

**INSIDER TRADING CODE**

**FORM D**

*Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992*  
[Regulations 13(4)]

**Details of change in shareholding or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed company – Zee Learn Limited**

Name, PAN No. & Address of Promoter/ Person who is part of Promoter Group/Director /Officer	No. & % of shares/ voting rights held by the Promoter/ Person who is part of Promoter Group/Director/Officer	Date of receipt of allotment advised/ acquisition/ sale of shares/ voting rights	Date of intimation to company	Mode of purchase (market purchase/ public/ rights/ preferential offer, etc./ sale)	No. & % of shares/ voting rights post acquisition/ sale	Trading member through whom the trade was executed with SEBI Registrant on No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value
Dr. Manish Agarwal, Director PAN No. ABXPA0676J Address: Ullas, 1st floor, 17, Laburnum Road (Next to Mani Bhavan), Gamdevi, Mumbai- 7	Number of shares: 25,500 Percentage 0.00%	December 5, 2014	December 8, 2014	Allotment of shares by the Company pursuant to ESOP Scheme	Number of shares: 55,500 Percentage 0.02%	N.A	N.A	15,000 15,000 <b>TOTAL 30,000</b>	3,90,750 3,12,750 <b>7,03,500</b>	-	-

Place: Mumbai  
Date: 08.12.2014

*Manish Agarwal*  
Dr. Manish Agarwal