



January 30, 2015

BSE Limited
National Stock Exchange of India Limited
Luxembourg Stock Exchange

Kind Attn. Corporate Relationship Department

Dear Sir /Madam,

Sub: Proceedings of Board Meeting

This is to inform you that the Board of Directors of the Company at their meeting held today, i.e. on January 30, 2015 has in pursuance of Clause 41 of the Listing Agreement, approved the Un-audited Financial Results of the Company for the 3rd quarter of Financial Year 2014-15 and nine months ended on 31st December, 2014.

Copy of the above stated Financial Results along with Limited Review Certificate issued by the Statutory Auditors of the Company is enclosed herewith.

This is for your information and records.

Yours faithfully,
Zee Learn Limited

Samir Raval
Company Secretary



Encl. As stated



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Zee Learn Limited
Level 6, Fun Republic,
Off New Link Road,
Andheri (West), Mumbai - 400053.

Registered Office :
135, Continental Building, Dr. Amie Besant Road, Worli, Mumbai - 400 018

www.zeelearn.com



Zee Learn Limited
Regd Office :- Continental Bldg., 135, Dr. Annie Besant Road
Worli, Mumbai 400 018

Unaudited Standalone Financial Results for the quarter/nine months ended 31st December, 2014

(₹ In lacs)

Particulars	Quarter ended 31-Dec-14 Unaudited	Quarter ended 30-Sep-14 Unaudited	Quarter ended 31-Dec-13 Unaudited	Nine month ended 31-Dec-14 Unaudited	Nine month ended 31-Dec-13 Unaudited	Year ended 31-Mar-14 Audited
1 Income						
Revenue from operations	1,983.75	2,276.16	2,270.23	7,989.53	8,013.42	11,917.54
Total income from operations	1,983.75	2,276.16	2,270.23	7,989.53	8,013.42	11,917.54
2 Expenditure						
(a) Purchase of education goods and television content	1,166.43	330.85	966.05	2,356.41	2,779.36	4,357.10
(b) (Increase)/decrease in stock-in-trade	(905.91)	78.35	(349.35)	(350.13)	(592.00)	(884.19)
(c) Operating Cost	75.30	51.21	82.23	194.30	242.35	969.37
(d) Employee benefits expense	633.31	584.12	739.87	1,890.06	2,322.04	3,126.85
(e) Depreciation and amortisation expenses	150.51	167.41	173.12	512.81	501.79	664.16
(f) Marketing, advertisement and publicity expenses	140.05	157.53	194.32	545.00	743.71	1,370.84
(g) Other expenses	431.35	548.73	594.15	1,577.90	1,729.58	2,540.85
Total expenses	1,691.04	1,918.20	2,400.38	6,726.35	7,726.83	11,544.99
3 Profit / (Loss) from Operations before other income, finance costs and Tax	292.71	357.96	(130.15)	1,263.18	286.59	372.55
4 Other income	135.80	76.44	4.97	289.99	270.29	318.09
5 Profit / (Loss) before finance costs and Tax	428.50	434.40	(125.18)	1,553.17	556.89	690.64
6 Finance costs	319.05	320.33	212.63	973.29	516.59	823.29
7 Profit / (Loss) before Tax	109.46	114.07	(337.81)	579.88	40.30	(132.65)
8 Tax expenses	-	-	-	-	-	-
9 Net Profit / (Loss) after Tax	109.46	114.07	(337.81)	579.88	40.30	(132.65)
10 Paid up Equity Share Capital (face value ₹ 1 per share)	3,199.29	3,196.66	3,192.61	3,199.29	3,192.61	3,193.32
Reserves excluding Revaluation Reserve	-	-	-	-	-	19,203.24
Earnings per Share - Basic & Diluted (₹)	0.03	0.04	(0.11)	0.18	0.01	(0.04)
Select Information						
A Particulars of shareholding						
1 Public Shareholding						
Number of Shares	12,26,36,067	12,23,72,954	12,19,68,140	12,26,36,067	12,19,68,140	12,20,38,765
Percentage of Shareholding	38.33%	38.28%	38.20%	38.33%	38.20%	38.22%
2 Promoters and promoter group shareholding	19,72,92,879	19,72,92,879	19,72,92,879	19,72,92,879	19,72,92,879	19,72,92,879
(a) Pledged/encumbered						
Number of shares	12,65,47,033	8,67,66,911	5,48,95,000	12,65,47,033	5,48,95,000	10,05,95,000
%of shares (as a %of the total shareholding of promoters group)	64.14%	43.98%	27.82%	64.14%	27.82%	50.99%
%of shares (as a %of the total share capital of the company)	39.56%	27.14%	17.20%	39.56%	17.20%	31.50%
(b) Non-encumbered						
Number of shares	7,07,45,846	11,05,25,968	14,23,97,879	7,07,45,846	14,23,97,879	9,66,97,879
%of shares (as a %of the total shareholding of promoters group)	35.86%	56.02%	72.18%	35.86%	72.18%	49.01%
%of shares (as a %of the total share capital of the company)	22.11%	34.58%	44.60%	22.11%	44.60%	30.28%
B Investor complaints						
Pending at the beginning of the quarter	-	-	-	-	-	-
Received during the quarter	0	0	0	0	0	0
Disposed of during the quarter	0	0	0	0	0	0
Remaining unresolved at the end of the quarter	-	-	-	-	-	-

Notes :

- The above results were reviewed by the Audit Committee and thereafter approved by the Board of Directors in its meeting held on 30 January, 2015.
- Tax expense (Current tax, deferred tax and MAT) will be reviewed and provided at the year end.
- As the Company's business activity falls within a single primary business segment viz "Educational Services", the disclosure requirements of Accounting Standards (AS-17) "Segment Reporting" is not applicable.
- Consequent to the enactment of the Companies Act, 2013 (the Act) and its applicability for accounting periods commencing after April 1, 2014, the Company has reworked depreciation with reference to the estimated economic lives of fixed assets prescribed by Schedule II to the Act or actual useful life of assets, whichever is lower. In case of any asset whose life has completed as above, the carrying value, net of residual value, as at April 1, 2014 has been adjusted to the Reserves and in other cases the carrying value has been depreciated over the remaining of the revised life of the assets and recognised in the Statement of Profit and Loss.
- The Statutory Auditors have carried out a "Limited Review" of the above standalone financial results for the quarter ended 31 December, 2014.
- During the quarter under review, the Company has issued and allotted 263,113 equity shares to eligible employees under the Employee Stock Option Scheme 2010.
- Previous period/years figures have been regrouped, wherever necessary.

For and on behalf of the Board of Directors

(Signature)

Subodh Kumar
Chairman

Place : Mumbai
Date : 30 January, 2015

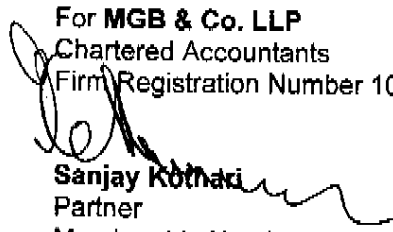


To
**The Board of Directors,
Zee Learn Limited,
135, Continental Building,
Dr. A.B. Road, Worli,
Mumbai- 400 018**

Re: Limited Review Report for the Quarter/Nine months ended 31 December, 2014

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of **Zee Learn Limited** (the "Company") for the Quarter/Nine months ended 31 December, 2014 ("the Statement") being submitted by the Company pursuant to requirement of Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Select Information referred to in paragraph 4 below. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as Stated above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the Accounting Standards specified under Companies Act 1956 (which are deemed to be applicable as per Section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014) and other accounting principles generally accepted in India, have not disclosed the information required to disclosed in terms of Clause 41 of the Listing Agreement with the Stock Exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.
4. Further, we also report that we have traced the number of Shares as well as percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged/encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in term of Clause 35 of Listing Agreements with the Stock Exchanges and the particulars relating to investor complaints disclosed in Select Information for the Quarter ended 31 December 2014 of the Statement, from details furnished by the Registrars.

For **MGB & Co. LLP**
Chartered Accountants
Firm Registration Number 101169W/W-100035


Sanjay Kothari
Partner
Membership Number 048215



Mumbai, 30 January 2015