

March 28, 2019

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

**Sub: Result of Postal Ballot and e-voting along with Scrutinizer's Report**  
**Ref: Greycells Education Limited - Scrip Code: 508918**

Dear Sir,

In terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, and applicable provisions of the Companies Act, 2013 and rule 20 of Companies (Management and Administration) Rule 2014, we are enclosing the following:

1. Summary of voting result of Postal Ballot and e-voting.
2. Consolidated Report of Scrutinizer on e-voting and voting done through physical ballot.

The resolutions in the Postal Ballot Notice dated February 23, 2019 have been passed with requisite majority on March 27, 2019 which was the last date of receipt of Postal Ballot Forms and e-voting.

Kindly also consider this as disclosure in terms of the provisions of Regulation 30 and all other applicable provision of the Listing Regulations.

Kindly take the above on record.

Thanking you,

**For Greycells Education Limited**

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



Encl : as above

**Greycells Education Limited – Voting Result in terms of Regulation 44 of the Listing Regulations:**

<b><u>Company Name</u></b>	<b><u>Greycells Education Limited</u></b>
<b>Date of the Postal Ballot</b>	February 23, 2019 (Voting start date February 26, 2019 to March 27, 2019)
<b>Total number of shareholders on record date</b>	791 (as on February 22, 2019)
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	Not Applicable
<b>Promoters and Promoter Group:</b>	
<b>Public:</b>	
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable



Resolution required: (Ordinary/Special)		SPECIAL- To increase the limits applicable for making investments/extending loans or giving guarantees or providing securities in connection with loans to persons/body corporate(s) under Section 186 of the Companies Act 2013.													
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			3944591		100.00		3944591		0		100.00		0.00	
	Poll			0		0.00		0		0		0.00		0.00	
	Postal Ballot (if applicable)		3944591	0		0.00		0		0		0.00		0.00	
	Total		3944591	3944591		100.00		3944591		0		100.00		0.00	
Public-Institutions	E-Voting			53064		10.45		53063		1		100.00		0.00	
	Poll			0		0.00		0		0		0.00		0.00	
	Postal Ballot (if applicable)		507743	61		0.01		55		6		90.16		9.84	
	Total		507743	53125		10.46		53118		7		99.99		0.01	
Public-Non 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)		3455381	0		0.00		0		0		0.00		0.00	
	Total		3455381	0		0.00		0		0		0.00		0.00	
Total		7907715	3997716		50.55		3997709		7		100.00		0.00		



## SCRUTINIZER'S REPORT

**The Chairman**  
**Greycells Education Limited**  
**Forum Bldg, 1st Floor, 11/12**  
**Raghuvanshi Mills Compound**  
**Senapati Bapat Marg, Lower Parel (West,**  
**Mumbai – 400013.**

I, Ashish Kumar Jain, Proprietor of M/s A. K. Jain & Co., Company Secretaries, Mumbai have been appointed as Scrutinizer by the Board of **Greycells Education Limited** to conduct the postal ballot of the Company pursuant to Section 108 and 110 of the Companies Act, 2013 "the Act" read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as and when amended, The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard - 2 on General Meetings as issued by the Institute of the Company Secretaries of India for passing of the proposed Special Resolution as mentioned in the Postal Ballot Notice dated February 23, 2019 (hereinafter referred to as '**The Postal Ballot Notice**').

I submit my report as under:

1. I have given my consent to act as Scrutinizer vide letter dated February 23, 2019 and was appointed as a Scrutinizer for Postal Ballot including e-Voting by a resolution passed by the Board of Directors at their meeting held on February 23, 2019. Further, Mr. Dharmesh Parekh, Company Secretary of the Company authorised by the Board of Directors was made responsible for conducting the postal ballot process.
2. The Company has completed the dispatch of the postal ballot notice and postal ballot form along-with postage pre-paid business reply envelope through permitted modes on February 25, 2019 to its members whose names appeared in the Register of Members / Records of Depositories as on February 22, 2019.
3. The Company has appointed Central Depository Services (India) Limited (CDSL), as an authorized agency to provide e-voting facility to the Members, who were eligible to take part in the voting process.
4. The Postal Ballot Forms were kept under safe custody in sealed and tampered proof ballot boxes at Office of the Registrar and Share Transfer Agent before commencing the scrutiny of such Postal Ballot Forms.



5. As per Rule 22(3) of the Companies (Management and Administration) Rules, 2014, an advertisement in newspapers in regard to dispatch of Postal Ballot Notice to the members of the Company, was published by the Company in Free Press Journal, Mumbai in English and Navshakti in Marathi on February 26, 2019.
6. Particulars of all the Postal Ballot Forms received upto Wednesday, March 27, 2019 till 5.00 pm (being last date of receipt of Postal Ballot Forms) were considered for scrutiny.
7. The particulars of the e-voting done by the members of the Company during the period from Tuesday, February 26, 2019 from 9.00 a.m. till Wednesday, March 27, 2019 at 5.00 p.m. by logging on <https://www.evotingindia.com/> were considered for scrutiny.
8. Summary of the voting is given below:

To approve the limits for making investments/extending loans or giving guarantees or providing securities in connection with Loan to persons /Body Corporate(s) under Section 186 of the Companies Act, 2013.

Particulars	Number of Members voted through			Number of Votes casted through			Percentage (%)Total
	Postal Ballot	e-Voting	Total	Postal Ballot	e-Voting	Total	
Assent	2	14	16	55	39,97,654	39,97,709	100.00
Dissent	2	1	3	6	1	7	0.00
<b>Total</b>	<b>4</b>	<b>15</b>	<b>19</b>	<b>61</b>	<b>39,97,655</b>	<b>39,97,716</b>	<b>100.00</b>

9. In view of the above summary, I hereby confirm that the Special Resolution proposed in the Postal Ballot Notice dated February 23, 2019 have been passed with requisite majority.

You may accordingly declare the result of Postal Ballot.

Place: Mumbai  
Date: 28<sup>th</sup> March, 2019



For A. K. Jain & Co.  
Company Secretaries

Ashish Kumar Jain  
Proprietor