

September 29, 2017

To,
The Corporate Relationship Manager
Department of Corporate Services
BSE Limited
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 34th Annual General Meeting ("AGM") of the Company was held on September 29, 2017 and the business mentioned in the Notice dated August 17, 2017 was transacted.

We enclose herewith agenda wise Results of voting conducted through remote e-voting during September 26, 2017 to September 28, 2017 and through ballot paper at the Annual General Meeting held on September 29, 2017 under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Consolidated Report of Scrutinizers dated September 29, 2017.

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 34th AGM held on September 29, 2017:

Date of the AGM/EGM	September 29, 2017
Total number of shareholders on record date	808 (as on September 22, 2017)
No. of shareholders present in the meeting either in person or through proxy:	11
Promoters and Promoter Group:	90
Public:	05
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable



Agenda- wise disclosure

Resolution requ	Resolution required: (Ordinary/ Special)	2	Consider and a Company for th of Directors' an	Consider and adoption of the Audited Company for the financial year ended c of Directors' and the Auditors' thereon.	dited Standalor ded on 31st Ma reon.	ne and Conso rch, 2017 tog	Consider and adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2017 together with the Reports of the Board of Directors' and the Auditors' thereon.	statements of the oorts of the Board
Whether promoter/agenda/resolution?	Whether promoter/promoter group are interested in the agenda/resolution?	nterested in the	No			9		
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 (6)=[(4)/(2)]*100	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(2)		(7)=[(5)/(2)]*100
Promoter	E-Voting		39,44,591	100.00	39,44,591	0	100.00	0.00
and	Poll	39 11 591	0	0.00	0	0	0.00	0.00
Promoter Group	Postal Ballot (if applicable)	100'tt'00	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-	E-Voting		0	00.00	0	0	0.00	0.00
Institutions	Poll	0000	0	00.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	5,99,318	0	0.00	0	0	0.00	00:00
	Total	3,99,318	0	00.0	0	0	0.00	0.00
Public-Non	E-Voting		48,059	1.35	48,058	⊣	100.00	0.00
Institutions	*Poll	25 63 806	10,550	0:30	10,550	0	100.00	0.00
	Postal Ballot (if applicable)	000'00'00	0	0.00	0	0	100.00	0.00
	Total	35,63,806	58,609	1.65	28,608	1	100.00	0.00
Total		79,07,715	40,03,200	50.62	40,03,199	Н	100.00	0.00

Agenda- wise disclosure

Whether promoter/ agenda/resolution? Category			Re-appointmen offers herself fo	Re-appointment of Ms. Bela Desai (DIN: 00917442) who retires by rotation and being eligible offers herself for re-appointment.	sai (DIN: 00917	442) who re	tires by rotation a	ınd being eligible
Category	Whether promoter/promoter group are interested in agenda/resolution?	interested in the	ON					
	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
		(1)	(5)	(3)=[(2)/(1)]*100	(4)	(2)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter	E-Voting		39,44,591	100.00	39,44,591	0	100.00	0.00
and	Poll	39.44.591	0	0.00	0	0	0.00	0.00
Group	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-	E-Voting		0	0.00	0	0	0.00	0.00
Institutions	Poll	3 99 318	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	3,99,318	0	0.00	0	0	00:00	0.00
Public-Non	E-Voting		48,059	1.35	48,058	Н	100.00	0.00
Institutions	*Poll	35 63 806	10,550	0.30	10,550	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	100.00	0.00
	Total	35,63,806	58,609	1.65	28,608	1	100.00	0.00
Total		79,07,715	40,03,200	50.62	40,03,199	1	100.00	0.00

No. of shares held 139,44,591 39,44,591 39,44,591 39,44,591 35,63,806	solution require	Resolution required: (Ordinary/Special)		Appointment of	Appointment of M/s. A. T. Jain & Co., Chartered Accountants as Statutory Auditors of the	Co., Charte	red Accounta	nts as Statutory A	Auditors of the
ares 31 11 12 13 14 15 15 15 15 15 15 15 15 15 15 15 15 15				Company to hole	d office, from the $\mathfrak c$	conclusion of	this Annual G	eneral Meeting till	the conclusion
ares ares 8 8 8 8 96 96 96				of 39 th Annual (Seneral Meeting s	ubject to rati	fication of th	eir appointment a	t every Annual
the No of votes polled (2) (2) (2) (2) (2) (2) (2) (3) (4,591 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0				General Meeting	g and to fix their rei	muneration.			
ry Mode of Voting No. of shares held No. of votes er E-Voting 39,44,591 0 er Postal Ballot (if applicable) 39,44,591 0 fons Postal Ballot (if applicable) 39,44,591 39,44,591 fons Postal Ballot (if applicable) 3,99,318 0 fons Postal Ballot (if applicable) 3,99,318 0 fons Footing 48,059 fons 48,059 postal Ballot (if applicable) 35,63,806 0 Postal Ballot (if applicable) 35,63,806 58,609 Total 35,63,806 58,609	hether promote enda/resolution	er/ promoter group are n?	interested in the	No					
er E-Voting (1) (2) er E-Voting 39,44,591 0 er Postal Ballot (if applicable) 39,44,591 0 ions Postal Ballot (if applicable) 3,99,318 0 ions Postal Ballot (if applicable) 3,99,318 0 ions *Poll 3,99,318 0 von E-Voting 48,059 postal Ballot (if applicable) 35,63,806 0 postal Ballot (if applicable) 35,63,806 58,609 Total 35,63,806 58,609		Mode of Voting		No. of votes	% of Votes	No. of	No. of	% of Votes in	% of Votes
er E-Voting er Postal Ballot (if applicable) lons Poll Dostal Ballot (if applicable) lons F-Voting lons *Poll F-Voting F-Voting lons *Poll F-Voting F			held	polled	Polled on outstanding	Votes – in favour	Votes– against	favour on votes polled	against on votes polled
er E-Voting (1) (2) er Postal Ballot (if applicable) 39,44,591 0 er Postal Ballot (if applicable) 39,44,591 0 cons Postal Ballot (if applicable) 3,99,318 0 von E-Voting 0 48,059 von E-Voting 0 0 Postal Ballot (if applicable) 35,63,806 0 applicable) 35,63,806 58,609 Total 35,63,806 58,609					Sildics			(6)=[(4)/(2)]*100	
er E-Voting 39,44,591 0 er Poll 39,44,591 0 postal Ballot (if applicable) 39,44,591 39,44,591 0 form E-Voting 3,99,318 0 0 rotal Total 3,99,318 0 48,059 von E-Voting 35,63,806 0 0 postal Ballot (if applicable) 35,63,806 58,609 Total 35,63,806 58,609			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(2)		(7)=[(5)/(2)]*100
Poll 39,44,591 0 Postal Ballot (if applicable) 39,44,591 0 F-Voting ions Poll 3,99,318 0 Total 3,99,318 0 Total 3,99,318 0 Yon E-Voting ions *Poll 48,059 Postal Ballot (if applicable) 35,63,806 0 Total 35,63,806 58,609 Total 35,63,806 58,609		E-Voting		39,44,591	100.00	39,44,591	0	100.00	0.00
Postal Ballot (if applicable)		Poll	39 44 591	0	0.00	0	0	0.00	0.00
applicable) 39,44,591 39,44,591 Total 39,44,591 39,44,591 E-Voting 0 0 Postal Ballot (if applicable) 3,99,318 0 Yon E-Voting 48,059 ions *Poll spell 35,63,806 0 Postal Ballot (if applicable) 35,63,806 58,609 Total 35,63,806 58,609		Postal Ballot (if	1	0	0.00	0	0	0.00	0.00
Total 39,44,591 39,44,591 E-Voting 0 0 Postal Ballot (if applicable) 3,99,318 0 Von E-Voting 48,059 Ions *Poll 10,550 Postal Ballot (if applicable) 35,63,806 0 Total 35,63,806 58,609		applicable)							
E-Voting 0 0 Postal Ballot (if applicable) 3,99,318 0 Your E-Voting ions *Poll applicable) 3,99,318 0 Your E-Voting applicable) 35,63,806 10,550 Total 35,63,806 58,609 Total 35,63,806 58,609	1	Total	39,44,591	39,44,591	100.00	39,44,591	0	100.00	0.00
utions Poll 3,99,318 0 Postal Ballot (if applicable) 3,99,318 0 Total 3,99,318 0 c-Non E-Voting 48,059 utions *Poll 35,63,806 0 Postal Ballot (if applicable) 35,63,806 58,609 Total 35,63,806 58,609		E-Voting		0	0.00	0	0	0.00	0.00
Postal Ballot (if applicable) Total -Non E-Voting utions *Poll applicable) 35,63,806 Total Total O 35,63,806 O Total 35,63,806 Total 35,63,806 Total	.1	Poll	3 99 318	0	0.00	0	0	0.00	0.00
Total	1-	Postal Ballot (if		0	0.00	0	0	0.00	0.00
-Non E-Voting		applicable) Total	3,99,318	0	0.00	0	0	0.00	0.00
#Poll 35,63,806 10,550		E-Voting		48,059	1.35	48,058	-	100.00	0.00
Postal Ballot (if applicable) Total 35,63,806 58,609		*Poll	25 63 806	10,550	0:30	10,550	0	100.00	0.00
Total 35,63,806 58,609		Postal Ballot (if applicable)		0	0.00	0	0	100.00	0.00
	1,	Total	35,63,806	58,609	1.65	58,608	1	100.00	0.00
5 40,03,200	tal		79,07,715	40,03,200	50.62	40,03,199	1	100.00	0.00

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Whether promoter/ promoter group are interested in agenda/resolution? Category Mode of Voting No. of sha held (1)	oter group are i	No. of shares held (1)	No. of votes polled	% of Votes	a a			
Category Mode of V	oting		No. of votes polled	% of Votes				
		(1)		outstanding shares	No. of Votes – in favour	No. of Votes– against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(2)	(3)=[(2)/(1)]*100	(4)	(2)		(7)=[(5)/(2)]*100
Promoter E-Voting			39,44,591	100.00	39,44,591	0	100.00	0.00
and Poll		39 11 591	0	0.00	0	0	0.00	0.00
Group applicable)	lot (if	100/11/00	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- E-Voting			0	0.00	0	0	0.00	0.00
Institutions		3 99 318	0	0.00	0	0	0.00	0.00
Postal Ballot (if applicable)	lot (if	0.10,000	0	0.00	0	0	0.00	0.00
Total		3,99,318	0	00.0	0	0	0.00	0.00
Public-Non E-Voting			48,059	1.35	48,058	П	100.00	0.00
Institutions *Poll		35 63 806	10,550	0.30	10,550	0	100.00	0.00
Postal Ballot (if applicable)	llot (if e)		0	0.00	0	0	100.00	0.00
Total		35,63,806	58,609	1.65	28,608	1	100.00	0.00
Total		79,07,715	40,03,200	50.62	40,03,199	Н	100.00	0.00

 $\ensuremath{^{*}}$ Poll indicates vote by ballot paper at the venue of AGM.



A K JAIN & CO.

COMPANY SECRETARIES

40/A, 3rd Floor, Shankar Seth Building, 380-382, J. S. S. Road, Chira Bazar, Mumbai - 400002

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Consolidated Scrutinizer's Report on Remote e-voting and voting through physical ballot conducted at the Thirty Fourth Annual General Meeting of Greycells Education Limited held on September 29, 2017

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

Thirty Fourth Annual General Meeting of the Members of Greycells Education Limited held on Friday, September 29, 2017, at 03.00 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 17, 2017 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, 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 thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by ICSI, relating to Remote e-voting and physical ballot voting on the resolutions contained in the notice dated August 17, 2017 of the Thirty Fourth 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 17, 2017 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 Fourth AGM of the Company which was held on Friday, September 29, 2017.

- The cut-off date for the purpose of identifying Members who were entitled to vote on resolutions was considered as September 22, 2017.
- 4. As prescribed in Rule 20(4)(v) of Companies (Management and Administration) Rules, 2014, Company also released notice through newspaper Advertisement in Marathi in 'Navshakti' dated September 05, 2017 and in English in 'The Freepress Journal' dated September 05, 2017.
- 5. In terms of the Clause (vi) of the Sub Rule 4 of the Rule 20 of Companies (Management and Administration) Rules, 2014, the Remote e-Voting facility was kept open for 3 (Three) days i.e. from Tuesday, September26, 2017 at 09:00 a.m. till Thursday, September 28, 2017 at 05:00 p.m.
- 6. At the end of the voting period on Thursday, September 28, 2017 at 05.00 p.m., the voting portal of the Service Provider was blocked forthwith.
- 7. At the venue of the Thirty Fourth AGM of the Company held on September 29, 2017, 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.
- 8. On September 29, 2017, 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 Ms. Ruchi Doshi and Mr. Sanjay Jha who acted as the witnesses, as prescribed in Sub-Rule 4(xii) of the said Rule 20.
- 9. 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 above 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.
- 10. 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	14	3	17
Total number of Shares held by them	39,92,650	10,550	40,03,200
Valid votes	As per details resolution mention		each one of the
Invalid Votes	Various as mentio	ned under each o	f 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, 2017 together with the Reports of the Board of Directors' and Auditors' thereon.

Manner of Voting	Votes in favouresolution	ir of the	Votes Resolution	against	Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote e- Voting	39,92,649	100.00	1	0.00	0
Physical Voting	10,550	100.00	0	0.00	0
Total	40,03,199	100.00	1	0.00	0

Item No. 2 (Ordinary Resolution)

To appoint a 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 favouresolution	r of the	Votes Resolution	against	Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote e- Voting	39,92,649	100.00	1	0.00	0
Physical Voting	10,550	100.00	0	0.00	0
Total	40,03,199	100.00	1	0.00	0

Item No. 3 (Ordinary Resolution)

To appoint M/s. A.T. Jain & Co., Chartered Accountants (FRN: 103886W) as the Statutory Auditor of the Company to hold office from the conclusion of 34th AGM until the Conclusion of 39th AGM and to fix their remuneration.

Manner of Voting	Votes in favou	ır of the	Votes Resolution	against	Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote e- Voting	39,92,649	100.00	1	0.00	0
Physical Voting	10,550	100.00	0	0.00	0
Total	40,03,199	100.00	1	0.00	0

Item No. 4 (Special Resolution)

To adopt new set of Articles of Association of the Company.

Manner of Voting	Votes in favouresolution	r of the	Votes Resolution	against	Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote e- Voting	39,92,649	100.00	1	0.00	0
Physical Voting	10,550	100.00	0	0.00	0
Total	40,03,199	100.00	1	0.00	NINO

All the Resolutions mentioned in the Thirty Fourth (34) AGM Notice dated August 17, 2017as 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 electronically and manually received from the Service Provider and Registrar and Share Transfer Agents, 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 Chairperson signs the Minutes of the Thirty Fourth AGM.

Thanking you,

Yours truly,

Ashish Kumar Jain

Practicing Company Secretary

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WY SECRE

ACS: 6058COP: 6124

Date:29th September, 2017

Place: Mumbai

WITNESSES:

Ruchi . D. Dashi

Ms. Ruchi Doshi

To be counter signed by the Chairperson

Date: 29.09.2017

Place: Mumbai

Mr. Sanjay Jha