

October 11, 2017

To,
The Corporate Relationship Manager
Department of Corporate Services
BSE Limited
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 September 30, 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

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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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 April, 2017 to 30th September, 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 30th September, 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.

For A K Jain & Co.
Company Secretaries

Place: Mumbai
Date: 11th October, 2017