

Ironwood Education Limited

June 12, 2026

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

Ref: Scrip Code – 508918

Dear Sir,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of Postal Ballot Notice dated May 28, 2026 to transact the business as set out below.

The details of resolutions proposed to be passed are as follows:

Sr. No.	Description of Resolution	Type of Resolution
1.	To increase the Authorized Share Capital of the Company and consequent alteration to Clause V of the Memorandum of Association of the Company	Ordinary
2.	To Close EMDI (Overseas) FZ LLC, Wholly Owned Subsidiary of the Company	Special


The Postal Ballot Notice is dispatched to shareholders of the Company on June 12, 2026. The Notice has been sent by electronic mode to those members whose names appear in the Register of Members and the Register of Beneficial Owners maintained by the Company and the Depositories respectively, as on June 5, 2026 ("Cut-off date") and whose e-mail addresses are registered with the Company and the Depositories.

The Company has engaged the services of National Securities Depositories Limited ("NSDL") for the purpose of providing e-voting facility to its members. The remote e-voting will commence from 9:00 a.m. (IST) on Sunday, June 14, 2026 and shall end at 5:00 p.m. (IST) on Monday, July 13, 2026. The Postal Ballot Notice is available on the website of the Company at www.ironwoodworld.com as well as on the website of NSDL at www.evoting.nsdl.com.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Ironwood Education Limited


Dharmesh Parekh
Company Secretary
Membership No. A19545



Encl: as above

IRONWOOD EDUCATION LIMITED

(CIN No.: L68100MH1983PLC030838)

8, Gokul Regency II, B Wing, Thakur Complex,
Off Western Express Highway, Kandivali (East), Mumbai 400101
Tel: 91 22 28700358 E-mail: cs@ironwoodworld.com; Website: www.ironwoodworld.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Sunday, 14th June, 2026, at 9:00 a.m. (IST)	Monday, 13th July, 2026, at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**'Act'**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2024 dated September 19, 2024 and various subsequent circulars issued, read with Circular No. 03/2025 dated September 22, 2025 (collectively **'MCA Circulars'**), to transact the special business as set out hereunder by passing Resolution by way of postal ballot only, by voting through electronic means (**'remote e-voting'**).

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/Registrar and Transfer Agent (**'RTA'**). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting. The detailed procedure for remote e-voting process forms part of the 'Notes' section of this Notice.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.ironwoodworld.com

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (**FOR**) or dissent (**AGAINST**) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than **5:00 p.m. (IST)** on **Monday, 13th July, 2026**. The remote e-voting facility will be disabled by NSDL immediately thereafter.

Special Business:

- To increase the Authorized Share Capital of the Company and consequent alteration to Clause V 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 an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded for increase in Authorized Share Capital of the Company

IRONWOOD EDUCATION LIMITED

from Rs. 18,00,00,000/- (Rupees Eighteen Crores only) divided into 1,80,00,000 (One Crore Eighty Lakhs) equity shares of face value of Rs. 10/- (Rupees Ten) each to Rs. 22,50,00,000/- (Rupees Twenty Two Crores Fifty Lakhs only) divided into 2,25,00,000 (Two Crores Twenty Five Lakhs) equity shares of face value of Rs. 10/- (Rupees Ten) each ranking pari passu with the existing shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof and the new Clause V shall be read as follows:

- V. The Authorized Share Capital of the Company is Rs. 22,50,00,000/- (Rupees Twenty Two Crores Fifty Lakhs only) divided into 2,25,00,000/- (Two Crores Twenty Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each with the rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the capital of the Company, and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to delegate all or any of the powers conferred under this resolution to any Director or Company Secretary of the Company as may be necessary or desirable to give effect to this resolution.”

2. **To Close EMDI (Overseas) FZ LLC, Wholly Owned Subsidiary 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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the 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 term shall be deemed to include any Committee thereof or any person(s) authorized by the Board) to close, sale, transfer, lease, liquidate, dissolve, strike off or otherwise discontinue the operations of EMDI (Overseas) FZ LLC, Wholly Owned Subsidiary of the Company incorporated in United Arab Emirates, and to undertake all acts, deeds, matters and things as may be necessary, desirable or expedient in connection therewith.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make applications, file forms, execute documents, appoint advisors, consultants, legal counsels and authorized representatives, settle claims and liabilities, realize assets, repatriate funds, write off investments and balances, if required, and do all such acts, deeds, matters and things as may be necessary for giving effect to this resolution and to comply with the requirements of applicable laws, including the provisions of the Foreign Exchange Management Act, 1999, Overseas Investment regulations, and the laws of the jurisdiction in which the subsidiary is incorporated.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution to any Director, Key Managerial Personnel or officer of the Company for the purpose of giving effect to this resolution.”

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

**Place : Mumbai
Date : May 28, 2026**

**Dharmesh Parekh
Company Secretary
M No. A19545**

NOTES:

1. Pursuant to section 102 of the Act, an Explanatory Statement setting out material facts and reasons for the proposed resolution is appended hereto.
2. In compliance with MCA Circulars, the Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ('Depositories') as on Friday, 5th June, 2026 (cut-off date) and whose e-mail IDs are registered with the Company / Depositories. A person who is not a member as on the (cut-off date) should treat this Notice of Postal Ballot for information purpose only.
3. In compliance with provisions of section 108 and 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the members of the Company as on the cut-off date. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the members to cast their votes electronically.
4. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date fixed for the purpose.
5. Members may note that the Notice of Postal Ballot will also be available on the Company's website at www.ironwoodworld.com and on websites of the Stock Exchange where equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and on NSDL website www.evoting.nsdl.com.
6. All documents referred to in the Notice and Explanatory statement shall be available for inspection through electronic mode during business hours from Monday, 15th June, 2026 to Monday, 13th July 2026. The request being sent to cs@ironwoodworld.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
7. The postal ballot e-voting schedule as under:

Commencement of e-voting (Start date)	Close of e-voting (End date)	Results announcement date
Sunday, 14th June, 2026 at 9.00 a.m. IST	Monday, 13th July, 2026 at 5.00 p.m. IST	On or before Wednesday, 15th July, 2026

8. The Company has appointed Ms. Sonali Gamne (Membership No. A36772 and CP No. 19207) of Sonali Gamne & Associates, Company Secretaries to act as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner.
9. The Scrutinizer will submit her report to the Chairperson or Managing Director or any other person authorized by him after completion of the scrutiny and the results of e-voting by Postal Ballot will be announced on or before Wednesday, 15th July, 2026. The resolutions, if passed by requisite majority shall be deemed to have been passed on Monday, 13th July, 2026 being the last date specified by the Company for e-voting.
10. The declared results along with the Scrutinizer's Report shall be forwarded to the BSE Limited and shall be uploaded on the website of the Company at www.ironwoodworld.com and website of NSDL at www.evoting.nsdl.com.
11. The instructions for remote e-voting by Members are as under:





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 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsd.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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>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; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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. 2. 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. 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. 3. 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. 4. 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 evoting 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.

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.com 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 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. 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.

4. 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***

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 from 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.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. 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.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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.com. 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.
2. 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.nsdl.com to reset the password.
3. 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.nsdl.com or call on : 022-48867000 or send a request to Ms. Apeksha Gojamgunde at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail 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@ironwooworld.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 shareholders 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER

Item No. 1

The members are informed that the existing Authorised Share Capital of the Company is Rs. 18,00,00,000/- (Rupees Eighteen Crores only) divided into 1,80,00,000 (One Crore Eighty Lakhs) equity shares of face value of Rs. 10/- (Rupees Ten) each. Considering the size and operations of the Company and in order to facilitate further capital issuances, the Board of Directors at its meeting held on May 28, 2026, have recommended to increase the Authorized Share Capital of the Company to Rs. 22,50,00,000/- (Rupees Twenty Two Crores Fifty Lakhs only) divided into 2,25,00,000 (Two Crores Twenty Five Lakhs) equity shares of face value of Rs. 10/- (Rupees Ten) each.

IRONWOOD EDUCATION LIMITED

The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

A copy of the Memorandum of Association together with the proposed alterations is available for inspection by members on any working days, except Saturdays, Sundays and Public holidays between 11.00 a.m. to 1.00 p.m. at the registered office of the Company and will be kept open during the continuation of the Meeting.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board of Directors of the Company believe that the proposed increase in authorized share capital of the Company is in the best interest of the Company and therefore board recommends the Resolution as set out in Item Number 1 in the accompanying notice for approval by the Members as an Ordinary Resolution.

Item No. 2

The Company has a foreign wholly owned subsidiary namely EMDI (Overseas) FZ LLC incorporated in United Arab Emirates for carrying on business activities in media, entertainment and event sectors in the overseas market.

The Board of Directors, after reviewing the business operations owing to the prevailing geopolitical situation of conflict between United States of America and Iran and the resulting uncertainty in the media, entertainment and events sectors and considering the overall impact on the business environment, the Board considered it prudent and in the best interests of the Company and its stakeholders to close, sale, transfer, lease, discontinue, strike off and liquidate the said wholly owned subsidiary of the Company.

The proposed closure is expected to streamline the group structure, reduce administrative and compliance costs and enable management to focus on core business activities. The closure shall be undertaken in accordance with the applicable laws of the jurisdiction in which the subsidiary is incorporated and the applicable provisions of the Foreign Exchange Management Act, 1999, Overseas Investment regulations and other applicable laws.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board of Directors of the Company believe that the proposed closure and liquidation of wholly owned subsidiary is in the best interest of the Company and therefore board recommends the Resolution as set out in Item Number 2 in the accompanying notice for approval by the Members as a Special Resolution.

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

**Dharmesh Parekh
Company Secretary
M No. A19545**

Place : Mumbai

Date : May 28, 2026

Registered Office:

8, Gokul Regency II, B Wing,
Thakur Complex, Off Western Express Highway,
Kandivali (East), Mumbai 400101
E-mail: cs@ironwoodworld.com;
Website: www.ironwoodworld.com