

July 30, 2015

BSE Limited
National Stock Exchange of India Limited
Luxembourg Stock Exchange

NSE SYMBOL: **ZEELEARN**

BSE SCRIP CODE: **533287**

Kind Attn. Corporate Relationship Department

Dear Sir /Madam,

Sub: Proceedings of Board Meeting held today, i.e. on July 30, 2015

This is to inform you that the Board of Directors of the Company at their meeting held today, i.e. on July 30, 2015 has in pursuance of Clause 41 of the Listing Agreement, approved the Un-audited Financial Results of the Company for the First Quarter of Financial Year 2015-16 ended on June 30, 2015.

Copy of the said Un-audited Financial Results along with Limited Review Certificate issued by the Statutory Auditors of the Company is enclosed herewith.

Further, at the meeting held today the Board of Directors has accepted the resignation of Mr. Subodh Kumar, Non-Executive Director as a Director of the Company and the said resignation shall be with immediate effect.

This is for your information and records.

Yours faithfully,

For Zee Learn Limited


Hemangi Patil
Company Secretary



Encl. As stated



Zee Learn Limited
CIN : L80301MH2010PLC198405
Regd Office :- Continental Bldg., 135, Dr. Annie Besant Road
Worli, Mumbai 400 018

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Unaudited Standalone Financial Results for the quarter ended 30th June, 2015

(₹ in lacs)

Particulars	Quarter ended 30-Jun-15 Unaudited	Quarter ended 31-Mar-15 Audited	Quarter ended 30-Jun-14 Unaudited	Year ended 31-Mar-15 Audited
1 Income				
Revenue from operations	3,579.22	4,168.72	3,729.62	12,158.25
Total income from operations	3,579.22	4,168.72	3,729.62	12,158.25
2 Expenditure				
(a) Purchase of education goods and television content	876.05	1,584.94	859.14	3,941.35
(b) (Increase)/decrease in stock-in-trade (excluding destroyed by fire)-Refer note 5	(27.43)	(466.80)	477.43	(816.93)
(c) Operating cost	55.61	125.47	67.79	319.77
(d) Employee benefits expense	617.07	605.07	672.64	2,495.13
(e) Depreciation and amortisation expenses	154.43	167.40	194.89	680.21
(f) Marketing, advertisement and publicity expenses	468.38	860.25	247.41	1,405.26
(g) Other expenses	769.43	741.23	597.82	2,319.75
Total expenses	2,913.54	3,617.56	3,117.12	10,344.54
3 Profit / (Loss) from operations before other Income, finance costs and tax	665.68	551.16	612.50	1,813.71
4 Other income	58.56	181.84	77.76	473.39
5 Profit / (Loss) before finance costs and tax	724.24	733.00	690.26	2,287.10
6 Finance costs	328.45	351.55	333.91	1,324.84
7 Profit / (Loss) before tax	395.79	381.45	356.35	962.26
8 Tax expenses	-	-	-	-
9 Net Profit / (Loss) after tax	395.79	381.45	356.35	962.26
10 Paid up equity share capital (face value ₹ 1 per share)	3,200.86	3,200.01	3,193.90	3,200.01
Reserves excluding revaluation reserve	0.12	0.12	0.11	20,244.06
Earnings per Share - basic & diluted (₹)				0.30
A Particulars of shareholding				
1 Public shareholding				
Number of Shares	122,793,606	122,708,218	122,097,215	122,708,218
Percentage of Shareholding	38.36%	38.35%	38.23%	38.35%
2 Promoters and promoter group shareholding	197,292,879	197,292,879	197,292,879	197,292,879
(a) Pledged/encumbered				
Number of shares	123,651,122	118,252,033	99,395,000	118,252,033
%of shares (as a %of the total shareholding of promoters group)	62.67%	59.94%	50.38%	59.94%
%of shares (as a %of the total share capital of the company)	38.63%	36.95%	31.12%	36.95%
(b) Non-encumbered				
Number of shares	73,641,757	79,040,846	97,897,879	79,040,846
%of shares (as a %of the total shareholding of promoters group)	37.33%	40.06%	49.62%	40.06%
%of shares (as a %of the total share capital of the company)	23.01%	24.70%	30.65%	24.70%
B Investor complaints				
Pending at the beginning of the quarter	-	-	-	-
Received during the quarter	0	0	0	0
Disposed of during the quarter	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 July, 2015.
- 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.
- The Statutory Auditors have carried out a "Limited Review" of the above standalone financial results for the quarter ended 30 June, 2015.
- During the quarter, the Company has issued and allotted 85,388 Equity shares to eligible employees under the Employee Stock Option Scheme 2010.
- On 28 June 2015, a fire occurred in one of the warehouses of the company at Bhiwandi, Mumbai and the inventory of educational material lying at the said warehouse, amounting to Rs.1,416.61 lacs got completely destroyed. The company has lodged the claim with the Insurance company for the loss incurred. Pending settlement of insurance claim, the loss is accounted as "Claim Receivable" under Other current assets amounting to Rs.1,416.61 lacs. On settlement of the claim by the insurance company, the difference in loss claimed and the actual claim received, if any, will be charged to Statement of Profit & Loss account.
- Tax expense (Current tax, deferred tax and MAT) will be reviewed and provided at the year end.
- Previous period/years figures have been regrouped, wherever necessary.

For and on behalf of Board of Directors



[Signature]
Himanshu Mody
Chairman

Place : Mumbai
Date : 30 July, 2015

Independent Auditors Review Report

To
**The Board of Directors,
Zee Learn Limited**

Re: Limited Review Report for the quarter ended 30 June, 2015

1. We have reviewed the accompanying Statement comprising the Standalone Unaudited Financial Results of **Zee Learn Limited** (the "Company") for the quarter ended 30 June, 2015 ("the Statement") being submitted by the Company pursuant to Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II- 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 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 be 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 terms of Clause 35 of Listing Agreements with the Stock Exchanges and the particulars relating to investor complaints disclosed in Part II – Select Information for the quarter ended June 2015 of the Statement, from the 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 July 2015