

INDEPENDENT AUDITORS' REVIEW REPORT

The Board of Directors,
Greycells Education Limited,
Mumbai

We have reviewed the accompanying statement of unaudited financial results ('the Statement') of Greycells Education limited ('the Company') for the quarter ended 31st December, 2014, 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 of the Company in its meeting held on 5th February, 2015. Our responsibility is to issue a report on these financial statements based on our review.


We conducted our review 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 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, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with the Accounting Standards notified pursuant to the Companies (Accounting Standards) Rules, 2006 which continue to apply under section 133 of the Companies Act, 2013 and other 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: 5th February, 2015

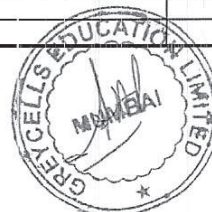
For Ford, Rhodes, Parks & Co.
Chartered Accountants
Firm's Registration No. 102860W


Astha Kariya
Partner

Membership No. 122491

GREYCELLS EDUCATION LIMITED							
Regd. Office : Forum Building, 1st floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai -400 013							
CIN NO: L65910MH1983PLC030838 Website: www.greycellsLtd.com							
Email ID:companysecretary@greycellsLtd.com Contact No.022-61479918							
PART I				(₹ in Lakhs)			
STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED 31ST DECEMBER, 2014							
Sr.No	Particulars	Quarter Ended			Nine Months Ended		Year ended
		31st December, 2014	30th September, 2014	31st December, 2013	31st December, 2014	31st December, 2013	31st March, 2014
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	(a) Net Sales / Income from Operations	77.53	53.33	88.61	187.82	211.57	319.59
	(b) Other Operating Income	0.03	0.83	3.48	19.50	5.90	7.71
	Total Income	77.56	54.16	92.09	207.32	217.47	327.29
2	Expenditure	72.79	95.98	93.90	268.60	296.26	424.46
	(a) Direct Expenses	17.88	11.29	32.79	48.20	81.31	109.67
	(b) Employees cost	15.91	14.66	14.76	48.19	43.48	58.73
	(c) Depreciation and Amortization Expenses	1.69	5.44	1.79	12.80	7.87	9.62
	(d) Rent	11.90	12.15	21.46	37.78	60.67	85.46
	(e) Advertisements and Marketing Cost	0.91	11.35	5.48	29.09	34.10	43.09
	(f) Legal & Professional Fees	22.86	30.25	9.72	70.00	44.66	60.16
	(g) Other Administration Expenses	1.64	10.84	7.90	22.54	24.17	57.74
3	Profit/(Loss) from Operations before Other Income, Interest and Exceptional Items (1-2)	4.78	(41.81)	(1.81)	(61.28)	(78.79)	(97.16)
4	Other Income	20.16	19.55	4.03	54.74	33.97	36.04
5	Profit/(Loss) from Operations before Interest and Exceptional Items (3+4)	24.95	(22.26)	2.22	(6.54)	(44.82)	(61.13)
6	Finance Cost	-	-	-	-	-	-
7	Profit/(Loss) from Operations before Exceptional Items (5-6)	24.95	(22.26)	2.22	(6.54)	(44.82)	(61.13)
8	Exceptional Items:						
	Compensation for Loss of Earning (Net of Related Expenses)	-	-	40.44	-	40.44	40.44
9	Profit / (Loss) from Ordinary activities before tax (7+8)	24.95	(22.26)	42.66	(6.54)	(4.38)	(20.69)
10	Tax Expenses	10.14	(4.27)	0.96	3.64	0.64	(5.35)
	Current	-	-	-	-	-	-
	Deferred	10.14	(4.27)	0.96	3.64	0.64	(5.35)
	Previous Period	-	-	-	-	-	-
11	Net Profit / (Loss) from Ordinary activities after tax (9-10)	14.81	(17.99)	41.69	(10.18)	(5.02)	(15.34)
12	Extraordinary items	-	-	-	-	-	-
13	Net Profit / (Loss) for the Period	14.81	(17.99)	41.69	(10.18)	(5.02)	(15.34)
14	Paid up Equity Capital (Face Value of ₹10/- each)	790.77	790.77	600.77	790.77	600.77	600.77
15	Reserve Excluding Revaluation Reserve	-	-	-	-	-	1,875.89
16	Earning Per Share (after Extraordinary items)(of ₹10/- each) (not annualized)						
	a) Basic	0.19	(0.23)	0.69	(0.13)	(0.08)	(0.26)
	b) Diluted	0.19	(0.23)	0.69	(0.13)	(0.08)	(0.26)
	See Accompanying notes to financial results						


Part II							
A	Particulars of Shareholding	Quarter Ended			Nine Months Ended		Year ended
		31st December, 2014	30th September, 2014	31st December, 2013	31st December, 2014	31st December, 2013	31st March, 2014
1	Public Shareholding						
	-number of shares	45,13,124	45,13,124	45,15,148	45,13,124	45,15,148	45,15,148
	-percentage of shareholding	57.07%	57.07%	75.16%	57.07%	75.16%	75.16%
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	33,94,591	33,94,591	14,92,567	33,94,591	14,92,567	14,92,567
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
	- Percentage of shares (as a % of the total share capital of the company)	42.93%	42.93%	24.34%	42.93%	24.84%	24.84%
B	Investor Complaints	3 Months ended 31/12/2014					
	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

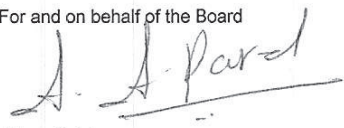
- 1 The above financial results were reviewed by the Audit Committee and have been approved by the Board of Directors at its meeting held on 5th February, 2015. The Statutory Auditors have carried out the "Limited Review" of the results.
- 2 Gross revenue for the academic year 2014-15 as on 31st December, 2014 stands at approximately ₹ 252.72 lacs. In terms of Accounting Standard 9- '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 depreciation for the current quarter has been provided as per the useful lives of fixed assets in accordance with schedule II of the Companies Act, 2013. As a result, the depreciation charge is higher by ₹ 0.71 lacs for the quarter ended 31st December, 2014.
- 5 The Company is presently operating in a single segment of vocational education in Media, Entertainment, and Sports Management and therefore reporting of segment wise information under Clause 41 of the Listing Agreement is not applicable.
- 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: 5th February, 2015
Place : Mumbai



For and on behalf of the Board


Abbas Patel
Director

INDEPENDENT AUDITORS' REVIEW REPORT

The Board of Directors,
Greycells Education Limited,
Mumbai

1. We have reviewed the accompanying statement of unaudited financial results of consolidated financial statements of Greycells Education Limited ('the Company') for the quarter ended 31st December, 2014, 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 of the Company in its meeting held on 5th February, 2015. Our responsibility is to issue a report on these financial statements based on our review.
2. We conducted our review 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 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.
3. The consolidated quarterly financial results of the Company include the quarterly results of the following entities:
 1. EMDI Wedding LLP - Joint Venture
 2. EMDI (Overseas) FZ LLC - Subsidiary
4. The financial statements of one of the subsidiary - EMDI (Overseas) FZ LLC have been reviewed by other auditor whose report has been furnished to us and our opinion, in so far as it relates to the amounts included in respect of this subsidiary, is based solely on the report of the other auditor. These financial statements reflect total revenues of ₹ 172.76 lacs and total expenditure of ₹ 104.08 lacs for the quarter ended 31st December, 2014.



5. *The results for the quarter of one of the joint venture subsidiary – Eduhub Education Pvt. Ltd. has not been incorporated in the consolidated financial results of the Company for the reasons stated in note 6 of the results. The effect of the same on the consolidated results for the quarter and for the nine month ended is not ascertainable.*
6. Based on our review conducted as above and *subject to the matter reported in para 5 above*, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with the Accounting Standards notified pursuant to the Companies (Accounting Standards) Rules, 2006 which continue to apply under section 133 of the Companies Act, 2013 and other 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.

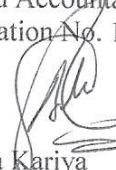
Emphasis of Matter

We draw attention to note 8 to the financial results relating to the consolidation of the subsidiary – EMDI (Overseas) FZ LLC on a going concern basis for reasons stated in the said note.



Mumbai: 5th February, 2015

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


Astha Kariya
Partner

Membership No. 122491

GREYCELLS EDUCATION LIMITED

Regd. Office : Forum Building, 1st floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai -400 013

CIN NO: L65910MH1983PLC030838 Website: www.greycellsLtd.com

Email ID:companysecretary@greycellsLtd.com Contact No.022-61479918

PART I

(₹ in Lakhs)

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED 31ST DECEMBER, 2014

Sr. No	Particulars	Quarter Ended			Nine Months Ended		Year ended
		31st December, 2014	30th September, 2014	31st December, 2013	31st December, 2014	31st December, 2013	31st March, 2014
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	(a) Net Sales / Income from Operations	250.67	121.40	282.72	583.80	617.91	890.85
	(b) Other Operating Income	1.46	2.61	10.06	22.77	75.25	78.13
	Total Income	252.13	124.01	292.78	606.57	693.16	968.98
2	Expenditure	175.77	229.87	247.67	648.40	759.24	992.49
	(a) Direct Expenses	39.68	37.33	63.19	120.18	204.29	201.91
	(b) Employees cost	52.31	63.44	58.86	172.24	161.07	211.91
	(c) Depreciation and Amortization Expenses	2.73	6.93	3.54	16.76	12.98	16.29
	(d) Rent	27.58	26.67	39.77	86.21	114.76	150.87
	(e) Advertisements and Marketing Cost	20.84	46.39	45.71	131.78	156.64	174.85
	(f) Other Administration Expenses	32.62	49.12	36.60	121.23	109.50	236.66
3	Profit/(Loss) from Operations before Other Income, Interest and Exceptional Items (1-2)	76.36	(105.86)	45.11	(41.83)	(66.08)	(23.51)
4	Other Income	14.60	14.08	2.24	40.13	3.21	26.46
5	Profit/(Loss) from Operations before Interest and Exceptional Items (3+4)	90.97	(91.78)	47.35	(1.69)	(62.87)	2.95
6	Finance Cost	-	-	-	-	-	-
7	Profit/(Loss) from Operations before Exceptional Items (5-6)	90.96	(91.78)	47.35	(1.69)	(62.87)	2.95
8	Exceptional Items:	-	-	40.44	-	40.44	40.44
	Compensation for Loss of Earning (Net of Related Expenses)	-	-	40.44	-	40.44	40.44
9	Profit / (Loss) from Ordinary activities before Prior period items (7+8)	90.96	(91.78)	87.79	(1.69)	(22.43)	43.39
10	Prior Period Income - Depreciation Reversal	-	-	-	-	-	13.66
11	Profit / (Loss) from Ordinary activities before tax (09+10)	90.96	(91.78)	87.79	(1.69)	(22.43)	57.05
12	Tax Expenses	10.14	(4.27)	0.96	3.64	0.64	6.88
	Current	-	-	-	-	-	-
	Deferred	10.14	(4.27)	0.96	3.64	0.64	(6.88)
	Previous Period	-	-	-	-	-	-
13	Net Profit / (Loss) from Ordinary activities after tax	80.81	(87.51)	86.83	(5.34)	(23.07)	63.93
14	Extraordinary items	-	-	-	-	-	-
15	Net Profit / (Loss) for the Period	80.81	(87.51)	86.83	(5.34)	(23.07)	63.95
16	Less: Minority Interest	-	-	6.94	(7.43)	1.08	6.25
17	Net Profit / (Loss) after taxes and minority interest	80.81	(87.51)	79.89	2.09	(24.15)	57.68
18	Paid up Equity Capital (Face Value of ₹10/- each)	790.77	790.77	600.77	790.77	600.77	600.77
19	Reserve Excluding Revaluation Reserve	-	-	-	-	-	1,858.57
20	Earning Per Share (after Extraordinary items)(of ₹10/- each) (not annualized)						
	a) Basic	1.02	(1.11)	1.33	0.03	(0.40)	0.96
	b) Diluted	1.02	(1.11)	1.33	0.03	(0.40)	0.96
	See Accompanying notes to financial results						



Part II							
	Particulars	Quarter Ended			Nine Months Ended		Year ended
		31st December, 2014	30th September, 2014	31st December, 2013	31st December, 2014	31st December, 2013	31st March, 2014
A Particulars of Shareholding							
1	Public Shareholding						
	-number of shares	45,13,124	45,13,124	45,15,148	45,13,124	45,15,148	45,15,148
	-percentage of shareholding	57.07%	57.07%	75.16%	57.07%	75.16%	75.16%
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	33,94,591	33,94,591	14,92,567	33,94,591	14,92,567	14,92,567
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
	- Percentage of shares (as a % of the total share capital of the company)	42.93%	42.93%	24.84%	42.93%	24.84%	24.84%

B Investor Complaints		3 Months ended 31/12/2014
	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

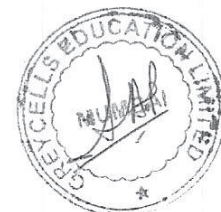
- The above financial results were reviewed by the Audit Committee and have been approved by the Board of Directors at its meeting held on 5th February, 2015. The Statutory Auditors have carried out the "Limited Review" of the results.
- Gross revenue for the academic year 2014-15 as on 31st December, 2014 stands at approximately ₹ 709.50 lacs. In terms of Accounting Standard 9- 'Revenue Recognition', revenue from student fees is recognized over the period of instruction.
- Since students intake is once a year, the results of any quarter may not be a truly indicative of quarter to quarter / annual performance.
- 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- 'Segment Reporting'.

Geographical Segments are:

- India
- International

SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED


Sr. No	Particulars	Quarter Ended			Nine Months Ended		Year ended
		31st December, 2014	30th September, 2014	31st December, 2013	31st December, 2014	31st December, 2013	31st March, 2014
1	Segment Revenue						
	a. India	79.36	59.63	125.76	238.15	291.10	433.85
	b. International	172.78	64.39	167.02	368.42	402.05	535.14
	Total	252.14	124.01	292.78	606.57	693.15	968.98
	Less: Inter Segment Revenue	-	-	-	-	-	-
	Net Sales / Income From Operations	252.14	124.01	292.78	606.57	693.15	968.98
2	Segment Result						
	a. India	4.94	(39.75)	11.80	(72.94)	(75.64)	(173.83)
	b. International	71.42	(66.11)	33.31	(41.83)	9.56	150.33
	Total	76.36	(105.86)	45.11	(114.77)	(66.08)	(23.50)
	Add: Other Income	14.60	14.08	2.24	40.13	3.21	26.46
	Less: (i) Interest	-	-	-	-	-	-
	(ii) other Un-allocable expenditure net off un-allocable income	-	-	-	-	-	-
	Total Profit before Tax	90.96	(91.78)	47.35	(74.64)	(62.87)	2.95
3	Capital Employed						
	a. India	(27.24)	(80.05)	(49.47)	(27.24)	(49.47)	20.58
	b. International	(11.35)	(37.05)	(93.00)	(11.35)	(93.00)	2.54
	Total	(38.59)	(117.10)	(142.47)	(38.59)	(142.47)	23.12
	Add: Un-allocable corporate assets less liabilities	2,682.34	2,677.76	2,455.87	2,682.34	2,455.87	2,376.47
	Total Capital Employed in Company	2,643.75	2,560.65	2,313.40	2,643.75	2,313.40	2,399.60



- 5 The consolidated results include the 100% subsidiary - EMDI (Overseas) FZ LLC have been prepared in accordance with the AS 21 'Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India.
- 6 The management of the operations of the subsidiary company- Eduhub Education Private Limited vests with the minority shareholders. The Company has not received the duly approved unaudited financial results, statement of assets and liabilities along with limited review report of the auditor thereon from the management of the subsidiary company. Hence the consolidated unaudited financial results of the Company do not include the results of this subsidiary for the quarter ended and nine months ended 31st December, 2014.
- 7 The Company is one of the partners in EMDI Wedding Academy LLP (50% share). The consolidated results have been prepared in accordance with the AS 27- 'Financial Reporting of Interests in Joint Venture' issued by the Institute of Chartered Accountants of India.
- 8 The financial results of one of the subsidiary - EMDI (Overseas) FZ LLC are consolidated in the above financial statement as a going concern basis as the management is expecting the positive trends in the results of the subsidiary.
- 9 Previous period figures have been regrouped / recast wherever necessary to make them comparable.

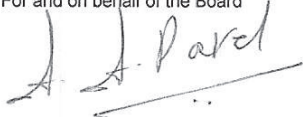
As per our Report on Limited Review of Even Date attached.

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


Astha Kariya
Partner
Membership No: 122491
Date: 5th February, 2015
Place : Mumbai



For and on behalf of the Board


Abbas Patel
Director