

**Date: February 26, 2025**

To,  
The Corporate Relationship Manager  
Department of Corporate Services  
BSE Ltd.  
P. J. Towers, Dalal Street,  
Mumbai- 400001

**Ironwood Education Limited (Scrip code: 508918)**

Dear Sir / Madam,

**Subject: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Acquisition of Trio Infrastructure Private Limited.**

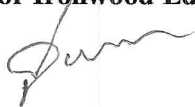
This is in continuation to our intimation dated December 2, 2024, wherein Ironwood Education Limited, had made disclosures under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, informing the execution of a Share Purchase Agreement ("SHA") and Shareholders Agreement ("SSA") and other necessary documents between Ironwood Education Limited (Company or Target Company), Trio Infrastructure Private Limited (TIPL), the shareholders of Trio Infrastructure Private Limited and Promoters of Target Company, wherein the Company had agreed to acquire 100% of the share capital of the Trio Infrastructure Private Limited by consideration other than cash (i.e., swap of shares).

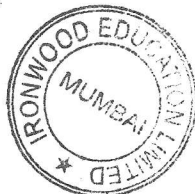
The Board of Directors of Ironwood Education Limited, at its meeting held on February 26, 2025, have approved the allotment of 65,84,241 (Sixty Five Lakh Eighty Four Thousand Two Hundred Forty One) Equity Shares of Rs. 10/- (Rupees Ten only) at an issue price of Rs. 36/- (Rupees Thirty Six only) each (including a premium of Rs. 26/- only) on preferential basis for consideration other than cash (i.e., swap of shares) to the shareholders of Trio Infrastructure Private Limited, persons other than promoters and promoter group, in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the provisions of the Companies Act, 2013 and rules made there under.

We are enclosing herewith the information pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Circular number SEBI/HO/CFD/CFDPoD-1/P/CIR/2023/123 dated July 13, 2023 as **Annexure-A**.

Kindly take the same on records.

Yours faithfully,  
**For Ironwood Education Limited**

  
**Dharmesh Parekh**  
Company Secretary



KHIL House, 1<sup>st</sup> Floor, 70-C Nehru Road, Adjacent to Domestic Airport,  
Vile Parle (East), Mumbai 400099, India Tel: 022 26631834

CIN: L65910MH1983PLC030838, Email: [cs@ironwoodworld.com](mailto:cs@ironwoodworld.com) Website: [www.ironwoodworld.com](http://www.ironwoodworld.com)

## Annexure – A

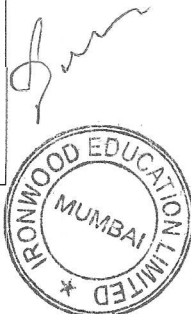
Disclosure as per SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFDPoD-1/P/CIR/2023/123 dated July 13, 2023, is given as under:

### Acquisition of Trio Infrastructure Private Limited

Sr. No.	Particulars	
1	Name of the target entity, details in brief such as size, turnover etc.	<p>Trio Infrastructure Private Limited</p> <p>The Company has an authorized share capital of Rs. 20,50,00,000/- divided into 2,05,00,000 equity shares of Rs. 10/- each and paid-up capital of Rs. 20,50,00,000/- divided into 2,05,00,000 equity shares of Rs. 10/- each.</p> <p>The Company has achieved a turnover of Rs. 7.43 crores as on 30<sup>th</sup> September, 2024.</p>
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arms length”;	No, the acquisition would not fall within related party transaction(s) and the promoter/ promoter group/ group companies do not have any interest in the entity being acquired.
3	Industry to which the entity being acquired belongs	Trio Infrastructure Private Limited is engaged in the business of Infrastructure Project, facilities, activities or works and to finance, build, construct, erect, install, undertake laydown, commission, establish, own, operate, manage, control, administer, lease, and transfer all infrastructure projects, facilities or works and activities including industrial parks, agricultural parks, business parks, warehousing, gardens, roads, bridges, flyovers, highways, roadways and other related structures, rail, road, railway stations, platforms, railway yards, sea ports, berths, jetties, docks, Free Trade Warehousing Zone, Container Fright Stations, Inland Container Depot, Airstrips, Airports, Well, Dams, Canals, Reservoirs, Water Ways, ship-yards, and marine structures, pumping stations industrial and technology parks, gas pipeline projects and other pipeline projects, Oil Exploration Projects, Air Oil Exploration Projects, Airport facilities, Schools, Colleges, Hospitals, Hotels, Holiday Homes.

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# Ironwood

Education Limited

4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	<p>Ironwood Education Limited have an opportunity to enter into real estate business.</p> <p>The acquisition of Trio Infrastructure Private Limited will help Ironwood Education Limited in achieving significant milestone in the evolution of both companies which will benefit all the stakeholders associated with the Company including shareholders at large.</p>
5	Brief details of any governmental or regulatory approvals required for the acquisition;	Appropriate approvals taken from the shareholders in the general meeting and from the BSE Limited like In-principle approval for issue, allotment and will take approval for listing/ trading.
6	Indicative time period for completion of the acquisition	Not Applicable
7	Nature of consideration – whether cash consideration or share swap and details of the same	Swapping of Shares
8	Cost of acquisition or the price at which the shares are acquired	65,84,241 Equity shares are issued at an issue price of Rs. 36/- each including premium of Rs. 26/- (Rupees Twenty Six Only) per share which amounts to Rs. 23,70,32,676/- (Rupees Twenty Three Crore Seventy Lakh Thirty Two Thousand Six Hundred Seventy Six Only) on swap basis and there is no cash outflow, Valuation report from the registered valuer is obtained and uploaded on the website of the Company.
9	Percentage of shareholding/control acquired and / or number of shares acquired	100% equity stake of TIPL i.e. 2,05,00,000, Equity Shares of face value of Rs. 10/- each.
10	Brief background about the entity acquired in terms of products/ line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>a. Brief background: as explained in point No. 3 above</p> <p>b. Date of incorporation: 25/06/2011</p> <p>c. Turnover 2023-24 – Rs. 1,15,20,713/- 2022-23 - Nil 2021-22 - Nil</p> <p>d. The entity has its presence only in India.</p>



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