

September 29, 2018

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 35th Annual General Meeting ("AGM") of the Company was held on September 28, 2018 and the business mentioned in the Notice dated August 13, 2018 was transacted.

We enclose herewith agenda wise Results of voting conducted through remote e-voting during September 25, 2018 to September 27, 2018 and through ballot paper at the Annual General Meeting held on September 28, 2018 under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Consolidated Report of Scrutinizers dated September 29, 2018.

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 35th AGM held on September 28, 2018:

Date of the AGM/EGM	September 28, 2018
Total number of shareholders on record date	796 (as on September 21, 2018)
No. of shareholders present in the meeting either in person or through proxy:	11
Promoters and Promoter Group:	06
Public:	05
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)		Consider and adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on 31 st March, 2018 together with the Reports of the Board of Directors' and the Auditors' thereon.						
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 (3)=[(2)/(1)]*100	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 (7)=[(5)/(2)]*100
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	100.00	39,44,591	0	100.00	0.00
Public-Institutions	E-Voting	5,57,743	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		5,57,743	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	34,05,381	58,060	1.70	58,058	2	100.00	0.00
	*Poll		550	0.02	550	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		34,05,381	1.72	58,608	2	100.00	0.00
Total		79,07,715	40,03,201	50.62	40,03,199	2	100.00	0.00



Agenda- wise disclosure

Resolution required: (Ordinary/Special)		Appointment of Ms. Bela Desai (DIN: 00917442) who retires by rotation and being eligible, offer herself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		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	100.00	39,44,591	0	100.00	0.00
Public-Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	5,57,743	0	0.00	0	0	0.00	0.00
	Total	5,57,743	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting		58,060	1.70	58,058	2	100.00	0.00
	*Poll		550	0.02	550	0	100.00	0.00
	Postal Ballot (if applicable)	34,05,381	0	0.00	0	0	0.00	0.00
	Total	34,05,381	58,610	1.72	58,608	2	100.00	0.00
Total		79,07,715	40,03,201	50.62	40,03,199	2	100.00	0.00



Resolution required: (Ordinary/Special)		Increase in Authorised Share Capital of the Company and alteration of capital clause of the Memorandum of Association of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes- against (5)	% of Votes in favour votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		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)	39,44,591	0	0.00	0	0	0.00	0.00
	Total		39,44,591	100.00	39,44,591	0	100.00	0.00
Public-Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	5,57,743	0	0.00	0	0	0.00	0.00
	Total		5,57,743	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting		58,060	1.70	58,058	2	100.00	0.00
	*Poll		550	0.02	550	0	100.00	0.00
	Postal Ballot (if applicable)	34,05,381	0	0.00	0	0	0.00	0.00
	Total		58,610	1.72	58,608	2	100.00	0.00
Total		79,07,715	40,03,201	50.62	40,03,199	2	100.00	0.00



Resolution required: (Ordinary/Special)		Raising of funds by Issue of Securities						
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 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	E-Voting		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)	39,44,591	0	0.00	0	0	0.00	0.00
	Total		39,44,591	100.00	39,44,591	0	100.00	0.00
Public-Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	5,57,743	0	0.00	0	0	0.00	0.00
	Total		5,57,743	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting		58,060	1.70	58,058	2	100.00	0.00
	*Poll		550	0.02	550	0	100.00	0.00
	Postal Ballot (if applicable)	34,05,381	0	0.00	0	0	0.00	0.00
	Total		34,05,381	1.72	58,608	2	100.00	0.00
Total		79,07,715	40,03,201	50.62	40,03,199	2	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 Fifth Annual General Meeting of Greycells Education Limited held on September 28, 2018.

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

Thirty Fifth Annual General Meeting of the Members of Greycells Education Limited held on Friday, September 28, 2018, 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 13, 2018 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 13, 2018 of the Thirty Fifth 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 13, 2018 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 Fifth AGM of the Company which was held on Friday, September 28, 2018.

3. The cut-off date for the purpose of identifying Members who were entitled to vote on resolutions was considered as September 21, 2018.
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 04, 2018 and in English in 'The Freepress Journal' dated September 04, 2018.
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, September 25, 2018 at 09:00 a.m. till Thursday, September 27, 2018 at 05:00 p.m.
6. At the end of the voting period on Thursday, September 27, 2018 at 05.00 p.m., the voting portal of the Service Provider was blocked forthwith.
7. At the venue of the Thirty Fifth AGM of the Company held on September 28, 2018, 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 28, 2018, 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. Darshan Parikh 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	17	2	19
Total number of Shares held by them	40,02,651	550	40,03,201
Valid votes			40,03,201
Invalid Votes			-

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, 2018 together with the Reports of the Board of Directors' and Auditors' thereon.

Manner of Voting	Votes in favour of the resolution		Votes Resolution against		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote e- Voting	40,02,649	100.00	2	0.00	0
Physical Voting	550	100.00	0	0.00	0
Total	40,03,199	100.00	2	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 favour of the resolution		Votes Resolution against		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote e- Voting	40,02,649	100.00	2	0.00	0
Physical Voting	550	100.00	0	0.00	0
Total	40,03,199	100.00	2	0.00	0

Item No. 3 (Ordinary Resolution)

Increase in Authorized Share Capital of the Company and alteration of capital clause of the Memorandum of Association of the Company.

Manner of Voting	Votes in favour of the resolution		Votes Resolution against		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote e- Voting	40,02,649	100.00	2	0.00	0
Physical Voting	550	100.00	0	0.00	0
Total	40,03,199	100.00	2	0.00	0

Item No. 4 (Special Resolution)

Authorisation for the further issue of shares

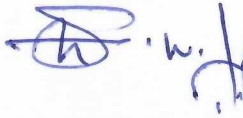
Manner of Voting	Votes in favour of the resolution		Votes Resolution against		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote e- Voting	40,02,649	100.00	2	0.00	0
Physical Voting	550	100.00	0	0.00	0
Total	40,03,199	100.00	2	0.00	0



All the Resolutions mentioned in the Thirty Fifth (35) AGM Notice dated August 13, 2018 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 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 Fifth AGM.

Thanking you,
Yours truly,



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

Date: 29th September, 2018

Place: Mumbai




To be counter signed by the Chairperson

Date : 29.09.2018

Place: Mumbai

WITNESSES:



Ms. Ruchi Doshi



Mr. Darshan Parikh