

**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/ advice/ 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 Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value
Mr. Vinay Agarwal PAN No. ABMPA2489E Address: 34-A, Punarvasu, Srishti-3, Mira Road- East Thane- 401107	Number of shares: 16,000 Percentage 0.01%	December 18, 2014	December 19, 2014	Market Transaction	Number of shares: 9,000 Percentage 0.00%	INB 231311631	NSE	N.A.	N.A.	7,000	2,17,910

Place: Mumbai
Date: 19.12.2014


Vinay Agarwal