

October 1, 2019

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: Greycells Education Limited - Scrip Code: 508918**

Dear Sir,

This is to inform you that the 36<sup>th</sup> Annual General Meeting ("AGM") of the Company was held on September 30, 2019 and the business mentioned in the Notice dated August 13, 2019 was transacted.

We enclose herewith agenda wise Results of voting conducted through remote e-voting during September 27, 2019 to September 29, 2019 and through ballot paper at the Annual General Meeting held on September 30, 2019 under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Consolidated Report of Scrutinizer dated October 1, 2019.

Kindly take the above on record.

Thanking you,

**For Greycells Education Limited**



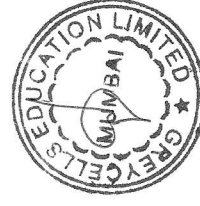
**Dharmesh Parekh**  
**Company Secretary**



Encl : as above

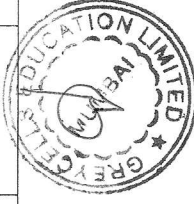
Greycells Education Limited – Voting Result of 36<sup>th</sup> AGM held on September 30, 2019:

Date of the AGM/EGM	September 30, 2019
Total number of shareholders on record date	789 (as on September 23, 2019)
No. of shareholders present in the meeting either in person or through proxy:	9
Promoters and Promoter Group:	05
Public:	04
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable



Agenda- wise disclosure

Resolution required: (Ordinary/Special)		Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2019 together with the Reports of the Board of Directors' and the Auditors' thereon						
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		39,86,591	100.00	39,86,591	0	100.00	0.00
	Poll	39,86,591	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	39,86,591	39,86,591	100.00	39,86,591	0	100.00	0.00
Public-Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	5,45,731	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	5,45,731	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting		53,065	1.57	53,064	1	100.00	0.00
	*Poll	33,75,393	50	0.00	50	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	33,75,393	53,115	1.57	53,114	1	100.00	0.00
Total		79,07,715	40,39,706	51.09	40,39,705	1	100.00	0.00

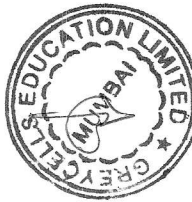


Agenda- wise disclosure

Resolution required: (Ordinary/Special)

Appointment of Ms. Bela Desai (DIN: 00917442), who retires by rotation and being eligible, offers herself for re-appointment

Whether promoter/promoter group are interested in the agenda/resolution?		yes													
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			39,86,591		100.00		39,86,591		0		100.00		0.00	
	Poll		39,86,591	0		0.00		0		0		0.00		0.00	
	Postal Ballot (if applicable)			0		0.00		0		0		0.00		0.00	
	Total			39,86,591		100.00		39,86,591		0		100.00		0.00	
Public-Institutions	E-Voting			0		0.00		0		0		0.00		0.00	
	Poll		5,45,731	0		0.00		0		0		0.00		0.00	
	Postal Ballot (if applicable)			0		0.00		0		0		0.00		0.00	
	Total			5,45,731		0.00		0		0		0.00		0.00	
Public-Non Institutions	E-Voting			53,065		1.57		53,064		1		100.00		0.00	
	*Poll		33,75,393	50		0.00		50		0		100.00		0.00	
	Postal Ballot (if applicable)			0		0.00		0		0		0.00		0.00	
	Total			53,115		1.57		53,114		1		100.00		0.00	
Total			79,07,715	40,39,706		51.09		40,39,705		1		100.00		0.00	



Agenda- wise disclosure

Resolution required: (Ordinary/Special)		Appointment of Mr. Ashwani Kumar Singh (DIN: 03388771) as a Director of the Company											
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			39,86,591	100.00	39,86,591		0		100.00		0.00	
	Poll		39,86,591	0	0.00	0		0		0.00		0.00	
	Postal Ballot (if applicable)			0	0.00	0		0		0.00		0.00	
	<b>Total</b>			<b>39,86,591</b>	<b>100.00</b>	<b>39,86,591</b>		<b>0</b>		<b>100.00</b>		<b>0.00</b>	
Public-Institutions	E-Voting			0	0.00	0		0		0.00		0.00	
	Poll		5,45,731	0	0.00	0		0		0.00		0.00	
	Postal Ballot (if applicable)			0	0.00	0		0		0.00		0.00	
	<b>Total</b>			<b>5,45,731</b>	<b>0.00</b>	<b>0</b>		<b>0</b>		<b>0.00</b>		<b>0.00</b>	
Public-Non Institutions	E-Voting			53,065	1.57	53,064		1		100.00		0.00	
	*Poll		33,75,393	50	0.00	50		0		100.00		0.00	
	Postal Ballot (if applicable)			0	0.00	0		0		0.00		0.00	
	<b>Total</b>			<b>33,75,393</b>	<b>1.57</b>	<b>53,115</b>		<b>1</b>		<b>100.00</b>		<b>0.00</b>	
<b>Total</b>			<b>79,07,715</b>	<b>51.09</b>	<b>40,39,706</b>		<b>40,39,705</b>		<b>1</b>		<b>100.00</b>		<b>0.00</b>



Agenda- wise disclosure

Resolution required: (Ordinary/Special)  
 Appointment of Ashwani Kumar Singh (DIN: 03388771) as an Executive Director of the Company w.e.f. November 13, 2018 to November 12, 2021 (both days inclusive)

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			39,86,591	100.00	39,86,591		0		100.00		0.00	
	Poll		39,86,591	0	0.00	0		0		0.00		0.00	
	Postal Ballot (if applicable)			0	0.00	0		0		0.00		0.00	
	<b>Total</b>		<b>39,86,591</b>	<b>39,86,591</b>	<b>100.00</b>	<b>39,86,591</b>		<b>0</b>		<b>100.00</b>		<b>0.00</b>	
Public-Institutions	E-Voting			0	0.00	0		0		0.00		0.00	
	Poll		5,45,731	0	0.00	0		0		0.00		0.00	
	Postal Ballot (if applicable)			0	0.00	0		0		0.00		0.00	
	<b>Total</b>		<b>5,45,731</b>	<b>0</b>	<b>0.00</b>	<b>0</b>		<b>0</b>		<b>0.00</b>		<b>0.00</b>	
Public-Non Institutions	E-Voting			53,065	1.57	53,064		1		100.00		0.00	
	*Poll		33,75,393	50	0.00	50		0		100.00		0.00	
	Postal Ballot (if applicable)			0	0.00	0		0		0.00		0.00	
	<b>Total</b>		<b>33,75,393</b>	<b>53,115</b>	<b>1.57</b>	<b>53,114</b>		<b>1</b>		<b>100.00</b>		<b>0.00</b>	
<b>Total</b>		<b>79,07,715</b>	<b>40,39,706</b>	<b>51.09</b>	<b>40,39,705</b>		<b>1</b>		<b>100.00</b>		<b>0.00</b>		



Agenda- wise disclosure

Resolution required: (Ordinary/Special)		Re-appointment of Mr. Abbas Patel (DIN: 00547281) as an Independent Director of the Company for second term of five years w.e.f. September 25, 2019 to September 24, 2024													
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			39,86,591	39,86,591	100.00	100.00	39,86,591		0		100.00		0.00	
	Poll		39,86,591	0		0.00	0.00	0		0		0.00		0.00	
	Postal Ballot (if applicable)			0		0.00	0.00	0		0		0.00		0.00	
	Total			39,86,591	39,86,591	100.00	100.00	39,86,591		0		100.00		0.00	
Public-Institutions	E-Voting			0		0.00	0.00	0		0		0.00		0.00	
	Poll			0		0.00	0.00	0		0		0.00		0.00	
	Postal Ballot (if applicable)		5,45,731	0		0.00	0.00	0		0		0.00		0.00	
	Total			0		0.00	0.00	0		0		0.00		0.00	
Public-Non Institutions	E-Voting			53,065		1.57	1.57	53,064		1		100.00		0.00	
	*Poll			50		0.00	0.00	50		0		100.00		0.00	
	Postal Ballot (if applicable)		33,75,393	0		0.00	0.00	0		0		0.00		0.00	
	Total			53,115		1.57	1.57	53,114		1		100.00		0.00	
Total			79,07,715	40,39,706	51.09	51.09	40,39,705		1		100.00		0.00		



Agenda- wise disclosure

Resolution required: (Ordinary/Special)		Re-appointment of Dr. Anil Naik (DIN: 00002670) as an Independent Director of the Company for second term of five years with effect from September 25, 2019 to September 24, 2019													
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			39,86,591	39,86,591	100.00	100.00	39,86,591		0		100.00		0.00	
	Poll		39,86,591	0		0.00		0		0		0.00		0.00	
	Postal Ballot (if applicable)			0		0.00		0		0		0.00		0.00	
	Total			39,86,591	39,86,591	100.00	100.00	39,86,591		0		100.00		0.00	
Public-Institutions	E-Voting			0		0.00		0		0		0.00		0.00	
	Poll		5,45,731	0		0.00		0		0		0.00		0.00	
	Postal Ballot (if applicable)			0		0.00		0		0		0.00		0.00	
	Total			5,45,731	5,45,731	0.00	0.00	0		0		0.00		0.00	
Public-Non Institutions	E-Voting			53,065		1.57		53,064		1		100.00		0.00	
	*Poll			50		0.00		50		0		100.00		0.00	
	Postal Ballot (if applicable)			0		0.00		0		0		0.00		0.00	
	Total			33,75,393	33,75,393	1.57	1.57	53,114		1		100.00		0.00	
Total			79,07,715	40,39,706	51.09	51.09	40,39,705		1		100.00		0.00		

\* Poll indicates vote by ballot paper at the venue of AGM.





**JINESH DEDHIA & ASSOCIATES  
COMPANY SECRETARIES**

A-103, Raj Satyam CHS, Ashok Van, Shiv Vallabh Road, Dahisar (East), Mumbai-400068  
Email Id:-jinesh1986dedhia@gmail.com, Contact No.8108852470/9082900155

**Consolidated Scrutinizer's Report on Remote e-voting and voting through physical ballot conducted at the Thirty Sixth (36<sup>th</sup>) Annual General Meeting of Greycells Education Limited held on September 30, 2019.**

To  
The Chairman  
Greycells Education Limited  
301,3<sup>rd</sup> Floor, Symphony, Durga Niwas  
Nehru Road, Near Sathaye College Stop,  
Vile Parle (East), Mumbai-400057

**Thirty Sixth Annual General Meeting of the Members of Greycells Education Limited held on Monday, September 30, 2019 at 03:00 p.m. at 301, 3<sup>rd</sup> Floor, Symphony, Durga Niwas, Nehru Road, Near Sathaye College Stop, Vile Parle (East), Mumbai-400057.**

Dear Sir,

The Board of Directors of Greycells Education Limited (the Company) at its meeting held on August 13, 2019 had appointed me as the "Scrutinizer" to scrutinize Remote e-voting process as well as the physical ballots received from the Members of the Company at the venue of the Annual General Meeting (AGM) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Remote e-voting and physical ballot voting on the resolutions contained in the notice dated August 13, 2019 of the Thirty Sixth AGM of the Members of the Company. My responsibility is to scrutinize and ensure that the voting done through Remote e-voting and physical ballot is done in a fair and transparent manner and to make a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions as specified in the Notice of AGM dated August 13, 2019 based on the reports generated from the Remote e-voting system provided by Central Depository Services (India) Limited (CDSL/Service Provider), the authorized agency to provide e-voting facility and voting conducted at the venue of the AGM. I hereby submit my report as under:

1. The Company had appointed CDSL as the Service Provider, for extending the facility of Remote e-voting to the Members of the Company. Bigshare Services Private Limited is the Registrar and Share Transfer Agent (RTA) of the Company.
2. CDSL has provided a system for recording the votes of the Members electronically on all the items of the business (Ordinary and Special) sought to be transacted at the Thirty Sixth AGM of the Company which was held on Monday, September 30, 2019.



3. The cut-off date for the purpose of identifying Members who were entitled to vote on resolutions was considered as Monday, September 23, 2019.
4. As prescribed in Rule 20(4)(v) of Companies (Management and Administration) Rules 2014, Company has also released notice through newspaper Advertisement in Marathi in 'Navshakti' dated September 08, 2019 and in English in 'Free Press Journal' dated September 08, 2019.
5. In terms of the Clause (vi) of the Sub Rule 4 of the Rule 20 of Companies (Management and Administration) Rules, 2014 the Remote e-Voting facility was kept open for 3 (Three) days i.e. from Friday, September 27, 2019 at 9:00 a.m. till Sunday, September 29, 2019 at 5:00 p.m.
6. At the end of the voting period on Sunday, September 29, 2019 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith.
7. At the venue of the Thirty Sixth AGM of the Company held on September 30, 2019, the facility to vote through Ballot Paper had been provided to facilitate those members present in the meeting but could not participate in the Remote e- Voting to register their votes.
8. On September 30, 2019, after counting of the votes casted at the venue of the AGM through ballot paper, the votes cast through Remote e- voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Sanjay Jha and Ms. Roohee Bajpai who acted as the witnesses as prescribed in Sub-Rule 4(xii) of the said Rule 20.
9. The empty ballot box kept for the purpose of casting of votes was sealed in my presence with due identification mark placed by me. After the voting at the AGM was concluded the sealed ballot box was subsequently opened in my presence and of the two witnesses, as mentioned above and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorisations/ proxies lodged with the Company.
10. The details of the Consolidated Results of the Remote e-Voting together with voting conducted at venue of the AGM by way of Ballot Papers are as under:

Details	Remote e-Voting	Voting through Ballot Paper	Total Voting
Number of Members who cast their votes	16	1	17
Total number of Shares held by them	40,39,656	50	40,39,706
Valid votes			40,39,706
Invalid Votes			Nil

Note: Percentage of votes cast "in favour" or "against" the resolutions is calculated based on the valid votes cast through remote e-voting or physical voting.

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

Adoption of Audited Standalone and consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with reports of Board of Directors and Auditors thereon.



Manner of Voting	Votes in favour of the resolution		Votes Resolution against		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote e- Voting	40,39,655	100.00	1	0.00	0
Physical Voting	50	100.00	0	0.00	0
<b>Total</b>	<b>40,39,705</b>	<b>100.00</b>	<b>1</b>	<b>0.00</b>	<b>0</b>

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

To appoint a Director in place of Ms. Bela Desai (DIN: 00917442), who retires by rotation and being eligible, offers herself for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes Resolution against		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote e- Voting	40,39,655	100.00	1	0.00	0
Physical Voting	50	100.00	0	0.00	0
<b>Total</b>	<b>40,39,705</b>	<b>100.00</b>	<b>1</b>	<b>0.00</b>	<b>0</b>

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

To Appointment Mr. Ashwani Kumar Singh (DIN: 03388771) who was appointed as an Additional Director.

Manner of Voting	Votes in favour of the resolution		Votes Resolution against		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote e- Voting	40,39,655	100.00	1	0.00	0
Physical Voting	50	100.00	0	0.00	0
<b>Total</b>	<b>40,39,705</b>	<b>100.00</b>	<b>1</b>	<b>0.00</b>	<b>0</b>

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

To Appointment of Mr. Ashwani Kumar Singh (DIN: 03388771) as a Whole-time Director of the Company w.e.f. November 13, 2018 to November 12, 2021 (both days inclusive) without any remuneration and on such terms and conditions as set out in resolution.

Manner of Voting	Votes in favour of the resolution		Votes Resolution against		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote e- Voting	40,39,655	100.00	1	0.00	0
Physical Voting	50	100.00	0	0.00	0
<b>Total</b>	<b>40,39,705</b>	<b>100.00</b>	<b>1</b>	<b>0.00</b>	<b>0</b>

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

Re-appointment of Mr. Abbas Patel (DIN: 00547281) as an Independent Director for second term i.e. for a period of five (5) years with effect from September 25, 2019 to September 24, 2024.



Manner of Voting	Votes in favour of the resolution		Votes Resolution against		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote e- Voting	40,39,655	100.00	1	0.00	0
Physical Voting	50	100.00	0	0.00	0
<b>Total</b>	<b>40,39,705</b>	<b>100.00</b>	<b>1</b>	<b>0.00</b>	<b>0</b>

**Item No. 6 (Special Resolution)**

Re-appointment of Dr. Anil Naik (DIN: 00002670) as an Independent Director for second term i.e for a period of five (5) years with effect from September 25, 2019 to September 24, 2024.

Manner of Voting	Votes in favour of the resolution		Votes Resolution against		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote e- Voting	40,39,655	100.00	1	0.00	0
Physical Voting	50	100.00	0	0.00	0
<b>Total</b>	<b>40,39,705</b>	<b>100.00</b>	<b>1</b>	<b>0.00</b>	<b>0</b>

All the Resolutions mentioned in the Thirty Sixth AGM Notice dated August 13, 2019 as per the details above stand passed under Remote e-voting and voting conducted at AGM by way of Ballot Papers 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 electronically in respect of the votes cast through Remote e-voting and voting conducted at the AGM by way of Ballot Papers by the Members of the Company. The Ballot Papers and all other relevant records relating to e-voting and physical voting 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 Sixth AGM.

Thanking you,  
Yours truly,  
For Jinesh Dedhia & Associates  
Company Secretaries

*Jinesh*  
Jinesh Dedhia  
Proprietor  
ACS:54731 CP: 20229  
UDIN: A054731A000018959  
Date: 01<sup>st</sup> October, 2019  
Place: Mumbai



*R. S. Bajpai*  
To be counter signed by the Chairman  
Date : 01<sup>st</sup> October, 2019  
Place: Mumbai

WITNESSES:

*Sanjay Jha*  
Mr. Sanjay Jha

*R. S. Bajpai*  
Ms. Roohee Bajpai