

April 14, 2017

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

Ref : Scrip Code – 508918

Dear Sir,

Please find enclosed herewith the certificate from a practicing Company Secretary for half year ended March 31, 2017 pursuant to Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

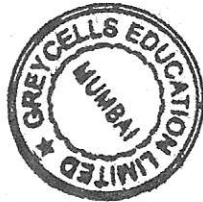
Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,
For Greycells Education Limited



Dharmesh Parekh
Company Secretary



Encl: as above

The Board of Directors

Greycells Education Limited

Forum Building, 1st Floor

11/12, Raghuvanshi Mills Compound

Senapati Bapat Marg, Lower Parel (W)

Mumbai - 400013

Dear Sirs,

COMPLIANCE CERTIFICATE IN TERMS OF REGULATION 40 (9) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

We have examined all relevant books, registers, forms, documents and papers of **Greycells Education Limited** (the Company) maintained by the Registrar and Share Transfer Agent (RTA) **Bigshare Services Private Limited**, pertaining to transfer of equity shares of the Company for the period from 1st October, 2016 to 31st March, 2017 for the purpose of issuing certificate with the Stock Exchange as per Regulation 40 (9) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and based on the information provided by the Company/ RTA, we hereby certify that the Company/ RTA during the half year ended on 31st March, 2017:

- A) Has not received any share certificate(s) relating to the transfer of shares, sub-division, consolidation, renewal or exchange.
- B) Has not received any request for issue of duplicate share certificates.

Place: Mumbai
Date: 13th April, 2017



For A K Jain & Co.
Company Secretaries

Ashish Kumar Jain
Proprietor