

GREYCELLS EDUCATION LIMITED

Regd. Office : Forum Building, 1st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013.
CIN No. : L65910MH1983PLC030838, Website : www.greycellsld.com,
Email ID : companysecretary@greycellsld.com, Tel.: 022-61479918

**Notice of Annual General Meeting, E-voting Information
and Book Closure Dates**

NOTICE is hereby given that the 32nd Annual General Meeting ("AGM") of the Members of the Company will be held on Wednesday, September 30, 2015 at 9.30 a.m. at the Registered office of the Company at Forum Building, 1st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013 to transact the businesses as set out in the Notice of the AGM. The Annual Report for the financial year 2014-15 has been sent in electronic mode to the Members whose e-mail ids are registered with the Company or Depository Participant(s) and physical copy has been sent to all other Members at their registered address in the permitted mode. The electronic transmission / physical dispatch of Annual Report is completed on 4th September, 2015, the same is also available on the Company's website www.greycellsld.com.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing the remote e-voting facility, made available by CDSL, to the Members holding shares in physical or dematerialized form to exercise their right to vote by electronic means on all the businesses specified in the Notice of the AGM. The remote e-voting will commence on Sunday, September 27, 2015 at 9.00 a.m. and end on Tuesday, September 29, 2015 at 5.00 p.m. The cut-off date for determining the eligibility to vote by electronic means or at the AGM is 23rd September, 2015. A person whose name is recorded in the register of members or in the register of beneficial owner maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Annual Report and holding shares as on the cut-off date i.e. 23rd September, 2015, can follow the process of generating the login ID and password as provided in notice of AGM, which is available on website of the Company www.greycellsld.com and also on CDSL website www.cdslindia.com.

Members may note that the remote e-voting module shall be disabled by the CDSL after the aforesaid date and time for voting and once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The facility for voting through ballot paper shall be made available at the AGM. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

In case of any grievances related to remote e-voting, contact Mr. Dharmesh Parekh, Company Secretary of the Company at the above mentioned address or write an e-mail to companysecretary@greycellsld.com.

Notice is also given that pursuant to Section 91 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 that the Register of Members and Share Transfer Books of the Company shall remain closed from September 28, 2015 to September 30, 2015 (both days inclusive) for the purpose of the ensuing Annual General Meeting.

For Greycells Education Limited

Place : Mumbai
Date : 5th September, 2015

Sd/-
Dharmesh Parekh
Company Secretary