

AUDITORS' REPORT ON LIMITED REVIEW

We have reviewed the accompanying statement of unaudited financial results of Greycells Education Limited for the three month period ended 30th June, 2013 except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from the disclosures made by the management and have not been reviewed by us. 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

We conducted our review in accordance with the Standard on Review Engagement (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 misstatements. A review is limited primarily to the inquiries of company personnel and analytical procedures applied to the financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly we do not express an audit opinion.

Based on our review conducted as above, we report that, nothing has come to our notice that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with Accounting Standards and other recognised accounting practices and policies have not disclosed the information required to be disclosed in terms of clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material mis-statement.



Mumbai : 2nd August, 2013

For Ford, Rhodes, Parks & Co.
Chartered Accountants
Firm's Registration No. 102860W

Astha Kariya
Partner

Membership No. 122491

GREYCELLS EDUCATION LIMITED

Regd. Office : D-2,1st Floor, Poddar Chambers, 126 Mathuradas Compound, N.M. Joshi Marg, Lower Parel (West), Mumbai -400 013

PART I		(₹ in Lakhs)			
STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED 30TH JUNE, 2013					
	Particulars	Quarter Ended			Year ended
		30th June, 2013	31st March, 2013	30th June, 2012	31st March, 2013
		Unaudited	Unaudited	Unaudited	Audited
1	(a) Net Sales / Income from Operations	61.23	99.51	99.89	373.60
	(b) Other Operating Income	1.61	0.61	6.71	16.71
	Total Income	62.84	100.12	106.60	390.31
2	Expenditure	101.96	97.19	159.78	504.14
	(a) Direct Expenses	25.50	34.66	39.98	152.31
	(b) Employees cost	13.54	13.68	16.53	62.19
	(c) Depreciation and Amortization Expenses	4.32	11.32	11.33	45.34
	(d) Rent	18.40	18.73	26.18	84.27
	(e) Advertisements and Marketing Cost	16.21	1.95	31.85	47.14
	(f) Legal & Professional Fees	15.32	11.39	17.14	55.54
	(g) Other Administration Expenses	8.67	5.46	16.77	57.35
3	Profit/(Loss) from Operations before Other Income, Interest and Exceptional Items (1-2)	(39.12)	2.93	(53.18)	(113.83)
4	Other Income	17.97	6.15	22.07	40.92
5	Profit/(Loss) from Operations before Interest and Exceptional Items (3+4)	(21.15)	9.08	(31.11)	(72.91)
6	Finance Cost	-	-	0.66	1.56
7	Profit / (Loss) from Ordinary activities before Tax (5-6)	(21.15)	9.08	(31.77)	(74.47)
8	Tax Expenses	(0.98)	0.21	(2.04)	(11.76)
	Current	-	-	-	-
	Deferred	(0.98)	(0.73)	(2.04)	(12.75)
	Previous Period	-	0.94	-	0.99
9	Net Profit / (Loss) from Ordinary activities after tax	(20.17)	8.87	(29.73)	(62.71)
10	Extraordinary items	-	-	-	-
11	Net Profit / (Loss) for the Period	(20.17)	8.87	(29.73)	(62.71)
12	Paid up Equity Capital (Face Value of ₹10/- each)	600.77	600.77	600.77	600.77
13	Reserve Excluding Revaluation Reserve	-	-	-	1,807.23
14	Earning Per Share (after Extraordinary items)(of ₹10/- each) (not annualized)				
	a) Basic	(0.34)	0.15	(0.49)	(1.04)
	b) Diluted	(0.27)	0.12	(0.39)	(0.82)
	See Accompanying notes to financial results				

Part II					
	Particulars	Quarter Ended			Year ended
		30th June,2013	31st March, 2013	30th June, 2012	31st March, 2013
A	Particulars of Shareholding				
1	Public Shareholding				
	-number of shares	4,545,148	4,545,148	4,545,148	4,545,148
	-percentage of shareholding	75.66%	75.66%	75.66%	75.66%
2	Promoters and promoter group shareholding **				
	a) Pledged/Encumbered				
	- Number of shares	-	-	-	-
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-
	- Percentage of shares (as a % of the total share capital of the company)	-	-	-	-
	b) Non-encumbered				
	- Number of Shares	1,462,567	1,462,567	1,462,567	1,462,567
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%
	- Percentage of shares (as a % of the total share capital of the company)	24.34%	24.34%	24.34%	24.34%

B Investor Complaints		3 Months ended 30/06/2013
	Pending at the beginning of the quarter	NIL
	Received during the quarter	NIL
	Disposed of during the quarter	NIL
	Remaining unresolved at the end of the quarter	NIL

NOTES

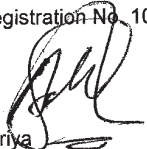
- 1 The above financial results were reviewed by the Audit Committee and have been approved by the Board of Directors at its meeting held on 2nd August, 2013. The Statutory Auditors have carried out the "Limited Review" of the results.
- 2 Gross revenue for the academic year 2013-14 as on date stands at approximately ₹248 lacs. In terms of Accounting Standard 9 for Revenue Recognition, revenue from student fees is recognized over the period of instruction.
- 3 Since students intake is once a year, the results of any quarter may not be a truly indicative of quarter to quarter / annual performance.
- 4 The Company is presently operating in a single segment of vocational education in Media, Entertainment, Finance and Sports Management and therefore reporting of segment wise information under Clause 41 of the Listing Agreement is not applicable.
- 5 Previous period figures have been regrouped / recast wherever necessary to make them comparable.

As per our Report on Limited Review of Even Date attached.

For Ford, Rhodes, Parks & Co.

Chartered Accountants

Firm's Registration No. 102860W



Astha Kaniya
Partner

Membership No: 122491

Date: 2nd August, 2013

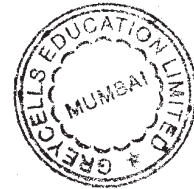
Place : Mumbai



For and on behalf of the Board



Nowshir Engineer
Managing Director



AUDITORS REPORT ON LIMITED REVIEW OF
CONSOLIDATED FINANCIAL STATEMENTS

We have reviewed the accompanying statement of unaudited financial results of consolidated financial statements of Greycells Education Limited for the three month period ended 30th June, 2013, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from the disclosures made by the management and have not been reviewed by us. 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

We conducted our review in accordance with the Standard on Review Engagement (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 misstatements. A review is limited primarily to the inquiries of company personnel and analytical procedures applied to the financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly we do not express an audit opinion.

We did not review the financial statement of the two subsidiaries whose financial statements reflect total revenues of ₹ 201.82 lacs and expenditure of ₹ 201.25 lacs for the three months period ended 30th June, 2013.

These financial statements have been reviewed by other auditors whose reports have been furnished to us and our opinion, in so far as it relates to the amounts included in respect of these subsidiaries, is based solely on the reports of the other auditors.

Based on our review conducted as above, we report that, nothing has come to our notice that causes us to believe that the accompanying statement of unaudited consolidated financial results are prepared in accordance with Accounting Standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.



Mumbai : 2nd August, 2013

For Ford, Rhodes, Parks & Co.
Chartered Accountants
Firm's Registration No. 102860W

Astha Kariya
Partner

Membership No. 122491

GREYCELLS EDUCATION LIMITED

Regd. Office : D-2,1st Floor, Poddar Chambers, 126 Mathuradas Compound, N.M. Joshi Marg, Lower Parel (West), Mumbai -400 013

PART I		(₹ in Lakhs)			
		STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED 30TH JUNE, 2013			
	Particulars	Quarter Ended			Year ended
		30th June, 2013	31st March, 2013	30th June, 2012	31st March, 2013
		Unaudited	Unaudited	Unaudited	Audited
1	(a) Net Sales / Income from Operations	197.45	252.60	204.28	839.97
	(b) Other Operating Income	61.43	0.12	12.00	31.31
	Total Income	258.88	252.72	216.29	871.28
2	Expenditure	292.70	193.84	272.23	919.14
	(a) Direct Expenses	104.63	32.97	39.90	160.73
	(b) Employees cost	48.83	55.02	55.19	209.32
	(c) Depreciation and Amortisation Expenses	5.97	13.19	14.35	56.16
	(d) Rent	35.47	37.19	42.47	150.24
	(e) Advertisements and Marketing Cost	62.63	8.67	69.97	154.06
	(f) Other Administration Expenses	35.17	46.80	50.35	188.63
3	Profit/(Loss) from Operations before Other Income, Interest and Exceptional Items (1-2)	(33.82)	58.88	(55.95)	(47.86)
4	Other Income	0.94	3.32	0.43	8.24
5	Profit/(Loss) from Operations before Interest and Exceptional Items (3+4)	(32.87)	62.20	(55.52)	(39.62)
6	Finance Cost	-	(2.49)	1.38	1.57
7	Profit / (Loss) from Ordinary activities before tax (5-6)	(32.87)	64.69	(56.90)	(41.19)
8	Tax Expenses	(0.98)	(1.02)	(2.04)	(12.88)
	Current	-	-	-	-
	Deferred	(0.98)	(1.96)	(2.04)	(13.87)
	Previous Period	-	0.94	-	0.99
9	Net Profit / (Loss) from Ordinary activities after tax	(31.89)	65.71	(54.86)	(28.31)
10	Extraordinary items	-	-	-	-
11	Net Profit / (Loss) for the Period	(31.89)	65.71	(54.86)	(28.31)
12	Less: Minority Interest	(7.25)	4.32	(8.41)	(1.84)
13	Net Profit / (Loss) after taxes and minority interest	(24.65)	61.39	(46.45)	(26.47)
14	Paid up Equity Capital (Face Value of ₹10/- each)	600.77	600.77	600.77	600.77
15	Reserve Excluding Revaluation Reserve	-	-	-	1,710.52
16	Earning Per Share (after Extraordinary items)(of ₹10/- each) (not annualized)				
	a) Basic	(0.41)	1.02	(0.77)	(0.44)
	b) Diluted	(0.32)	0.81	(0.61)	(0.35)
	See Accompanying notes to financial results				

Part II		Quarter Ended			Year ended
	Particulars	30th June, 2013	31st March, 2013	30th June, 2012	31st March, 2013
A	Particulars of Shareholding				
1	Public Shareholding				
	-number of shares	4,545,148	4,545,148	4,545,148	4,545,148
	-percentage of shareholding	75.66%	75.66%	75.66%	75.66%
2	Promoters and promoter group shareholding **				
	a) Pledged/Encumbered				
	- Number of shares	-	-	-	-
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-
	- Percentage of shares (as a% of the total share capital of the company)	-	-	-	-
	b) Non-encumbered				
	- Number of Shares	1,462,567	1,462,567	1,462,567	1,462,567
	- Percentage of shares (as a% of the total shareholding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%
	- Percentage of shares (as a % of the total share capital of the company)	24.34%	24.34%	24.34%	24.34%

B	Investor Complaints	3 Months ended 30/06/2013
	Pending at the beginning of the quarter	NIL
	Received during the quarter	NIL
	Disposed of during the quarter	NIL
	Remaining unresolved at the end of the quarter	NIL

NOTES

- * 1 The above financial results were reviewed by the Audit Committee and have been approved by the Board of Directors at its meeting held on 2nd August, 2013. The Statutory Auditors have carried out the "Limited Review" of the results.
- 2 Gross revenue for the academic year 2013-14 as on date stands at approximately ₹506 lacs. In terms of Accounting Standard 9 for Revenue Recognition, revenue from student fees is recognized over the period of instruction.
- 3 Since students intake is once a year, the results of any quarter may not be a truly indicative of quarter to quarter / annual performance.
- 4 The Group is presently engaged in the business of vocational education in Media, Entertainment, Finance and Sports Management. The Geographical segments has been identified as primary segment and reported as per AS-17 as below:

Geographical Segments are:

- a. India
- b. International

SEGMENTWISE REVENUE, RESULTS AND CAPITAL EMPLOYED

(₹ in Lakhs)					
Sr.No	Particulars	Quarter Ended			Year ended
		30th June, 2013	31st March, 2013	30th June, 2012	31st March, 2013
1	Segment Revenue				
	a. India	80.04	126.14	121.04	477.38
	b. International	178.84	126.58	95.25	393.91
	Total	258.88	252.72	216.29	871.29
	Less: Inter Segment Revenue	-	-	-	-
	Net Sales / Income From Operations	258.88	252.72	216.29	871.29
2	Segment Result				
	a. India	(53.17)	11.21	(70.63)	(114.42)
	b. International	19.35	47.67	14.68	66.58
	Total	(33.82)	58.88	(55.95)	(47.86)
	Add: Other Income	0.94	3.32	0.43	8.24
	Less: (i) Interest	-	(2.49)	1.38	1.57
	(ii) other Un-allocable expenditure net off un-allocable income	-	-	-	-
	Total Profit before Tax	(32.87)	64.69	(56.90)	(41.19)
3	Capital Employed				
	a. India	(51.37)	23.79	35.14	23.79
	b. International	(42.88)	(41.00)	(30.59)	(41.00)
	Total	(94.24)	(17.21)	4.55	(17.21)
	Add: Un-allocable corporate assets less liabilities	2,395.87	2,360.87	2,319.87	2,360.87
	Total Capital Employed in Company	2,301.63	2,343.66	2,324.42	2,343.66

5 The consolidated results include the 100% subsidiary - EMDI (Overseas) FZ LLC and also the Joint Venture Subsidiary Company (51% holding) - Eduhub Education Pvt. Ltd and have been prepared in accordance with the AS 21 issued by the Institute of Chartered Accountants of India.

6 Previous period figures have been regrouped / recast wherever necessary to make them comparable.

As per our Report on Limited Review of Even Date attached.

For Ford, Rhodes, Parks & Co.

Chartered Accountants

Firm's Registration No. 102860W



Astha Kariya

Partner

Membership No: 122491

Date: 2nd August, 2013

Place : Mumbai



For and on behalf of the Board



Nowshir Engineer
Managing Director

