

September 26, 2014

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

Scrip Code : 508918

Dear Sir,

Sub: Outcome of Annual General Meeting (AGM) held on 25.09.2014
Ref: Clause 35A of the Listing Agreement - Voting Result

This is to inform you that, the Annual General Meeting of the Company was held on Thursday, 25th September, 2014 at Forum Building, 1st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013 at 9.30 a.m.

Date of the AGM	25 th September, 2014
Total Number of Shareholders on record date	858 number of shareholders as on cut-off date i.e. 22 nd August, 2014
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	6
Public:	8
No. of Shareholders attended the meeting through Video Conferencing	No video conferencing facility was made available.



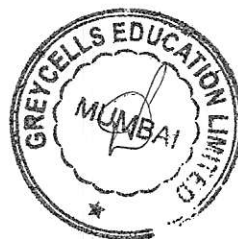
The following business were transacted, considered and approved by the members of the Company.

Resolution No. 1	To receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2014 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Directors' and Auditors' thereon.
Resolution required	Ordinary
Mode of voting	E-voting

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	33,94,591	33,94,591	100.00%	33,94,591	0	100.00%	0.00%
Public - Institutional holders	6,54,284	0	0	0	0	0	0.00%
Public-Others	38,58,840	4,89,950	12.70%	4,89,950	0	100.00%	0.00%
Total	79,07,715	38,84,541	49.12%	38,84,541	0	100.00%	0.00%

Resolution No. 2	To appoint a Director in place of Ms. Bela Desai (holding DIN - 00917442), who retires by rotation and, being eligible, offers herself for re-appointment
Resolution required	Ordinary
Mode of voting	E-voting

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	33,94,591	33,94,591	100.00%	33,94,591	0	100.00%	0.00%
Public - Institutional holders	6,54,284	0	0	0	0	0	0.00%
Public-Others	38,58,840	4,89,950	12.70%	4,89,950	0	100.00%	0.00%
Total	79,07,715	38,84,541	49.12%	38,84,541	0	100.00%	0.00%

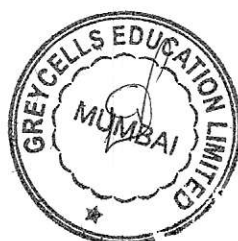


Resolution No. 3	Appointment of M/s. Ford, Rhodes, Parks & Co., Chartered Accountants as Statutory Auditors of the Company for the financial year 2014 - 2017.
Resolution required	Ordinary
Mode of voting	E-voting

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	33,94,591	33,94,591	100.00%	33,94,591	0	100.00%	0.00%
Public - Institutional holders	6,54,284	0	0	0	0	0	0.00%
Public-Others	38,58,840	4,89,950	12.70%	4,89,950	0	100.00%	0.00%
Total	79,07,715	38,84,541	49.12%	38,84,541	0	100.00%	0.00%

Resolution No. 4	Appointment of Mr. Farhad Wadia (holding DIN - 06709037), who was appointed as an Additional Director of the Company on 8th August, 2014 and holds office up to the date of this Annual General Meeting be appointed as a Director of the Company.
Resolution required	Ordinary
Mode of voting	E-voting

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	33,94,591	33,94,591	100.00%	33,94,591	0	100.00%	0.00%
Public - Institutional holders	6,54,284	0	0	0	0	0	0.00%
Public-Others	38,58,840	4,89,950	12.70%	4,89,950	0	100.00%	0.00%
Total	79,07,715	38,84,541	49.12%	38,84,541	0	100.00%	0.00%



Resolution No. 5	Appointment of Mr. Abbas Patel (holding DIN - 00547281), as a Non-Executive Independent Director of the Company for a period of 5 years.
Resolution required	Ordinary
Mode of voting	E-voting

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	33,94,591	33,94,591	100.00%	33,94,591	0	100.00%	0.00%
Public - Institutional holders	6,54,284	0	0	0	0	0	0.00%
Public-Others	38,58,840	4,89,950	12.70%	4,89,950	0	100.00%	0.00%
Total	79,07,715	38,84,541	49.12%	38,84,541	0	100.00%	0.00%

Resolution No. 6	Appointment of Dr. Anil Naik (holding DIN - 00002670), as a Non-Executive Independent Director of the Company
Resolution required	Ordinary
Mode of voting	E-voting

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	33,94,591	33,94,591	100.00%	33,94,591	0	100.00%	0.00%
Public - Institutional holders	6,54,284	0	0	0	0	0	0.00%
Public-Others	38,58,840	4,89,950	12.70%	4,89,950	0	100.00%	0.00%
Total	79,07,715	38,84,541	49.12%	38,84,541	0	100.00%	0.00%



Resolution No. 7	Appointment of Mr. Nowshir Engineer holding (DIN - 00932396) as Managing Director of the Company.
Resolution required	Ordinary
Mode of voting	E-voting

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	33,94,591	33,94,591	100.00%	33,94,591	0	100.00%	0.00%
Public - Institutional holders	6,54,284	0	0	0	0	0	0.00%
Public-Others	38,58,840	4,89,950	12.70%	4,89,950	0	100.00%	0.00%
Total	79,07,715	38,84,541	49.12%	38,84,541	0	100.00%	0.00%

Resolution No. 8	To authorize Board of Directors to borrow monies in excess of the aggregate of the paid up share capital and free reserves of the Company pursuant to section 180 (1)(c) of the Companies Act, 2013.
Resolution required	Special
Mode of voting	E-voting

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
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Public - Institutional holders	6,54,284	0	0	0	0	0	0.00%
Public-Others	38,58,840	4,89,950	12.70%	4,89,950	0	100.00%	0.00%
Total	79,07,715	38,84,541	49.12%	38,84,541	0	100.00%	0.00%

We request you to take the above information on record in terms of the compliance requirements detailed under Clause 35A of the Listing Agreement and acknowledge the receipt.

Thanking you,

Yours faithfully,

For GREYCELLS EDUCATION LIMITED

Dharmesh Parekh
Dharmesh Parekh
Company Secretary

