

January 20, 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 : Postal Ballot Notice

As per Part A of Schedule III of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice ("Notice") dated January 18, 2021 sent to the shareholders of the Company.

Further the Postal Ballot Notice dated January 18, 2021 would also be made available on website of the Company at www.greycellsltd.com.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,
For Greycells Education Limited


Dharmesh Parekh
Company Secretary



Encl: as above



GREYCELLS EDUCATION LIMITED

CIN : L65910MH1983PLC030838

Regd. off. : 301, 3rd Floor, Symphony, Durga Niwas, Nehru Road, Vile Parle (E) Mumbai - 400057
Tel. : 022 26636360, **Website** : www.greycellsltd.com, **Email** : companysecretary@greycellsltd.com

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 read with Section 108 of the Companies Act, 2013, as amended, read with the Companies (Management and Administration) Rules, 2014, as amended

Dear Members,

Notice is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (the “**Companies Act**”), read with the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) as amended from time to time, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 (the “**MCA Circulars**”) issued by the Ministry of Corporate Affairs, SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (the “**SEBI Circulars**”) issued by the Securities and Exchange Board of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations, if any, that Greycells Education Limited (the “**Company**”) is seeking the consent of its members by way of special resolution for the matter more specifically provided in the appended resolution proposed to be passed through Postal Ballot **only by way of remote e-voting**.

In compliance with the requirements of the MCA Circulars and SEBI Circulars, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or Depository / Depository Participants and the communication of assent / dissent of the members will take place through the remote e-voting system. The physical Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will therefore not be sent to the members for this Postal Ballot.

The Explanatory Statement pursuant to Section 102 of the Companies Act pertaining to the said Resolution, setting out material facts and the reasons for the Resolution, is also annexed. You are requested to peruse the proposed Resolution, along with the Explanatory Statement, and thereafter record your assent or dissent by remote e-voting facility provided by the Company.

Mr. Ashish Kumar Jain, Company Secretary in Practice has been appointed by the Company as Scrutinizer to scrutinize the electronic voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Executive Director or to the Chairman or to the Company Secretary or to any other Director of the Company, after completion of the scrutiny. Results of the Postal Ballot will be announced on or before February 22, 2021.

The declaration of results as stated above shall be treated as declaration of results at a meeting of the members as per the provisions of the Companies Act and the Rules. The results of the Postal Ballot along with the Scrutinizer’s Report will be posted on the Company’s website viz. www.greycellsltd.com.

SPECIAL BUSINESS:

CHANGE OF NAME OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 4, 5, 13, 14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Companies (Incorporation) Rules, 2014, (including any statutory modification or re-enactment thereof, for the time being in force), any other applicable law(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the uniform listing agreement entered into by the Company with the BSE Limited and subject to the approvals, consents, sanctions and permissions of the Stock exchange(s)/appropriate regulatory and statutory authorities/departments, Central Government (power delegated to the Registrar of Companies) and any other regulatory authorities as may be necessary, consent of the members of the Company be and is hereby accorded for changing the name of Company from “**Greycells Education Limited**” to “**Ironwood Education Limited**”.

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name, i.e. “**Greycells Education Limited**” be substituted with the new name, i.e. “**Ironwood Education Limited**” in the Memorandum and Articles of Association of the Company, other necessary documents and at all other places wherever appearing.

RESOLVED FURTHER THAT any one of the Director and/or Company Secretary of the Company be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the Office of the Registrar of Companies (ROC) and to settle and finalise all issues that may arise in this regard in order to give effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

RESOLVED FURTHER THAT any one of the Director or Mr. Dharmesh Parekh, Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with any statutory authorities and to settle and finalize all issues that may arise in this regard in order to give effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

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

**Place : Mumbai
Date : January 18, 2021**

**Dharmesh Parekh
Company Secretary**

THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

One of the brands under which the Company has been conducting its business activities is “Ironwood”. The Directors believe the new name will help company name to be better aligned with brand name in which company is conducting courses and thereby enhance business opportunities therefore, it is proposed to change the name of the Company from Greycells Education Limited to Ironwood Education Limited.

The Company had made an application for reservation of name change to the Central Registration Centre, ROC and the desired name **“Ironwood Education Limited”** was made available vide their letter dated January 06, 2021 to the Company.

The change of name of the Company also required in-principal approval from the Stock Exchange under Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has filed an application for in-principal approval with the BSE Limited on January 18, 2021. The approval of the same is awaited.

The proposed name as approved by Central Registration Centre, ROC is valid only for 60 days within which all formalities are required to be complied. The Companies Act, 2013 requires the Company to obtain the approval of members for the change of name of the Company by way of Special Resolution.

Pursuant to Section 13 and 14 of the Companies Act, 2013, approval of the members is sought by way of special resolution for alteration of the Memorandum of Association and Articles of Association of the Company consequent to name change.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the Resolution of this Notice for approval of member as a Special Resolution.

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

**Place : Mumbai
Date : January 18, 2021**

**Dharmesh Parekh
Company Secretary**

Registered Office :

301, 3rd Floor, Symphony, Durga Niwas,
Nehru Road, Near Sathaye College Stop,
Vile Parle (East), Mumbai - 400057

CIN No.: L65910MH1983PLC030838

E-mail : companysecretary@greycellsltd.com

Website: www.greycellsltd.com

NOTES:

1. Explanatory Statement as required under Section 102 of the Companies Act in respect to the resolution is annexed to this Notice.
2. This Notice is being electronically sent to all the members whose names appear in the Register of Members/List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on January 15, 2021 and who have registered their email addresses with the Company and/or with the Depositories/Depository Participants. It is however, clarified that all the persons who are members of the Company as on January 15, 2021 (including those members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories/Depository Participants) shall be entitled to vote in relation to the resolution specified in this Notice. Dispatch of the Notice shall be deemed to be completed on January 21, 2021.
3. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Registrar and Transfer Agents of the Company, Bigshare Services Private Limited at investor@bigshareonline.com along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to investor@bigshareonline.com. After successful registration of the e-mail address, the Company would endeavour to send the Postal Ballot Notice to such members to enable them to cast their vote through e-voting.
4. Voting Rights shall be reckoned on the paid up value of the shares registered in the names of the members as on January 15, 2021. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on January 15, 2021 will be entitled to cast their votes by remote e-voting. A person who is not a member as on January 15, 2021 should treat this Notice for information purpose only.
5. Resolution passed by the Members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution are not less than three times the number of votes cast against the Special Resolution.
6. In light of the COVID-19 crisis and in accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and SEBI Circulars, physical copies of the Notice will not be circulated and also the Company will not be under any obligation to provide physical copies upon specific request of any member(s).
7. The Scrutinizer will submit his report to the Executive Director or Chairman or to the Company Secretary or any other Director of the Company. The results of the Postal Ballot will be declared on or before **February 22, 2021** by uploading it along with the Scrutinizer's Report on the website of the Company at www.greycellsLtd.com and will also be informed to the BSE Limited. The last date for e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
8. In compliance with provisions of Section 108 and 110 of the Companies Act read with the Rules made thereunder and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the MCA Circulars and SEBI Circulars, the Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating e-voting.
Commencement of e-voting: **From 09.00 a.m. on January 22, 2021**
Conclusion of e-voting: **At 5:00 p.m. on February 20, 2021**
9. The Notice is being uploaded on the website of the Company and on the website of stock exchange at BSE Limited and NSDL at <http://evoting.nsdl.com>
10. E-voting shall not be allowed beyond 5.00 p.m. on February 20, 2021. During the e-voting period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date, may cast their vote electronically. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
11. The instructions for members for voting electronically are as under:-

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

Your User ID is:

- 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. Your password details 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’?
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’.
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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 akjaincs@gmail.com with a copy marked to evoting@nsdl.co.in.
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 to reset the password.

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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in