

October 1, 2016

To,
The Corporate Relationship Manager
Department of Corporate Services
BSE Ltd.
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 33rd Annual General Meeting ("AGM") of the Company was held on September 30, 2016 and the business mentioned in the Notice dated August 10, 2016 were transacted.

We enclose herewith agenda wise Results of voting conducted through remote e-voting during September 27, 2016 to September 29, 2016 and through Ballot paper at the Annual General Meeting held on September 30, 2016 under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Consolidated Report of Scrutinizers dated October 1, 2016.

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 33rd AGM held on September 30, 2016:

Date of the AGM/EGM	September 30, 2016
Total number of shareholders on record date	820 (as on September 23, 2016)
No. of shareholders present in the meeting either in person or through proxy:	13
Promoters and Promoter Group:	04
Public:	9
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)		Whether promoter/ promoter group are interested in the agenda/resolution?		Consideration and adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on 31 st March, 2016 together with the Reports of the Board of Directors' and the Auditors' thereon.						
Category	Mode of Voting	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		
Promoter and Promoter Group	E-Voting	39,44,591	39,44,591	100.00	39,44,591	0	100.00	0.00		
	Poll		0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00		
	Total	39,44,591	39,44,591	100.00	39,44,591	0	100.00	0.00		
Public-Institutions	E-Voting	2,60,479	0	0.00	0	0	0.00	0.00		
	Poll		0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00		
	Total	2,60,479	0	0.00	0	0	0.00	0.00		
Public-Non Institutions	E-Voting	37,02,645	4,79,432	12.95	4,79,305	127	99.97	0.03		
	*Poll		552	0.01	552	0	100.00	0.00		
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00		
	Total		37,02,645	4,79,984	12.96	4,79,857	127	99.97	0.03	
Total		79,07,715	44,24,575	55.95	44,24,448	127	100.00	0.00		





Resolution required: (Ordinary/Special)		Re-appointment of Ms. Bela Desai (DIN: 00917442), a Director liable to retire by rotation.						
Whether promoter/ promoter-group are interested in the agenda/resolution?		No						
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	39,44,591	39,44,591	100.00	39,44,591	0	100.00	0.00
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	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	39,44,591	39,44,591	100.00	39,44,591	0	100.00	0.00
Public-Institutions	E-Voting	2,60,479	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	2,60,479	0	0.00	0	0	0.00	0.00
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Total		79,07,715	44,24,575	55.95	44,24,448	127	100.00	0.00

$$(1) \quad (2) \quad (3) = \frac{(2)}{(1)} * 100$$

$$(4) \quad (5) \quad (6) = \frac{(4)}{(2)} * 100$$

$$(7) = \frac{(5)}{(2)} * 100$$



Resolution required: (Ordinary/Special)		Ratification of the appointment of M/s Ford, Rhodes, Parks & Co. LLP, Chartered Accountants Mumbai (FRN : 102860W/W100089), as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the year 2017.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	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
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	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	39,44,591	39,44,591	100.00	39,44,591	0	100.00	0.00
Public-Institutions	E-Voting	2,60,479	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	2,60,479	0	0.00	0	0	0.00	0.00
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	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	37,02,645	4,79,984	12.96	4,79,857	127	99.97	0.03
Total		79,07,715	44,24,575	55.95	44,24,448	127	100.00	0.00

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Resolution required: (Ordinary/Special) To charge from the member in advance, a sum equivalent to the estimated actual expenses for delivery of the documents through a particular mode under Section 20 of the Companies Act, 2013.

Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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
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	Total	37,02,645	4,79,984	12.96	4,79,857	127	99.97	0.03
Total		79,07,715	44,24,575	55.95	44,24,448	127	100.00	0.00

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



Consolidated Scrutinizer's Report on Remote e-voting and voting through physical ballot conducted at the Thirty Third Annual General Meeting of Greycells Education Limited held on September 30, 2016

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

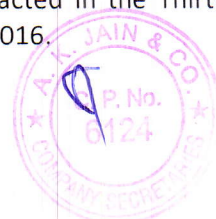
Thirty Third Annual General Meeting of the Members of Greycells Education Limited held on Friday, September 30, 2016, at 04.00 p.m. at Forum Building, 1st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013

Dear Sir,

The Board of Directors of **Greycells Education Limited** (the Company) at its meeting held on August 10, 2016 has 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 by the Companies (Management and Administration) Amendment Rules, 2015, 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 there under 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 10, 2016 dated August 10, 2016 of the Thirty Third 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 10, 2016 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. M/s. Bigshare Services Private Limited is the Registrar and Share Transfer Agents (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 in the Thirty Third AGM of the Company which was held on Friday, September 30, 2016.



3. In terms of the Clause (vi) of the Sub Rule 4 of the Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Remote e-Voting facility was kept open for 3 (Three) days i.e. from Tuesday, September 27, 2016 at 09:00 a.m. till Thursday, September 29, 2016 at 05:00 p.m.
4. At the end of the voting period on Thursday, September 29, 2016 at 05.00 p.m., the voting portal of the Service Provider was blocked forthwith.
5. At the venue of the Thirty Third AGM of the Company held on September 30, 2016, 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.
6. 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 below and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorisations/ proxies lodged with the Company.
7. On September 30, 2016, 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. Mahesh Kuwalekar and Ms. Ashna Jain who acted as the witnesses, as prescribed in Sub-Rule 4(xii) of the said Rule 20.
8. 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	15	4	19
Total number of Shares held by them	44,24,023	552	44,24,575
Valid votes	As per details provided under each one of the resolution mentioned hereunder		
Invalid Votes	Various as mentioned under each of the resolution		

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)

To consider and adopt the audited Standalone and Consolidated financial statements of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors’ and Auditors’ thereon.



Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting	44,23,896	100.00	127	0.00	0
Physical Voting	552	100.00	0	0.00	0
Total	44,24,448	100.00	127	0.00	0

Item No. 2 (Ordinary Resolution)

Appointment of 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 against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting	44,23,896	100.00	127	0.00	0
Physical Voting	552	100.00	0	0.00	0
Total	44,24,448	100.00	127	0.00	0

Item No. 3 (Ordinary Resolution)

Ratification of the appointment of M/s. Ford, Rhodes, Parks & Co. LLP, Chartered Accountants as statutory auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the next AGM to be held in the year 2017.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting	44,23,896	100.00	127	0.00	0
Physical Voting	552	100.00	0	0.00	0
Total	44,24,448	100.00	127	0.00	0

Item No. 4 (Ordinary Resolution)

To charge from the member in advance, a sum equivalent to the estimated actual expenses for delivery of the documents through a particular mode under Section 20 of the Companies Act, 2013.

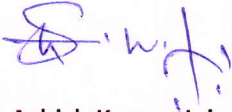
Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting	44,23,896	100.00	127	0.00	0
Physical Voting	552	100.00	0	0.00	0
Total	44,24,448	100.00	127	0.00	0

All the Resolutions mentioned in the Thirty Third AGM Notice dated August 10, 2016 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 and manually, 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 Third AGM.

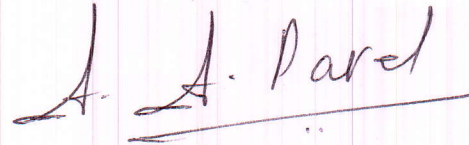
Thanking you,
Yours truly,



Ashish Kumar Jain
Practicing Company Secretary
ACS: 6058 COP: 6124



Date: October 01, 2016
Place: Mumbai



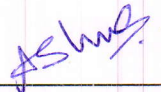
To be counter signed by the Chairman

Date : October 01, 2016
Place: Mumbai

WITNESSES:



Mr. Mahesh Kuwalekar



Ms. Ashna Jain