion, and sales strategies for real estate developments, including acting as agents, representatives, or consultants for developers, builders, promoters, or other stakeholders in the real estate sector.

RESOLVED FURTHER THAT consent of the Members of the Company is hereby accorded to insert the following new clause as Clause No. 154 in the Ancillary/Other Object Clause of the Memorandum of Association of the Company:

154. To facilitate financial and loan arrangements for real estate and infrastructure projects, including project financing, mortgage assistance, loan syndication, and liaison services with banks, non-banking financial companies (NBFCs), financial institutions, and other lenders; and to undertake financial due diligence, feasibility studies, capital structuring, investment planning, and related advisory services; and to carry on all such incidental or ancillary activities as may be necessary or conducive to the attainment of the foregoing objects.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary, be and is hereby jointly/severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto including but not limited to signing and filing all the e-forms and other documents with the statutory authorities along with the Ministry of Corporate Affairs and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient, to implement the aforesaid resolution."

7. Adoption of restated Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made thereunder including any amendment, re-enactment or statutory modification(s) thereof, consent of the members of the Company be and is hereby accorded to adopt the new set of Articles of Association in substitution for, and to the exclusion, of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary, be and is hereby jointly/severally authorized to do all such acts, deeds, matters and things as may be necessary

in relation to the above including the matters incidental thereto including but not limited to signing and filing all the e-forms and other documents with the statutory authorities along with the Ministry of Corporate Affairs and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient, to implement the aforesaid resolution."

8. Increase in Borrowing Limits

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

"RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company at the Annual General Meeting held on September 25, 2014, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, if any, for the time being in the force) ('Act') and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (which shall deem to include any Board Committee(s) or Management Committee or any other Committee which the Board may constitute for this purpose), to borrow from time to time, any sum or sums of monies (including non-fund based facilities) at its discretion for the purpose of business of the Company in one or more tranches, from any one or more Banks and/or Financial Institutions and/or Bodies Corporate and/or any other lending institutions in India or abroad, whether by way of cash credit, advance, loans or bill discounting, issue of Non-Convertible Debentures / Fully Convertible Debentures/ Partly Convertible Debentures with or without detachable or non-detachable warrants or warrants of any other kind, bonds, external commercial borrowings or other debt instruments, or otherwise and with or without security and upon such terms and conditions as may be considered suitable by the Board, provided that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Bankers of the Company in the ordinary course of business) shall not at any time exceed the limit of Rs. 250 crore (Rupees Two Hundred Fifty Crore only) or the aggregate of the paid-up capital, free reserves and securities premium account of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the company or to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution.

RESOLVED FURTHER THAT the Board and such person(s) authorized by the Board be and are hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard."

9. Power to create charge on the asset of the Company

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

"RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company at the Annual General Meeting held on September 24, 2010, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, if any, for the time being in force) ('Act'), consent of the Members be and is hereby accorded to the Board of Directors (which shall deem to include any Board Committee(s) or Management Committee or any other Committee which the Board may constitute for this purpose) to create such charges, mortgages and hypothecations, in addition to the existing charges, mortgages and hypothecations created by the

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Company or its subsidiary/ associate/ group companies or otherwise, in one or more tranches, in such form and manner, at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties/assets of the Company or its subsidiary/ associate/ group companies or otherwise, both present and future and/or the whole or any part of the undertaking(s) of the Company or its subsidiary/ associate/ group companies or otherwise for securing the borrowings of facilities/loan in any form excluding temporary loans and cash credits, the aggregate value of which shall not exceed at any time Rs. 250 crore (Rupees Two Hundred Fifty Crore only) or the aggregate of the paid up capital, free reserves and securities premium account of the Company, whichever is higher, from any one or more Banks and/or Financial Institutions and/ or any other lending institutions in India or abroad and/or Bodies Corporate from time to time, together with interest, additional interest, commitment charges, repayment or redemption and all other costs, charges and expenses including any increase as a result of devaluation/revaluation and all other monies payable by the Company in terms of loan agreement(s)/debenture trust deed(s) or any other document, entered into/to be entered into between the Company or its subsidiary/ associate/ group companies or otherwise and the lender(s)/Agent(s) and Trustee(s) of lender(s) in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s)/agent(s) of lender(s)/ trustee(s) of lender(s).

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the company or to any Director of the Company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution.

RESOLVED FURTHER THAT the Board and such persons authorized by the Board, be and are hereby authorized, to negotiate, finalize and execute all deeds and documents, and to take all such steps and to do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including but not limited to settle any questions or resolve difficulties that may arise in this regard."

10. Increase in limits applicable for making Investment/Extending Loans and giving guarantees or providing securities in connection with loans to persons/body corporate

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

"RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company through postal ballot process held on March 27, 2019, and pursuant to the provisions of Section 186 of the Companies Act, 2013 ('Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as it may in its absolute discretion deem beneficial and in

the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 250 crore (Rupees Two Hundred Fifty Crore only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the company or to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution.

RESOLVED FURTHER THAT the Board and such person(s) authorized by the Board, be and are hereby authorized, to negotiate, finalize and execute all deeds and documents and take all such steps and do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including but not limited to settle any questions or resolve difficulties that may arise in this regard."

11. To consider and approve material related party transaction(s) with Ms. Bela Desai, Promoter Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee, approval of the Members of the Company be and is hereby accorded for continuation and entering into Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Ms. Bela Desai, Promoter Director of the Company, being a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2025-26, for an aggregate value not exceeding INR 5 crore (Indian Rupees Five Crores only), on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary

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approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT any one of the Director or Mr. Dharmesh Parekh, Company Secretary of the Company be and is hereby severally authorized to sign and file necessary forms with the Registrar of Companies, if required in this behalf and to do all such acts, deeds, matters and things as may be considered expedient and necessary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved, ratified and confirmed in all respects."

12. To consider and approve material related party transaction(s) with Value Line Advisors Private Limited, Promoter of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee, approval of the Members of the Company be and is hereby accorded for continuation and entering into Related Party Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Value Line Advisors Private Limited, Promoter of the Company, being a related party pursuant to Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2025-26, for an aggregate value not exceeding INR 5 crore (Indian Rupees Five Crores only), on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT any one of the Director or Mr. Dharmesh Parekh, Company Secretary of the Company be

and is hereby severally authorized to sign and file necessary forms with the Registrar of Companies, if required in this behalf and to do all such acts, deeds, matters and things as may be considered expedient and necessary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved, ratified and confirmed in all respects."

13. To consider and approve material related party transaction(s) with Krisma Investments Private Limited, Promoter of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee, approval of the Members of the Company be and is hereby accorded for continuation and entering into Related Party Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Krisma Investments Private Limited, Promoter of the Company, being a related party pursuant to Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2025-26, for an aggregate value not exceeding INR 5 crore (Indian Rupees Five Crores only), on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT any one of the Director or Mr. Dharmesh Parekh, Company Secretary of the Company be and is hereby severally authorized to sign and file necessary forms with the Registrar of Companies, if required in this behalf and to do all such acts, deeds, matters and things as may be considered expedient and necessary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved, ratified and confirmed in all respects."

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14. To consider and approve material related party transaction(s) proposed to be entered into by the subsidiary of the Company with Value Line Advisors Private Limited

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee, approval of the Members of the Company be and is hereby accorded to the Board of Directors (‘Board’ which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof) for continuation and entering into Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) by Trio Infrastructure Private Limited, a material unlisted subsidiary of the Company with Value Line Advisors Private Limited, as per the details set out in the explanatory statement annexed to this notice, for an aggregate value not exceeding INR 1 crore (Indian Rupees One Crore only), whether by way of an individual transaction or transactions taken together or series of transactions or otherwise, and on such terms and conditions as may be mutually agreed between the parties to the transaction, provided that such transaction(s) shall be in the ordinary course of business and on an arm’s length basis.

RESOLVED FURTHER THAT the Board be and are hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard”

15. To consider and approve material related party transaction(s) proposed to be entered into by the subsidiary of the Company with AVA Lifespaces Private Limited

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee, approval of the Members of the Company be and is hereby accorded to the Board of Directors (‘Board’ which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof) for continuation and entering into Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) by Trio Infrastructure Private Limited, a material unlisted subsidiary of the Company with AVA Lifespaces Private Limited, as per the details set out in the explanatory statement annexed to this notice, for an aggregate value not exceeding INR 1 crore (Indian Rupees One Crore only), whether by way of an

individual transaction or transactions taken together or series of transactions or otherwise, and on such terms and conditions as may be mutually agreed between the parties to the transaction, provided that such transaction(s) shall be in the ordinary course of business and on an arm’s length basis.

RESOLVED FURTHER THAT the Board be and are hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard”

16. To consider and approve material related party transaction(s) proposed to be entered into by the subsidiary of the Company with Mr. Balaji Raghavan

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee, approval of the Members of the Company be and is hereby accorded to the Board of Directors (‘Board’ which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof) for continuation and entering into Related Party Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) by Trio Infrastructure Private Limited, a material unlisted subsidiary of the Company with Mr. Balaji Raghavan, Promoter of the Company, as per the details set out in the explanatory statement annexed to this notice, for an aggregate value not exceeding INR 2 crores (Indian Rupees Two Crores only), whether by way of an individual transaction or transactions taken together or series of transactions or otherwise, and on such terms and conditions as may be mutually agreed between the parties to the transaction, provided that such transaction(s) shall be in the ordinary course of business and on an arm’s length basis.

RESOLVED FURTHER THAT the Board be and are hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard”

17. To consider and approve material related party transaction(s) proposed to be entered into by the subsidiary of the Company with AVA Lifespaces and Homes Private Limited

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee, approval of the Members of the Company

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be and is hereby accorded to the Board of Directors ('Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof) for continuation and entering into Related Party Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) by Trio Infrastructure Private Limited, a material unlisted subsidiary of the Company with AVA Lifespaces and Homes Private Limited as per the details set out in the explanatory statement annexed to this notice, for an aggregate value not exceeding INR 10 crore (Indian Rupees Ten Crores only), whether by way of an individual transaction or transactions taken together or series of transactions or otherwise, and on such terms and conditions as may be mutually agreed between the parties to the transaction, provided that such transaction(s) shall be in the ordinary course of business and on an arm's length basis.

RESOLVED FURTHER THAT the Board be and are hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard"

18. To consider and approve material related party transaction(s) proposed to be entered into by the subsidiary of the Company with AVA Lifespaces LLP

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee, approval of the Members of the Company be and is hereby accorded to the Board of Directors ('Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof) for continuation and entering into Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) by Trio Infrastructure Private Limited, a material unlisted subsidiary of the Company with AVA Lifespaces LLP as per the details set out in the explanatory statement annexed to this notice, for an aggregate value not exceeding INR 10 crore (Indian Rupees Ten Crores only), whether by way of an individual transaction or transactions taken together or series of transactions or otherwise, and on such terms and conditions as may be mutually agreed between the parties to the transaction, provided that such transaction(s) shall be in the ordinary course of business and on an arm's length basis.

RESOLVED FURTHER THAT the Board be and are hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard"

19. To consider and approve the material related party transaction(s) proposed to be entered into by the subsidiary of the Company with Miras Infrastructure Private Limited

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee, approval of the Members of the Company be and is hereby accorded to the Board of Directors ('Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof) for continuation and entering into Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) by Trio Infrastructure Private Limited, a material unlisted subsidiary of the Company with Miras Infrastructure Private Limited, as per the details set out in the explanatory statement annexed to this notice, for an aggregate value not exceeding INR 25 crore (Indian Rupees Twenty Five Crores only), whether by way of an individual transaction or transactions taken together or series of transactions or otherwise, and on such terms and conditions as may be mutually agreed between the parties to the transaction, provided that such transaction(s) shall be in the ordinary course of business and on an arm's length basis.

RESOLVED FURTHER THAT the Board be and are hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard"

**By Order of the Board of Directors of
Ironwood Education Limited**

**Place : Mumbai
Date : August 6, 2025**

**Dharmesh Parekh
Company Secretary**

Registered Office:

KHIL House, 1st Floor,
70-C Nehru Road, Adjacent to Domestic Airport,
Vile Parle (East), Mumbai - 400099
CIN No.: L65910MH1983PLC030838
E-mail: cs@ironwoodworld.com
Website: www.ironwoodworld.com

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA Circular) and circular issued by Securities Exchange Board of India (SEBI) vide its circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 (SEBI Circulars) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof) for the time being in force and as amended from time to time, companies are allowed to hold Annual General Meeting (AGM) through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM. National Securities Depositories Limited (NSDL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility

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and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Note Nos. 25 to 31 below and is also available on the website of the Company at www.ironwoodworld.com.

2. In accordance with, the aforesaid MCA & SEBI Circular the financial statements including Report of Board of Directors, Auditor's Report or other documents required to be attached therewith and the Notice of AGM are being sent in electronic mode to members whose e-mail address is registered with the Company or the Depositories/ Depository Participant(s). In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2024-25, he/she may send a request to the Company by writing at cs@ironwoodworld.com mentioning their Folio No./ DP ID and Client ID. The venue of the meeting shall be deemed to be the Registered Office of the Company at KHIL House, 1st Floor, 70-C Nehru Road, Adjacent to Domestic Airport, Vile Parle (East), Mumbai – 400099.
3. As the AGM will be conducted through VC / OAVM, the facility for appointment of proxy by the members is not available for this AGM and hence the proxy form and attendance slip including route map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of members (members' login) attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013 and hence no attendance slip is attached to the notice.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has appointed National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice of the AGM and Annual Report 2024-2025 are being sent via electronic mode to the members whose e-mail addresses are registered with the Company/Registrar or the Depository Participant(s). The Notice calling the AGM has been uploaded on the Company's website: www.ironwoodworld.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited (BSE) at www.bseindia.com and is also available on the website of e-voting agency M/s National Securities Depositories Limited at www.evoting.nsdl.com
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
9. **Process for registration of email id for obtaining Annual Report and user id/password for e-voting:**
 - i. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Registrar and Transfer Agents of the Company, Bigshare Services Private Limited at investor@bigshareonline.com along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member.
 - ii. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants.
 - iii. In case of any queries / difficulties in registering the e-mail address, Members may write to investor@bigshareonline.com
10. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent by email through its registered email address to cs@ironwoodworld.com with a copy marked to evoting@nsdl.co.in.
11. The Register of Members & Share Transfer Books of the Company will remain closed from 12th September, 2025 to 16th September, 2025 (both days inclusive).
12. The details of the Director seeking appointment and re-appointment under item nos. 2, 3 and 4 of this notice, as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the Secretarial Standard (SS-2) issued by ICSI, is annexed to this notice.
13. Members desiring any information/clarification on the financial statements or any of the resolutions as detailed in the Notice are requested to write to the Company on or before 9th September, 2025 through an e-mail to cs@ironwoodworld.com, specifying his/her name along with demat account details. The same shall be replied by the Company suitably.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which directors are interested under Section 189 of the Companies Act, 2013, and all other documents mentioned in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending request on cs@ironwoodworld.com.
15. The Annual Report along with the Notice of AGM is being sent to the members, whose name appear in the register of members/ depositories as at closing hours of business on 16th August, 2025.
 - a. Those members who have registered/not registered their e-mail address and mobile number including postal address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with the Company's Registrar in case the shares held in physical form.
 - b. The Annual Report for FY 2024-25 of the Company is also available on the Company's website www.ironwoodworld.com for download.
 - c. Alternatively members may send an e-mail request at cs@ironwoodworld.com alongwith scanned signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy and Client Master copy in case of

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electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

16. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company/Registrar and Share Transfer Agent.
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023.
18. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form from April 01, 2019, except in case of transmission and transposition of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents for assistance in this regard.
19. In order to provide protection against fraudulent encashment of dividend warrants, members who hold shares in physical form are requested to intimate to the Company / Registrar and Share Transfer Agent their PAN and Bank Account details.
20. As per the provisions of Section 72 of the Act, and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination may be filed with the respective Depository Participants.
21. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the member may submit the same in Form ISR-3 or Form SH-14, as the case may be.
22. The said forms can be downloaded from the Company's website at www.ironwoodworld.com. Members are requested to submit the said forms to the RTA at investor@bigshareonline.com in case the shares are held in physical form, quoting their folio no(s), number of securities held, certificate no. and distinctive nos. of the securities held.

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at www.ironwoodworld.com. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.
23. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting

a duly filled and signed Form ISR-4, the format of which is available on the Company's website at www.ironwoodworld.com and on the website of the Company's RTA at www.bigshareonline.com. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its circular dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

Procedure to raise questions during the AGM:

24. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@ironwoodworld.com from 1st September, 2025 to 6th September, 2025. The same will be replied by the company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Procedure for Remote E-voting and E-voting during the AGM:

25. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period commences on Thursday, 11th September, 2025 (9:00 a.m. IST) and ends on Monday, 15th September, 2025 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, 9th September, 2025 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
26. The Board of Directors has appointed Ms. Sonali Gamne (Membership No. A36772 and CP No. 19207) of Sonali Gamne & Associates, Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
27. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
28. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
29. Any person, holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
30. The remote e-voting module on the day of the AGM shall be disabled by NSDL for voting after 15 minutes of the conclusion of the AGM.
31. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

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How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>i. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting..</p> <p>ii. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>iii. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iv. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting..</p> <p>v. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility, upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open..

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- a. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- b. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote

during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

- c. Now you are ready for e-Voting as the Voting page opens.
- d. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- e. Upon confirmation, the message "Vote cast successfully" will be displayed.
- f. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sonaligamneassociates@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsd.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on.: 022 - 4886 7000 or send a request to Mr. Amit Vishal – Senior Manager or Ms. Pallavi Mhatre – Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@ironwoodworld.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@ironwoodworld.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders

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holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The instructions for members for E-voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Other information:

32. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or Managing Director or a person authorized by him in writing, who shall countersign the same.
33. The results of the electronic voting shall be declared to the Stock Exchange within 48 hours after the conclusion of AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company at www.ironwoodworld.com and on the

website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to the BSE Limited.

34. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, upon the request being sent on cs@ironwoodworld.com.
35. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 9, 2025 through their registered email address on cs@ironwoodworld.com. The same will be replied by the Company suitably.

**By Order of the Board of Directors of
Ironwood Education Limited**

**Place : Mumbai
Date : August 6, 2025**

**Dharmesh Parekh
Company Secretary**

Registered Office:

KHIL House, 1st Floor,
70-C Nehru Road, Adjacent to Domestic Airport,
Vile Parle (East), Mumbai - 400099
CIN No.: L65910MH1983PLC030838
E-mail: cs@ironwoodworld.com
Website: www.ironwoodworld.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

The Board of Directors based on recommendation of Nomination and Remuneration Committee, has appointed Mr. Vijayshankar Tripathi (DIN: 02363151) as an Additional Director of the Company under Section 161(1) of the Act read with the Articles of Association, w.e.f. August 6, 2025 subject to approval of the members.

Pursuant to the provisions of Section 161(1) of the Act, Mr. Vijayshankar Tripathi, Additional Director shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as Director of the Company. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from member, proposing his candidature for the office of Director of the Company.

A brief profile of Mr. Vijayshankar Tripathi, his directorship and other details are provided in the Annexure to this Notice.

Considering the overall experience and expertise of Mr. Vijayshankar Tripathi, his appointment on Board as Director will be in the best interest of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except Mr. Vijayshankar Tripathi and their relatives are, concerned or interested, financially or otherwise in the Resolution set out at Item No. 3 of the Notice.

Item No. 4

The Board of Directors on recommendation of Nomination and Remuneration Committee, at their meeting held on August 6, 2025, appointed Mr. Vijayshankar Tripathi (DIN: 02363151) as a 'Executive Director' (Key Managerial Personnel) of the Company for a period of five

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(5) years with effect from August 6, 2025 to August 5, 2030 (both days inclusive) without any remuneration.

The principal terms and conditions of appointment of Mr. Vijayshankar Tripathi as Executive Director are as follows:

- i. Tenure of Appointment: He is appointed for a period of five (5) years commencing from August 6, 2025 to August 5, 2030 (both days inclusive).
- ii. Remuneration: He is appointed as Executive Director without any remuneration.
- iii. Re-imbursement: He shall be reimbursed all the expenses incurred by him for business purposes. This reimbursement shall not be included in calculation of remuneration of the Executive Director.
- iv. Nature of Duties: The Executive Director shall exercise such powers and carry out such duties as may be entrusted to him by the Board from time to time, subject to superintendence, control and direction of the Board and in the best interest of the Company.
- v. The terms & conditions of the appointment of the Executive Director may be altered and varied from time to time by the Board of Directors of the Company as it may, in its absolute discretion deem fit.
- vi. He shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committee thereof.
- vii. He shall not be liable to retire by rotation.

The above may be treated as written memorandum setting out the terms of appointment of Mr. Vijayshankar Tripathi as Executive Director pursuant to Section 190 of the Companies Act, 2013.

Accordingly, the approval of the Members of the Company is sought for appointment of Mr. Vijayshankar Tripathi as Executive Director of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except Mr. Vijayshankar Tripathi and their relatives are, concerned or interested, financially or otherwise in the Resolution set out at Item No. 4 of the Notice.

Item No. 5

In accordance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as amended, every listed company has been mandated to appoint its Secretarial Auditors for a fixed term of five years (extendable to another term of five years), subject to approval of Members in the Annual General Meeting. It may be noted that Regulation 24A of SEBI Listing Regulations allows the existing Secretarial Auditors to continue for two terms of five years each, notwithstanding its association with the Company prior to April 01, 2025.

Accordingly, the Board, on recommendation of Audit Committee and subject to approval of Members, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has appointed M/s. Sonali Gamne & Associates, Practising Company Secretaries, a peer reviewed firm (Firm Registration No. S2024MH959400) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 to FY 2029-30 in compliance with Regulation 24A of the SEBI Listing Regulations.

M/s Sonali Gamne & Associates is a Sole Proprietor Firm established in 2017 by Sonali Gamne. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. She possess more than 10 years of experience as qualified Company Secretary, aim to provide best corporate secretarial compliances services under various Corporate laws in India.

M/s Sonali Gamne & Associates have given their consent to act as Secretarial Auditors of the company and have confirmed their eligibility, independence and willingness for appointment as Secretarial Auditors of the Company and have also confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditor in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by Sonali Gamne & Associates as Secretarial Auditor is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

In addition to the secretarial audit, Sonali Gamne & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 5 of this Notice.

Item No. 6

The Members are hereby informed that the existing Memorandum of Association ("MoA") is based on erstwhile Companies Act, 1956. The proposed adoption and alteration are necessary to bring the existing MoA in line with Schedule I, TABLE A, as per the Companies Act, 2013 ("Act").

The Members are further informed that the Company has acquired shares of Trio Infrastructure Private Limited pursuant to the following agreements:

1. Share Purchase Agreement dated December 02, 2024
2. Shareholders' Agreement dated December 02, 2024

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These agreements were entered into between various parties including the Company and other stakeholders. The details of the parties involved in each agreement are as follows:

Sr. No.	Agreement	Date	Parties	
1.	Share Purchase Agreement	December 02, 2024	1. Sellers	<ul style="list-style-type: none"> • Mr. Balaji Raghavan • Mr. Manojshankar Tripathi • Mr. Rushabh Chaubey
			2. Purchaser	Ironwood Education Limited
			3. Company	Trio Infrastructure Private Limited
2.	Shareholder's Agreement	December 02, 2024	1.Promoters	<ul style="list-style-type: none"> • Ms. Bela Naishadh Desai • Ms. Malka Sanjiv Chainani • Mr. Sanjiv K Chainani • Value Line Advisors Private Limited • Krisma Investments Private Limited
			2.Subscribers	<ul style="list-style-type: none"> • Mr. Balaji Raghavan • Mr. Manojshankar Tripathi • Mr. Rushabh Chaubey
			3. Company	Ironwood Education Limited

In light of the above, the Company now proposes to incorporate the relevant objects arising from these agreements into its Main Object Clause of the Memorandum of Association, to align its business activities with the intended strategic direction and commitments under the said agreements.

The Board of Directors at its meeting held on August 6, 2025 is of the opinion that the proposed alteration is in the best interest of the Company and its shareholders, as it will enable the Company to effectively carry on the newly acquired business and pursue future growth opportunities.

The members are further informed that, in order to commence the proposed new business activities, the Object Clause [Clause III (A)] of the Memorandum of Association of the Company needs to be altered and in accordance with Section 13 of the Act and the same also requires members approval by way of passing a special resolution.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday).

Accordingly, the Board recommends passing of the resolution set out at Item No. 6 as a Special Resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their directorship and their shareholding.

Item No. 7

The Members are informed that the Company has acquired shares of Trio Infrastructure Private Limited pursuant to the following agreements:

1. Share Purchase Agreement dated December 02, 2024
2. Shareholders' Agreement dated December 02, 2024

These agreements were entered into between various parties including the Company and other stakeholders. The details of the parties involved in each agreement are as follows:

Sr. No.	Agreement	Date	Parties	
1.	Share Purchase Agreement	December 02, 2024	1. Sellers	<ul style="list-style-type: none"> • Mr. Balaji Raghavan • Mr. Manojshankar Tripathi • Mr. Rushabh Chaubey
			2. Purchaser	Ironwood Education Limited
			3. Company	Trio Infrastructure Private Limited
2.	Shareholder's Agreement	December 02, 2024	1.Promoters	<ul style="list-style-type: none"> • Ms. Bela Naishadh Desai • Ms. Malka Sanjiv Chainani • Mr. Sanjiv K Chainani • Value Line Advisors Private Limited • Krisma Investments Private Limited
			2.Subscribers	<ul style="list-style-type: none"> • Mr. Balaji Raghavan • Mr. Manojshankar Tripathi • Mr. Rushabh Chaubey
			3. Company	Ironwood Education Limited

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Pursuant to the terms of the Shareholders' Agreement, certain changes to the Articles of Association ("AoA") of Ironwood Education Limited ("Company") are required to reflect the rights and obligations of the parties. Accordingly, it is proposed that the Articles of Association of the Company be restated/alterd to incorporate these provisions.

The Board at its meeting held on August 6, 2025 and subject to approval of members, approved to replace the existing Articles of Association (AoA) with the restated Articles. With the enforcement of share purchase agreement and shareholder's agreement between the aforementioned parties, the existing AoA of the company require additions/alteration. Accordingly, it is proposed to replace the entire existing AoA with a set of re-stated Articles.

Pursuant to Section 5 read with Section 14 of the Companies Act, 2013 restatement/alteration/ amendment of articles of association of the Company requires approval of the Members of the company by way of special resolution.

The existing articles of association of the Company and the draft of proposed articles of association is available for inspection of the Members in the manner as set out in the notes to this notice.

Accordingly, the Board recommends the proposed resolution set out at Item No. 7 for the approval of Members by way of special resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their directorship and their shareholding.

Item No. 8 and 9

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Members of the Company had, at the Annual General Meeting held on September 25, 2014, accorded their approval to the Board of Directors to borrow monies, together with amounts already borrowed, up to a limit of Rs. 100 Crore or the aggregate of the paid-up share capital and free reserves of the Company, whichever is higher.

Further, in terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the Members of the Company had at the Annual General Meeting held on September 24, 2010, accorded their approval to the Board of Directors to create charges, mortgages or hypothecations on the assets of the Company to secure such borrowings up to a limit of Rs. 50 crore.

Proposed Enhancement in borrowing limits under Section 180(1)(c)

In view of the overall increase in the business activities of the Company and its long-term strategic and business objectives, the Company may require additional funds. For this purpose, the Company may, from time to time, raise finance from various banks, financial institutions, lending institutions, bodies corporate, or other eligible persons/entities as may be considered appropriate.

Accordingly, it is proposed to enhance the Company's existing borrowing limit to **Rs. 250 Crore** under **Section 180(1)(c)** of the Act.

Proposed enhancement for creation of charge on the asset of the Company

Considering the proposed enhancement in borrowings, it may also become necessary to create charge(s) on the assets or the whole or substantially the whole of the undertaking(s) of the Company, to secure borrowings made or to be made by the Company or its group companies from time to time.

Accordingly:

- The **Resolution set out at Item No. 8** of the accompanying Notice seeks Members' approval under **Section 180(1)(c)** to enhance the borrowing limit to ₹250 Crore

- The **Resolution set out at Item No. 9** seeks Members' approval under **Section 180(1)(a)** to authorise creation of security on the assets of the Company up to ₹250 Crore to secure such borrowings.

The Board recommends the Special Resolution as set out in Item No. 8 and 9 of this Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship and shareholding.

Item No. 10

In terms of the provisions of Section 186 of the Companies Act, 2013, the Members of the Company had through postal ballot process held on March 27, 2019, accorded their approval to the Board of Directors to (i) give any loan(s) to any person(s) or other body corporate(s); (ii) give any guarantee(s) or provide any security(ies) in connection with a loan(s) to any other body corporate(s) or person(s) and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate(s), up to a limit of Rs. 75 Crore or exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

The Company has been looking around to tap on any appropriate opportunity that arises in its field to make investment. In order to enable the Company to invest/make loans/provide guarantees/security, approval of the members is hereby sought to make loan/investment/provide guarantees/security, for an amount not exceeding Rs. 250 Crore (Rupees Two Hundred Fifty Crore Only), under the provisions of Section 186 of the Companies Act, 2013.

The Board recommends the Special Resolution as set out in Item No. 10 of this Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship and shareholding.

Item No. 11

Pursuant to Regulation 23 of SEBI Listing Regulations, the threshold limit for determination of material related party transactions is the lower of INR 1,000 crore (Indian Rupees One Thousand Crores only) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Any material related party transactions exceeding the aforementioned limits, would require prior approval of Members by means of an Ordinary Resolution.

The Members are informed that considering that the proposed transaction(s) with Ms. Bela Desai are proposed to exceed the material threshold limits of the Company as per Regulation 23 of the Listing Regulations, the Audit Committee, recommends to the members, approval of the proposal for continuation and entering into Material Related Party Transactions with Ms. Bela Desai for the financial year 2025-26, by way of an Ordinary Resolution on such terms and conditions as are provided below for the perusal of the members of the Company.

The proposed transaction is necessary for the ongoing business operations of the Company and the same is intended to be on an arm's length basis and in the ordinary course of business.

Further, in terms of the SEBI Circular, information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/015 dated November 11, 2024, are as follows:

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Sr. No.	Description	Particulars
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)]	Ms. Bela Desai Promoter & Director of the Company
2.	Type, material terms and particulars of proposed transaction	Loan from Ms. Bela Desai upto an amount not exceeding INR 5 crores as and when the Company may need the funds for working capital and business operations purposes
3.	Tenure of the proposed transaction	One year (from the conclusion of this AGM upto the conclusion of the AGM to be held for the FY 2025-26)
4.	Value of the proposed transaction during FY 2025-26	Not exceeding INR 5 crore
5.	Percentage of Ironwood Education Limited's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	144.31
6.	Justification as to why the RPT is in the interest of the listed entity	The loan facility is proposed to be availed for the purposes of working capital requirements and business operations of the Company
7.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
8.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
9.	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
	a. Source of funds	Not Applicable
	b. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> • Nature of indebtedness. • Cost of funds; and • Tenure of the indebtedness 	Not Applicable
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	d. Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
10.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102 (1) of the Act, forming part of this Notice.

The material related party transactions as set out in Item No. 11 of this Notice have been unanimously approved by the Independent Directors in the Audit Committee.

Approval of Members sought for the material related party transactions as given in Item No 11, shall be valid up to the date of next Annual General Meeting of the Company.

Accordingly, the Audit Committee, after due consideration and approval, recommends the Ordinary Resolution set out in Item No. 11 of this Notice for the approval of the Members.

Except Ms. Bela Desai and her relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution as set out in Item No.11 of the notice.

The Members may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the Resolution as set out in Item No. 11.

Item No. 12

Pursuant to Regulation 23 of SEBI Listing Regulations, the threshold limit for determination of material related party transactions is the lower of INR 1,000 crore (Indian Rupees One Thousand Crores only) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Any material related party transactions exceeding the aforementioned limits, would require prior approval of Members by means of an Ordinary Resolution.

The Members are informed that considering that the proposed transaction(s) with Value Line Advisors Private Limited are proposed to exceed the material threshold limits of the Company as per Regulation 23 of the Listing Regulations, the Audit Committee, recommends to the members, approval of the proposal for continuation and entering into Material Related Party Transactions with Value Line Advisors Private Limited for the financial year 2025-26, by way of an Ordinary Resolution on such terms and conditions as are provided below for the perusal of the members of the Company.

The proposed transaction is necessary for the ongoing business operations of the Company and the same is intended to be on an arm's length basis and in the ordinary course of business.

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Further, in terms of the SEBI Circular, information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/015 dated November 11, 2024, are as follows:

Sr.No.	Description	Particulars
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)]	Value Line Advisors Private Limited Promoter of the Company
2.	Type, material terms and particulars of proposed transaction	1. Loan from Value Line Advisors Private Limited upto an amount not exceeding INR 5 crores as and when the Company may need the funds for working capital and business operations purposes 2. The Company shall pay interest on such loan availed at the rate of 5.50% which shall be similar to the prevailing rate of interest charged by scheduled commercial banks.
3.	Tenure of the proposed transaction	One year (from the conclusion of this AGM upto the conclusion of the AGM to be held for the FY 2025-26)
4.	Value of the proposed transaction during FY 2025-26	Not exceeding INR 5 crore
5.	Percentage of Ironwood Education Limited's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	144.31
6.	Justification as to why the RPT is in the interest of the listed entity	The loan facility is proposed to be availed for the purposes of working capital requirements and business operations of the Company
7.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
8.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	136%
9.	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
	a. Source of funds	Not Applicable
	b. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness. • Cost of funds; and • Tenure of the indebtedness	Not Applicable
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	d. Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
10.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102 (1) of the Act, forming part of this Notice.

The material related party transactions as set out in Item No. 12 of this Notice have been unanimously approved by the Independent Directors on the Audit Committee.

Approval of Members sought for the material related party transactions as given in Item No. 12, shall be valid up to the date of next Annual General Meeting of the Company.

Accordingly, the Audit Committee, after due consideration and approval, recommends the Ordinary Resolution set out in Item No. 12 of this Notice for the approval of the Members.

Except Ms. Bela Desai and her relatives, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution as set out in Item No. 12 of the notice.

The Members may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the Resolution as set out in Item No. 12.

Item No. 13

Pursuant to Regulation 23 of SEBI Listing Regulations, the threshold limit for determination of material related party transactions is the lower of INR 1,000 crore (Indian Rupees One Thousand Crores only) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Any material related party transactions exceeding the aforementioned limits, would require prior approval of Members by means of an Ordinary Resolution.

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The Members are informed that considering that the proposed transaction(s) with Krisma Investments Private Limited are proposed to exceed the material threshold limits of the Company as per Regulation 23 of the Listing Regulations, the Audit Committee, recommends to the members, approval of the proposal for continuation and entering into Material Related Party Transactions with Krisma Investments Private Limited for the financial year 2025-26, by way of an Ordinary Resolution on such terms and conditions as are provided below for the perusal of the members of the Company.

The proposed transaction is necessary for the ongoing business operations of the Company and the same is intended to be on an arm's length basis and in the ordinary course of business.

Further, in terms of the SEBI Circular, information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/015 dated November 11, 2024, are as follows:

Sr.No.	Description	Particulars
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Krisma Investments Private Limited Promoter of the Company
2.	Type, material terms and particulars of proposed transaction	1. Loan from Krisma Investments Private Limited upto an amount not exceeding INR 5 crores as and when the Company may need the funds for working capital and business operations purposes 2. The Company shall pay interest on such loan availed at the rate of 5.50% which shall be similar to the prevailing rate of interest charged by scheduled commercial banks..
3.	Tenure of the proposed transaction	One year (from the conclusion of this AGM upto the conclusion of the AGM to be held for the FY 2025-26)
4.	Value of the proposed transaction during FY 2025-26	Not exceeding INR 5 crore
5.	Percentage of Ironwood Education Limited's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	144.31
6.	Justification as to why the RPT is in the interest of the listed entity	The loan facility is proposed to be availed for the purposes of working capital requirements and business operations of the Company
7.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
8.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	1617%
9.	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
	a. Source of funds	Not Applicable
	b. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness. • Cost of funds; and • Tenure of the indebtedness	Not Applicable
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	d. Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
10.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102 (1) of the Act, forming part of this Notice.

The material related party transactions as set out in Item No. 13 of this Notice have been unanimously approved by the Independent Directors in the Audit Committee.

Approval of Members sought for the material related party transactions as given in Item No. 13, shall be valid up to the date of next Annual General Meeting of the Company.

Accordingly, the Audit Committee, after due consideration and approval, recommends the Ordinary Resolution set out in Item No. 13 of this Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the resolution set out in Item No. 13 of the notice.

The Members may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the Resolution as set out in Item No. 13.

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Item No. 14

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

During the financial year 2025-26, Trio Infrastructure Private Limited, a material unlisted subsidiary of the Company, proposes to enter into certain related party transaction(s) with Value Line Advisors Private Limited and the aggregate of such transaction(s) is expected to cross the applicable materiality thresholds as mentioned above. Accordingly, prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee shall be required, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management as required by the law, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Policy of the Company.

Further, in terms of the SEBI Circular, information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/015 dated November 11, 2024, are as follows:

Sr.No.	Description	Particulars
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)]	Value Line Advisors Private Limited An entity over which one or more Key Management Personnel ("KMP") or their relatives have significant influence / control / joint control; entities having significant influence over the Company have significant influence / control / joint control through voting power or otherwise.
2.	Type, material terms and particulars of proposed transaction	1. Loan from M/s. Value Line Advisors Private Limited upto an amount not exceeding INR 1 crore as and when the Company may need the funds for working capital and business operations purposes 2. The Company shall pay interest on such loan availed at the rate of 16% which shall be similar to the prevailing rate of interest charged by scheduled commercial banks.
3.	Tenure of the proposed transaction	One year (from the conclusion of this AGM upto the conclusion of the AGM to be held for the FY 2025-26)
4.	Value of the proposed transaction during FY 2025-26	Not exceeding INR 1 crore
5.	Percentage of Ironwood Education Limited's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	28.86
6.	Justification as to why the RPT is in the interest of the listed entity	The loan facility is proposed to be availed for the purposes of working capital requirements and business operations of the Company
7.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
8.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
9.	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
	a. Source of funds	Not Applicable
	b. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness. • Cost of funds; and • Tenure of the indebtedness	Not Applicable
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	d. Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
10.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102 (1) of the Act, forming part of this Notice.

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The material related party transactions as set out in Item No. 14 of this Notice have been unanimously approved by the Independent Directors on the Audit Committee.

Approval of Members sought for the material related party transactions as given in Item No. 14, shall be valid up to the date of next Annual General Meeting of the Company.

Accordingly, the Audit Committee, after due consideration and approval, recommends the Ordinary Resolution set out in Item No. 14 of this Notice for the approval of the Members.

Except Ms. Bela Desai and her relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution as set out in Item No. 14 of the notice.

The Members may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the Resolution as set out in Item No. 14.

Item No. 15

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

During the financial year 2025-26, Trio Infrastructure Private Limited, a material unlisted subsidiary of the Company, proposes to enter into certain related party transaction(s) with AVA Lifespaces Private Limited and the aggregate of such transaction(s) is expected to cross the applicable materiality thresholds as mentioned above. Accordingly, prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee shall be required, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management as required by the law, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Policy of the Company.

Further, in terms of the SEBI Circular, information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/015 dated November 11, 2024, are as follows:

Sr.No.	Description	Particulars
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)]	AVA Lifespaces Private Limited An entity over which one or more Key Management Personnel ("KMP") or their relatives have significant influence / control / joint control; entities having significant influence over the Company have significant influence / control / joint control through voting power or otherwise.
2.	Type, material terms and particulars of proposed transaction	Loan from M/s. AVA Lifespaces Private Limited upto an amount not exceeding INR 1 crore as and when the Company may need the funds for working capital and business operations purposes
3.	Tenure of the proposed transaction	One year (from the conclusion of this AGM upto the conclusion of the AGM to be held for the FY 2025-26)
4.	Value of the proposed transaction during FY 2025-26	Not exceeding INR 1 crore
5.	Percentage of Ironwood Education Limited's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	28.86
6.	Justification as to why the RPT is in the interest of the listed entity	The loan facility is proposed to be availed for the purposes of working capital requirements and business operations of the Company
7.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
8.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
9.	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	

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Sr.No.	Description	Particulars
	a. Source of funds	Not Applicable
	b. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> • Nature of indebtedness. • Cost of funds; and • Tenure of the indebtedness 	Not Applicable
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	d. Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
10.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102 (1) of the Act, forming part of this Notice.

The material related party transactions as set out in Item No. 15 of this Notice have been unanimously approved by the Independent Directors on the Audit Committee.

Approval of Members sought for the material related party transactions as given in Item No. 15, shall be valid up to the date of next Annual General Meeting of the Company.

Accordingly, the Audit Committee, after due consideration and approval, recommends the Ordinary Resolution set out in Item No. 15 of this Notice for the approval of the Members.

Except Mr. Vijayshankar Tripathi and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution as set out in Item No. 15 of the notice.

The Members may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the Resolution as set out in Item No. 15.

Item No. 16

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

During the financial year 2025-26, Trio Infrastructure Private Limited, a material unlisted subsidiary of the Company, proposes to enter into certain related party transaction(s) with Mr. Balaji Raghavan, Promoter of the Company and the aggregate of such transaction(s) is expected to cross the applicable materiality thresholds as mentioned above. Accordingly, prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee shall be required, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management as required by the law, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Policy of the Company.

Further, in terms of the SEBI Circular, information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/015 dated November 11, 2024, are as follows:

Sr.No.	Description	Particulars
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)]	Mr. Balaji Raghavan Promoter of the Company
2.	Type, material terms and particulars of proposed transaction	Loan from Mr. Balaji Raghavan upto an amount not exceeding INR 2 crores as and when the Company may need the funds for working capital and business operations purposes
3.	Tenure of the proposed transaction	One year (from the conclusion of this AGM upto the conclusion of the AGM to be held for the FY 2025-26)
4.	Value of the proposed transaction during FY 2025-26	Not exceeding INR 2 crores
5.	Percentage of Ironwood Education Limited's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	57.72
6.	Justification as to why the RPT is in the interest of the listed entity	The loan facility is proposed to be availed for the purposes of working capital requirements and business operations of the Company

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7.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
8.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
9.	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
	a. Source of funds	Not Applicable
	b. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness. • Cost of funds; and • Tenure of the indebtedness	Not Applicable
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	d. Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
10.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102 (1) of the Act, forming part of this Notice.

The material related party transactions as set out in Item No. 16 of this Notice have been unanimously approved by the Independent Directors on the Audit Committee.

Approval of Members sought for the material related party transactions as given in Item No. 16, shall be valid up to the date of next Annual General Meeting of the Company.

Accordingly, the Audit Committee, after due consideration and approval, recommends the Ordinary Resolution set out in Item No. 16 of this Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution as set out in Item No. 16 of the notice.

The Members may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the Resolution as set out in Item No. 16.

Item No. 17

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

During the financial year 2025-26, Trio Infrastructure Private Limited, a material unlisted subsidiary of the Company, proposes to enter into certain related party transaction(s) with AVA Lifespaces and Homes Private Limited, and the aggregate of such transaction(s) is expected to cross the applicable materiality thresholds as mentioned above. Accordingly, prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee shall be required, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management as required by the law, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Policy of the Company.

Further, in terms of the SEBI Circular, information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/015 dated November 11, 2024, are as follows:

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Sr.No.	Description	Particulars
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)]	AVA Lifespaces and Homes Private Limited An entity over which one or more Key Management Personnel ("KMP") or their relatives have significant influence / control / joint control; entities having significant influence over the Company have significant influence / control / joint control through voting power or otherwise.
2.	Type, material terms and particulars of proposed transaction	1. Selling or otherwise disposing of or buying, property of any kind 2. Availing / rendering of services 3. Appointment of any agent for purchase or sale of goods, materials, services or property;
3.	Tenure of the proposed transaction	One year (from the conclusion of this AGM upto the conclusion of the AGM to be held for the FY 2025-26)
4.	Value of the proposed transaction during FY 2025-26	Not exceeding INR 10 crore
5.	Percentage of Ironwood Education Limited's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	288.62
6.	Justification as to why the RPT is in the interest of the listed entity	The proposed transactions are required to be undertaken to support the business operations of the Company
7.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
8.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
9.	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
	a. Source of funds	Not Applicable
	b. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness. • Cost of funds; and • Tenure of the indebtedness	Not Applicable
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	d. Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
10.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102 (1) of the Act, forming part of this Notice.

The material related party transactions as set out in Item No. 17 of this Notice have been unanimously approved by the Independent Directors on the Audit Committee.

Approval of Members sought for the material related party transactions as given in Item No. 17, shall be valid up to the date of next Annual General Meeting of the Company.

Accordingly, the Audit Committee, after due consideration and approval, recommends the Ordinary Resolution set out in Item No. 17 of this Notice for the approval of the Members.

Except Mr. Vijayshankar Tripathi and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution as set out in Item No. 17 of the notice.

The Members may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the Resolution as set out in Item No. 17.

Item No. 18

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

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During the financial year 2025-26, Trio Infrastructure Private Limited, a material unlisted subsidiary of the Company, proposes to enter into certain related party transaction(s) with AVA Lifespaces LLP and the aggregate of such transaction(s) is expected to cross the applicable materiality thresholds as mentioned above. Accordingly, prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee shall be required, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management as required by the law, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Policy of the Company.

Further, in terms of the SEBI Circular, information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/015 dated November 11, 2024, are as follows:

Sr.No.	Description	Particulars
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)]	AVA Lifespaces LLP An entity over which one or more Key Management Personnel ("KMP") or their relatives have significant influence / control / joint control; entities having significant influence over the Company have significant influence / control / joint control through voting power or otherwise.
2.	Type, material terms and particulars of proposed transaction(s)	1. Selling or otherwise disposing of or buying, property of any kind 2. Availing / rendering of services 3. Appointment of any agent for purchase or sale of goods, materials, services or property;
3.	Tenure of the proposed transaction	One year (from the conclusion of this AGM upto the conclusion of the AGM to be held for the FY 2025-26)
4.	Value of the proposed transaction during FY 2025-26	Not exceeding INR 10 crore
5.	Percentage of Ironwood Education Limited's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	288.62
6.	Justification as to why the RPT is in the interest of the listed entity	The proposed transactions are required to be undertaken to support the business operations of the Company
7.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
8.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
9.	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
	a. Source of funds	Not Applicable
	b. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness. • Cost of funds; and • Tenure of the indebtedness	Not Applicable
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	d. Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
10.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102 (1) of the Act, forming part of this Notice.

The material related party transactions as set out in Item No. 18 of this Notice have been unanimously approved by the Independent Directors on the Audit Committee.

Approval of Members sought for the material related party transactions as given in Item No. 18, shall be valid up to the date of next Annual General Meeting of the Company.

Accordingly, the Audit Committee, after due consideration and approval, recommends the Ordinary Resolution set out in Item No. 18 of this Notice for the approval of the Members.

Except Mr. Vijayshankar Tripathi and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the in the Resolution as set out in Item No. 18 of the notice.

The Members may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the Resolution as set out in Item No. 18.

IRONWOOD EDUCATION LIMITED

Item No. 19

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

During the financial year 2025-26, Trio Infrastructure Private Limited, a material unlisted subsidiary of the Company, proposes to enter into certain related party transaction(s) with Miras Infrastructure Private Limited and the aggregate of such transaction(s) is expected to cross the applicable materiality thresholds as mentioned above. Accordingly, prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee shall be required, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management as required by the law, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Policy of the Company.

Further, in terms of the SEBI Circular, information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/015 dated November 11, 2024, are as follows:

Sr.No.	Description	Particulars
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)]	Miras Infrastructure Private Limited An entity over which one or more Key Management Personnel ("KMP") or their relatives have significant influence / control / joint control; entities having significant influence over the Company have significant influence / control / joint control through voting power or otherwise.
2.	Type, material terms and particulars of proposed transaction	1. Selling or otherwise disposing of or buying, property of any kind 2. Availing / rendering of services 3. Appointment of any agent for purchase or sale of goods, materials, services or property;
3.	Tenure of the proposed transaction	One year (from the conclusion of this AGM upto the conclusion of the AGM to be held for the FY 2025-26)
4.	Value of the proposed transaction during FY 2025-26	Not exceeding INR 25 crore
5.	Percentage of Ironwood Education Limited's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	721.54
6.	Justification as to why the RPT is in the interest of the listed entity	The proposed transactions are required to be undertaken to support the business operations of the Company
7.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
8.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
9.	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
	a. Source of funds	Not Applicable
	b. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness. • Cost of funds; and • Tenure of the indebtedness	Not Applicable
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	d. Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
10.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102 (1) of the Act, forming part of this Notice.

The material related party transactions as set out in Item No. 19 of this Notice have been unanimously approved by the Independent Directors on the Audit Committee.

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Approval of Members sought for the material related party transactions as given in Item No. 19, shall be valid up to the date of next Annual General Meeting of the Company.

Accordingly, the Audit Committee, after due consideration and approval, recommends the Ordinary Resolution set out in Item No. 19 of this Notice for the approval of the Members.

Except Mr. Vijayshankar Tripathi and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution as set out in Item No. 19 of the notice.

The Members may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the Resolution as set out in Item No. 19.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be appointed / re-appointed.

Name of the Director	Bela Desai	Vijayshankar Tripathi
Director Identification No.	00917442	02363151
Date of Birth	9 th August, 1965	18 th November, 1977
Nationality	Indian	Indian
Qualifications	Fellow member of the Institute of Company Secretaries of India and holds a Degree in Law	Commerce Graduate and a qualified Chartered Accountant.
Experience	With a career spanning over 30 years in Corporate India, her expertise is in areas of corporate structuring, mergers and acquisitions, fund raising, business growth, operations etc.	He has over two decades of experience in the real estate sector, with active involvement in various commercial and residential projects located along the Western Line of Mumbai. He possesses in-depth knowledge and expertise in finance, accounts, taxation, and real estate
Terms and conditions of Appointment/Reappointment	NA	As mentioned in Item no. 3 and 4
Last Remuneration drawn	Rs. 7,500/-	NIL
Date of first appointment on the Board	31 st October, 2005	6 th August, 2025
No. of share held	9,53,011 Equity Shares	Nil
Inter-se Relationship with Directors, Managers & KMP	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of Board Meeting attended during FY 2024-25	Five	NA
List of Directorships held in other companies	1. Value Line Advisors Pvt Ltd 2. Coaching Beyond Pvt Ltd	1. Chaubey Realities Pvt Ltd
Chairman/Member of the Committees of Boards of other companies	N.A.	N.A.
Name of the listed entities from which the person has resigned in the past three years	None	None