

**INSIDER TRADING CODE  
FORM D**

*Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992  
[Regulations 13(6)]*

**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**

<i>Name, PAN No. &amp; Address of Promoter/ Person who is part of Promoter Group/Director/ Officer.</i>	<i>No. &amp; % of shares/ voting rights held by the Promoter/ Person who is part of Promoter Group/Director/ Officer.</i>	<i>Date of receipt of allotment/ advice/ acquisition of shares/ voting rights</i>	<i>Date of intimation to company</i>	<i>Mode of purchase (market purchase/ public offers/ preferential offer, etc.)/sale</i>	<i>No. &amp; % of shares/ voting rights post acquisition / sale</i>	<i>Trading member through whom the trade was executed with SEBI Registration No. of the TM</i>	<i>Exchange on which the trade was executed</i>	<i>Buy quantity</i>	<i>Buy value</i>	<i>Sell quantity</i>	<i>Sell value</i>
Mr. Vinay Agarwal - Officer PAN No. ABMPA2489E Address: 34-A, Punarvasu, Srishiti-3, Mira Road- (E) 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
Mr. Ajoy Paul - Officer PAN No. AKEPP8446M Address: F-16, Kalyani, Dist- Nadia West Bengal- 741235	Number of shares: 30,335 Percentage 0.01%	December 19, 2014	December 22, 2014	Market Transaction	Number of shares: 25,335 Percentage 0.01%	INB 230773037	NSE	N.A.	N.A.	5,000	1,53,628.75

**Place: Mumbai  
Date: 22.12.2014**



**For Zee Learn Limited**  
*[Signature]*  
**Samir Raval**  
Company Secretary