

# Ironwood Education Limited

September 28, 2022

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

**Sub: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Details of Voting Results**  
**Ref: Ironwood Education Limited - Scrip Code: 508918**

Dear Sir,

This is to inform you that the 39<sup>th</sup> Annual General Meeting ("AGM") of the Company was held on September 27, 2022 and the business mentioned in the Notice dated August 10, 2022 were transacted.

In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the result of the voting conducted through remote e-voting from Thursday, September 22, 2022 to Monday, September 26, 2022 and e-voting conducted during the 39th Annual General Meeting of Ironwood Education Limited held on Tuesday, September 27, 2022 along with consolidated report of Scrutinizer.

Kindly take the same on record.

Thanking you,

**For Ironwood Education Limited**  
**(Formerly known as Greycells Education Ltd)**



**Dharmesh Parekh**  
**Company Secretary**  
**M. No. ACS 19545**



Encl : as above

Ironwood Education Limited – Voting Result of 39<sup>th</sup> AGM held on September 27, 2022:

Date of the AGM/EGM	September 27, 2022
Total number of shareholders on record date	1141 (as on September 20, 2022)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	5
Public:	18



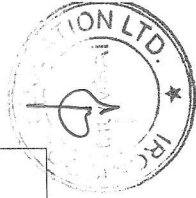
## Agenda- wise disclosure

Resolution required: (Ordinary/Special)		Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2022 together with the Reports of the Board of Directors and Report of Auditors thereon and other reports.											
Whether promoter/promoter group are interested in the agenda/resolution?		No											
Category	Mode of Voting	No. of shares held	(1)	(2)	(3)=[(2)/(1)]*100	No. of Votes – in favour	(4)	No. of Votes – against	(5)	% of Votes in favour on votes polled	(6)=[(4)/(2)]*100	% of Votes against on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting			44,31,253	100.00	44,31,253		0		100.00		0.00	
	Poll		44,31,253	0	0.00	0		0		0.00		0.00	
	Postal Ballot (if applicable)			0	0.00	0		0		0.00		0.00	
	Total		44,31,253	44,31,253	100.00	44,31,253		0		100.00		0.00	
Public-Institutions	E-Voting			0	0.00	0		0		0.00		0.00	
	Poll		1,94,530	0	0.00	0		0		0.00		0.00	
	Postal Ballot (if applicable)			0	0.00	0		0		0.00		0.00	
	Total		1,94,530	0	0.00	0		0		0.00		0.00	
Public-Non Institutions	E-Voting			1,93,258	5.89	1,91,464		1,794		99.07		0.93	
	Poll		32,81,932	0	0.00	0		0		0.00		0.00	
	Postal Ballot (if applicable)			0	0.00	0		0		0.00		0.00	
	Total		32,81,932	1,93,258	5.89	1,91,464		1,794		99.07		0.93	
Total		79,07,715	46,24,511	58.48	46,22,717		1,794		99.96		0.04		



Agenda- wise disclosure

Resolution required: (Ordinary/Special)		Re-appointment of Ms. Malka Chainani (DIN:00019182), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		44,31,253	100.00	44,31,253	0	100.00	0.00
	Poll	44,31,253	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	44,31,253	44,31,253	100.00	44,31,253	0	100.00	0.00
Public-Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	1,94,530	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1,94,530	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting		1,93,258	5.89	1,87,964	5,294	97.26	2.74
	Poll	32,81,932	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	32,81,932	1,93,258	5.89	1,87,964	5,294	97.26	2.74
Total		79,07,715	46,24,511	58.48	46,19,217	5,294	99.89	0.11



Agenda- wise disclosure

Resolution required: (Ordinary/Special)		Re-appointment of M/s. A. T. Jain & Co., Chartered Accountants (ICAI Firm Registration No. 103886W), as Statutory Auditors of the Company to hold office from the conclusion of this 39 <sup>th</sup> Annual General Meeting till the conclusion of the 44 <sup>th</sup> Annual General Meeting to be held in 2027													
Whether promoter/promoter group are interested in the agenda/resolution?		No													
Category	Mode of Voting	No. of shares held	(1)	No. of votes polled	(2)	% of Votes Polled on outstanding shares	(3)=[(2)/(1)]*100	No. of Votes – in favour	(4)	No. of Votes – against	(5)	% of Votes in favour on votes polled	(6)=[(4)/(2)]*100	% of Votes against on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting			44,31,253		100.00		44,31,253		0		100.00		0.00	
	Poll		44,31,253	0		0.00		0		0		0.00		0.00	
	Postal Ballot (if applicable)			0		0.00		0		0		0.00		0.00	
	Total		44,31,253	44,31,253		100.00		44,31,253		0		100.00		0.00	
Public-Institutions	E-Voting			0		0.00		0		0		0.00		0.00	
	Poll			0		0.00		0		0		0.00		0.00	
	Postal Ballot (if applicable)		1,94,530	0		0.00		0		0		0.00		0.00	
	Total		1,94,530	0		0.00		0		0		0.00		0.00	
Public-Non Institutions	E-Voting			1,93,258		5.89		1,91,464		1,794		99.07		0.93	
	Poll			0		0.00		0		0		0.00		0.00	
	Postal Ballot (if applicable)		32,81,932	0		0.00		0		0		0.00		0.00	
	Total		32,81,932	1,93,258		5.89		1,91,464		1,794		99.07		0.93	
Total			79,07,715	46,24,511		58.48		46,22,717		1,794		99.96		0.04	



Agenda- wise disclosure



Resolution required: (Ordinary/Special)		Approval for appointment of Mr. Dharmesh Parekh (DIN:03102365), as Director of the Company, liable to retire by rotation.											
Whether promoter/promoter group are interested in the agenda/resolution?		No											
Category	Mode of Voting	No. of shares held	(1)	(2)	(3)=[(2)/(1)]*100	No. of Votes – in favour	(4)	No. of Votes – against	(5)	% of Votes in favour on votes polled	(6)=[(4)/(2)]*100	% of Votes against on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting			44,31,253	100.00	44,31,253		0		100.00		0.00	
	Poll		44,31,253	0	0.00	0		0		0.00		0.00	
	Postal Ballot (if applicable)			0	0.00	0		0		0.00		0.00	
	Total		44,31,253	44,31,253	100.00	44,31,253		0		100.00		0.00	
Public-Institutions	E-Voting			0	0.00	0		0		0.00		0.00	
	Poll		1,94,530	0	0.00	0		0		0.00		0.00	
	Postal Ballot (if applicable)			0	0.00	0		0		0.00		0.00	
	Total		1,94,530	1,94,530	0.00	0		0		0.00		0.00	
Public-Non Institutions	E-Voting			1,93,258	5.89	1,91,464		1,794		99.07		0.93	
	Poll		32,81,932	0	0.00	0		0		0.00		0.00	
	Postal Ballot (if applicable)			0	0.00	0		0		0.00		0.00	
	Total		32,81,932	1,93,258	5.89	1,91,464		1,794		99.07		0.93	
Total		79,07,715	46,24,511	58.48	46,22,717		1,794		99.96		0.04		

Agenda- wise disclosure

Resolution required: (Ordinary/Special)		Approval for appointment of Mr. Dharmesh Parekh (DIN:03102365) as an Executive Director of the Company for a period of three years with effect from February 08, 2022 to February 07, 2025 (both days inclusive) without any remuneration.											
Whether promoter/promoter group are interested in the agenda/resolution?		No											
Category	Mode of Voting	No. of shares held	(1)	(2)	(3)=[(2)/(1)]*100	No. of Votes – in favour	(4)	No. of Votes – against	(5)	% of Votes in favour on votes polled	(6)=[(4)/(2)]*100	% of Votes against on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting			44,31,253	100.00	44,31,253		0		100.00		0.00	
	Poll		44,31,253	0	0.00	0		0		0.00		0.00	
	Postal Ballot (if applicable)			0	0.00	0		0		0.00		0.00	
	Total		44,31,253	44,31,253	100.00	44,31,253		0		100.00		0.00	
Public-Institutions	E-Voting			0	0.00	0		0		0.00		0.00	
	Poll		1,94,530	0	0.00	0		0		0.00		0.00	
	Postal Ballot (if applicable)			0	0.00	0		0		0.00		0.00	
	Total		1,94,530	0	0.00	0		0		0.00		0.00	
Public-Non Institutions	E-Voting			1,93,258	5.89	1,91,464		1,794		99.07		0.93	
	Poll		32,81,932	0	0.00	0		0		0.00		0.00	
	Postal Ballot (if applicable)			0	0.00	0		0		0.00		0.00	
	Total		32,81,932	1,93,258	5.89	1,91,464		1,794		99.07		0.93	
Total		79,07,715	46,24,511	58.48	46,22,717		1,794		99.96		0.04		



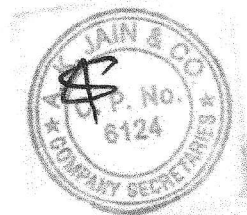
**Consolidated Scrutinizer's Report on remote e-Voting and e-Voting conducted at the Thirty-Ninth (39<sup>th</sup>) Annual General Meeting of Ironwood Education Limited held on Tuesday, September 27, 2022 at 03.30 p.m. (IST).**

To  
The Chairman  
**Ironwood Education Limited**  
KHIL House, 1<sup>st</sup> Floor, 70-C Nehru Road,  
Adjacent to Domestic Airport,  
Vile Parle (East), Mumbai - 400099

**Thirty Ninth (39<sup>th</sup>) Annual General Meeting of the Members of Ironwood Education Limited held on Tuesday, September 27, 2022 at 03.30 p.m. (IST) by means of Video Conferencing (VC)/ Other Audio Visual Means (OAVM)**

Dear Sir,

I, Ashish Kumar Jain Proprietor of M/s. A.K. Jain & Co., Company Secretaries, Mumbai had been appointed as the Scrutinizer by the Board of Directors of **Ironwood Education Limited** ("the Company"), for the purpose of scrutinizing the remote e-voting and e-voting during the Annual General Meeting, pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act"), Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended thereto and General Circular no. 20/2020 dated May 5, 2020 read with Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021 and General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 2/2022 dated May 05, 2022 (collectively referred to as "MCA Circulars") and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as "SEBI Circulars") and Secretarial Standard - 2 on General Meetings as issued by the Institute of Company Secretaries of India, on the business contained in the Notice of the 39<sup>th</sup> Annual General Meeting ("AGM") of the Company held on Tuesday, September 27, 2022 at 3:30 p.m. (IST) through VC / OAVM.

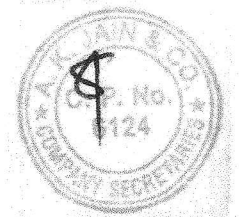




The Notice of AGM dated August 10, 2022, was sent to the shareholders, in respect of the resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circulars and SEBI Circulars. The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders and e-voting during the Annual General Meeting of the Company.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting during the AGM on the resolutions contained in the Notice of the AGM. My responsibility as Scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions. Based on the reports generated from the remote e-voting system provided by National Securities Depositories Ltd (NSDL / Service Provider), the authorized agency to provide e-voting facility and e-voting at the AGM. I hereby submit my report as under:

1. The Company had appointed NSDL as the Service Provider, for the purpose of extending the facility of remote e-Voting to the members of the Company and for e-Voting at the AGM to the members of the Company.
2. Bigshare Services Private Limited is the Registrar and Share Transfer Agents (RTA) of the Company.
3. The Cut-off date for the purpose of identifying Members who were entitled to vote on resolutions was considered as Tuesday, September 20, 2022.
4. As prescribed under the circular dated May 5, 2020 read with general circular dated January 13, 2021 issued by MCA, the Company has released an advertisement prior to sending notices to the Shareholders in Marathi in 'Navshakti' dated August 28, 2022 and in English in 'The Free Press Journal' dated August 28, 2022.
5. The Company has completed dispatch of notices by email to the members by September 02, 2022.
6. As prescribed in Rule 20 of Companies (Management and Administration) Rules, 2014, the Company has also released notice through newspaper Advertisement in Marathi in 'Navshakti' dated September 04, 2022 and in English in 'The Free Press Journal' dated September 04, 2022.



7. In terms of the Rule 20 of Companies (Management and Administration) Rules, 2014 the remote e-Voting facility was kept open for 5 (Five) days i.e. from Thursday, September 22, 2022 (9:00 a.m. IST) and ends on Monday, September 26, 2022 (5:00 p.m. IST).
8. At the end of the voting period on Monday, September 26, 2022 (5:00 p.m. IST), the voting portal of the Service Provider was blocked forthwith.
9. The details of the consolidated Results of the remote e-Voting together with e-voting conducted at the AGM, are as follows:

Details	Remote e-Voting	e-Voting at AGM	Total e-Voting
Number of Members who cast their votes	38	3	41
Total number of Shares held by them	46,24,506	5	46,24,511
Valid votes	As per details provided under each one of the resolutions mentioned hereunder		
Invalid/Abstain Votes	Various as mentioned under each of the resolution		

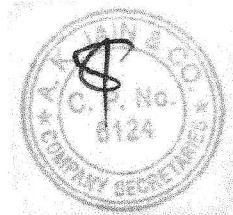
**Note:** Percentage of votes cast "in favour" or "against" the resolutions is calculated based on the valid votes cast through remote e-Voting and e-Voting at the AGM.

#### Ordinary Business

##### Item No. 1 (Ordinary Resolution)

Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 together with the Reports of the Board of Directors and Report of Auditors thereon and other reports.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		No. of Invalid/Abstain Votes
	Nos.	%	Nos.	%	
Remote e-Voting and e-Voting at the AGM	46,22,717	99.96	1,794	0.04	-



**Item No. 2 (Ordinary Resolution)**

Re-appointment of Ms. Malka Chainani (DIN:00019182), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		No. of Invalid/Abstain Votes
	Nos.	%	Nos.	%	
Remote e-Voting and e-Voting at the AGM	46,19,217	99.89	5,294	0.11	-

**Item No. 3 (Ordinary Resolution)**

Re-appointment of M/s. A. T. Jain & Co., Chartered Accountants (ICAI Firm Registration No. 103886W), as Statutory Auditors of the Company to hold office from the conclusion of this 39<sup>th</sup> Annual General Meeting till the conclusion of the 44<sup>th</sup> Annual General Meeting to be held in 2027.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		No. of Invalid/Abstain Votes
	Nos.	%	Nos.	%	
Remote e-Voting and e-Voting at the AGM	46,22,717	99.96	1,794	0.04	-

**Special Business -**

**Item No. 4 (Ordinary Resolution)**

Approval for appointment of Mr. Dharmesh Parekh (DIN:03102365), as Director of the Company, liable to retire by rotation.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		No. of Invalid/Abstain Votes
	Nos.	%	Nos.	%	
Remote e-Voting and e-Voting at the AGM	46,22,717	99.96	1,794	0.04	-



**Item No. 5 (Ordinary Resolution)**

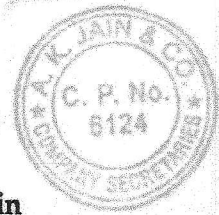
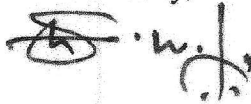
Approval for appointment of Mr. Dharmesh Parekh (DIN:03102365) as an Executive Director of the Company for a period of three years with effect from February 08, 2022 to February 07, 2025 (both days inclusive) without any remuneration.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		No. of Invalid/Abstain Votes
	Nos.	%	Nos.	%	
Remote e-Voting and e-Voting at the AGM	46,22,717	99.96	1,794	0.04	-

Based on the aforesaid results, all the Resolutions mentioned in the AGM Notice dated August 10, 2022 as per the details above stand passed under remote e-Voting and e-voting conducted at the AGM with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that, I am maintaining the Registers/records received from the Service Provider, in respect of the votes cast through remote e-Voting and e-Voting conducted at the AGM by the Members of the Company. All other relevant records relating to remote e-Voting and e-Voting conducted at the AGM is under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping, after the Chairman signs the Minutes of the Thirty Ninth (39<sup>th</sup>) AGM.

Thanking You,  
Yours Truly,



**Ashish Kumar Jain**  
Practicing Company Secretary  
FCS: 6058 COP: 6124  
Peer Review Certificate No. 1485/2021  
UDIN: F006058D001066799  
Date: September 28, 2022  
Place: Mumbai



To be counter signed by  
the Chairman/ Authorised Person  
Date: September 28, 2022  
Place: Mumbai