

June 24, 2021

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

Ref : Scrip Code – 508918

Dear Sir,

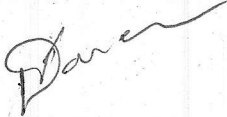
Sub: Annual Secretarial Compliance Report for the year ended March 31, 2021

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019 please find enclosed herewith Annual Secretarial Compliance Report issued by M/s A.K. Jain & Co., Company Secretaries for the year ended March 31, 2021.

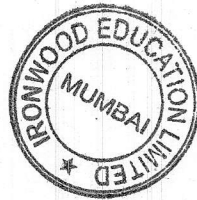
Kindly take the same on record.

Thanking you

Yours faithfully,
For Ironwood Education Limited
(formerly known as Greycells Education Ltd)



Dharmesh Parekh
Company Secretary



Encl: as above

**Annual Secretarial Compliance Report of Ironwood Education Limited
(Formerly known as Greycells Education Limited)
For the year ended 31st March, 2021**

We have examined:

- (a) all the documents and records made available to us and explanation provided by Ironwood Education Limited (formerly known as Greycells Education Limited) ("The Listed Entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not Applicable during the review period**);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not Applicable during the review period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not Applicable during the review period**);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable during the review period**);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (**Not Applicable during the review period**);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:



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- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, if any
1.	BSE Limited	Regulation 17(1) Non-compliance with the requirements pertaining to the composition of the Board.	Imposed Fines as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 for the quarter ended June, 2020 and September, 2020 for an amount of Rs.5,36,900/- and Rs.5,42,800/- respectively.	Company had made written representations to the BSE Limited exchange that the paid-up equity share capital of the Company is not exceeding Rs.10 crore and net worth not exceeding Rs.25 crore as on 31 st March, 2020. Thereby, in terms of Regulation 15(2) of the SEBI (LODR) Regulations, 2015, certain regulations including the Regulation 17(1) is not applicable to the Company. Based on the representations made by the Company, BSE Limited vide its email dated 16 th April, 2021 has withdrawn penalty imposed to the Company.

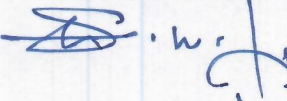


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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Regulation 23(9) of SEBI (LODR) Regulations, 2015 required Disclosures of related party transactions on a consolidated basis in the prescribed format for the half year ended on 30 th September, 2019, However same has been filed to the Stock Exchange with delay.	2019-20	The Company has filed the Disclosure for the half year ended on 30 th September, 2019 to the Stock Exchange with delay.	Complied
2.	Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 required to pass Special Resolution on or before 01 st April, 2019 in relation to one of the Director of the Company, who has attained the age of 77 years, However same has been passed in the Annual General Meeting held on 30 th September, 2019	2019-20	Company has passed Special Resolution in the Annual General Meeting held on 30 th September, 2019.	Complied

For A.K. Jain & Co.
Company Secretaries



Ashish Kumar Jain
Proprietor

FCS:6058 CP:6124

UDIN F006058C000506591

Place: Mumbai

Date: 24th June, 2021