

# IRONWOOD EDUCATION LIMITED

(CIN No.: L68100MH1983PLC030838)

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

## 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
Tuesday, 24th February, 2026, at 9:00 a.m. (IST)	Wednesday, 25th March, 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](http://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 **Wednesday, 25th March, 2026**. The remote e-voting facility will be disabled by NSDL immediately thereafter.

### Special Business:

#### 1. Appointment of Mr. Rohit Lal (DIN: 08535306) as an Independent Director of the Company:

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

**"RESOLVED THAT** Mr. Rohit Lal (DIN: 08535306), who was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director, w.e.f 31<sup>st</sup> December, 2025 by the Board of Directors by circular resolution, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of

the Companies Act, 2013 (“**Act**”) read with the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (**‘Act’**) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, (**‘Rules’**) (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), as amended from time to time, the appointment of Mr. Rohit Lal (DIN: 08535306), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years commencing from 31<sup>st</sup> December, 2025 to 30th December, 2030 (both days inclusive), be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company.”

**2. Appointment of Ms. Vedika Akhilesh Chaubey (DIN: 03098292) as Director (Non-Executive Non-Independent Director) of the Company:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with, the provisions of sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Vedika Akhilesh Chaubey (DIN: 03098292), who was appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee as an Additional Director (Non-Executive, Non-Independent) of the Company with effect from 31<sup>st</sup> December, 2025 by circular resolution and who holds office up to the date of ensuing Annual General Meeting of the Company in terms of section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director (Non-Executive, Non-Independent) of the Company and whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company.”

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

**Place : Mumbai  
Date : February 13, 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, 13th February 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](http://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](http://www.bseindia.com) and on NSDL website [www.evoting.nsdl.com](http://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 Tuesday, 24th February, 2026 to Wednesday, 25th March 2026. The request being sent to [cs@ironwoodworld.com](mailto: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:

<b>Commencement of e-voting (Start date)</b>	<b>Close of e-voting (End date)</b>	<b>Results announcement date</b>
Tuesday, 24th February, 2026 at 9.00 a.m. IST	Wednesday, 25th March, 2026 at 5.00 p.m. IST	On or before Friday, 27th March, 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 Friday, 27th March, 2026. The resolutions, if passed by requisite majority shall be deemed to have been passed on Wednesday, 25th March, 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](http://www.ironwoodworld.com) and website of NSDL at [www.evoting.nsdl.com](http://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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="color: #0070C0; font-weight: bold;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </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>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](mailto:sonaligamneassociates@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022-48867000 or send a request to Ms. Apeksha Gojalgunde at [evoting@nsdl.com](mailto: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](mailto: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](mailto: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](mailto: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.

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

**Item No. 1**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company by their circular resolution on December 31, 2025 appointed Mr. Rohit Lal (DIN: 08535306) as an Additional Director - Non-Executive Independent Director, not liable to retire by rotation, for a term of five years commencing from 31st December, 2025, subject to approval of the members by Special Resolution. In terms of Regulation 17(1C) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Company is required to obtain the approval of members for appointment of a director at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

## IRONWOOD EDUCATION LIMITED

The Company has received a notice from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company.

The Company has received from Mr. Rohit Lal the following documents-

- (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules');
- (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act;
- (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations;
- (iv) Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and
- (v) Declaration pursuant to BSE Limited Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

Mr. Rohit Lal has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Rohit Lal fulfills the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as Independent Non-Executive Director of the Company and is independent of the Management. Having regard to the qualifications, skill, experience, capabilities and knowledge, the Board considers that his association would be of immense benefit to the Company and hence, it is desirable to appoint him as an Independent Director of the Company.

The terms and conditions of appointment of Mr. Rohit Lal as an Independent Director are uploaded on the website of the Company at [www.ironwoodworld.com](http://www.ironwoodworld.com) and would also be made available for inspection to the members without any fee, on all working days, until the last date of remote e-voting.

Mr. Rohit Lal is not inter-se related to any other Director or Key Managerial Personnel of the Company. Except Mr. Rohit Lal being an appointee, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in this resolution, except to the extent of their shareholding, if any.

The relevant details, pursuant to regulation 36(3) of the LODR Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, in respect of Director seeking appointment

Name (DIN)	Mr. Rohit Lal (DIN: 08535306)
Date of Birth	October 24, 1970
Nationality	Indian
Date of first appointment on the Board	December 31, 2025
Qualification	PGDM from IIM Kolkata and a B. Tech from IIT Kharagpur
Experience (including nature of expertise in specific functional areas)/ Brief resume	He is an experienced leader and entrepreneur with over 30 years in retail banking, specializing in training, process transformation, and skill development for the BFSI sector. He has worked in leadership roles with leading organizations like Accenture, ICICI Bank and Citibank. He has deep cross-functional experience across retail banking, including product specialization, regulatory compliance, strategic business growth, operations and customer service. He operates training and consulting businesses focused on BFSI companies and skill certification for job aspirants, with an NSDC-approved skill development company started in 2022.
Directorships held in other Companies (excluding foreign and Section 8 Companies)	1. Cerka Solutions Private Limited
Memberships/Chairmanships of committees of other public companies	Nil

Number of shares held in the Company	Nil
Number of Meetings of the Board of Directors attended during FY 2025-26	One (1)
Relationship with other Directors, Manager or Key Managerial Personnel, if any	Not related to any Director, Manager or Key Managerial Personnel
Terms and conditions including remuneration	Mr. Rohit Lal is appointed for a period of 5 (Five) consecutive years with effect from 31 <sup>st</sup> December, 2025, unless terminated earlier or extended, as per the provisions of applicable laws. He is not liable to retire by rotation. His re-appointment at the end of the Term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and the shareholders. He may be required to serve as Chairman / member on one or more Board Committees as may be decided by the Board from time to time. He shall be paid sitting fees for attending the meetings of the Board as decided by the Board of Directors of the Company.

The Board of Directors recommends the resolution as set out as Item No.1 in the Notice for approval of Members as a Special Resolution.

**Item No. 2**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company by their circular resolution on December 31, 2025 appointed Ms. Vedika Akhilesh Chaubey (DIN: 03098292) as an Additional Director - Non-Executive Non-Independent Director, liable to retire by rotation, subject to approval of the members by Ordinary Resolution. In terms of Regulation 17(1C) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Company is required to obtain the approval of members for appointment of a director at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

The Company has received a notice from a member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company.

The Company has received from Ms. Vedika Chaubey the following documents-

- (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules');
- (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that she is not disqualified under the provisions of Section 164(2) of the Act and
- (iii) Declaration pursuant to BSE Limited Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that she has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

In the opinion of the Board, Ms. Vedika Chaubey fulfills the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as Non-Executive Non-Independent Director of the Company. Having regard to the qualifications, skill, experience, capabilities and knowledge, the Board considers that her association would be of immense benefit to the Company and hence, it is desirable to appoint her as a Non-Executive Non-Independent Director of the Company.

Ms. Vedika Chaubey is not inter-se related to any other Director or Key Managerial Personnel of the Company. Except Ms. Vedika Chaubey being an appointee, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in this resolution, except to the extent of their shareholding, if any.

The relevant details, pursuant to regulation 36(3) of the LODR Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, in respect of Director seeking appointment

**IRONWOOD EDUCATION LIMITED**

Name (DIN)	Ms. Vedika Akhilesh Chaubey (DIN: 03098292)
Date of Birth	April 04, 1980
Nationality	Indian
Date of first appointment on the Board	December 31, 2025
Qualification	Law Graduate from Mumbai university
Experience (including nature of expertise in specific functional areas)/ Brief resume	She is experienced Advocate with a diverse background encompassing journalism and legal advisory services, having rendered contributions to several esteemed media organizations including MID DAY, BBC (Online & Radio), Navbharat Times, Mumbai Mirror, and The Hindu. In addition to journalistic expertise, possesses extensive experience as an Advocate in providing legal assistance and advisory support, particularly in matters concerning women's rights and welfare. She is offering legal counselling, preparing and filing legal documents and petitions, and liaising with governmental and law enforcement authorities to facilitate the resolution of grievances and ensure the protection of women's legal entitlements.
Directorships held in other Companies (excluding foreign and Section 8 Companies)	Nil
Memberships/Chairmanships of committees of other public companies	Nil
Number of shares held in the Company	1,000
Number of Meetings of the Board of Directors attended during FY 2025-26	Two (2)
Relationship with other Directors, Manager or Key Managerial Personnel, if any	Not related to any Director, Manager or Key Managerial Personnel
Terms and conditions including remuneration	Ms. Vedika Chaubey is appointed as Non-Executive Non-Independent Director of the Company. She is liable to retire by rotation. She may be required to serve as Chairman / member on one or more Board Committees as may be decided by the Board from time to time. She shall be paid sitting fees for attending the meetings of the Board as decided by the Board of Directors of the Company.

The Board of Directors recommends the resolution as set out as Item No.2 in the Notice for approval of Members as an Ordinary Resolution.

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

**Place : Mumbai  
Date : February 13, 2026**

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

**Registered Office:**  
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