

**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 | 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 offers/ etc./ scale | 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. Ajoy Paul - Officer PAN No. AKEPP8446M Address: F-16, Kalyani, Dist- Nadia West Bengal- 741235 | Number of shares: 10,335 Percentage 0.00% | January 12, 2015 | January 13, 2015 | Market Transaction | Number of shares: 8396 Percentage 0.00% | INB230773 037 | NSE | N.A. | N.A. | 8396 | 59635.20 |
| | Number of shares: 8396 Percentage 0.00% | January 12, 2015 | January 13, 2015 | Market Transaction | Number of shares: Nil Percentage 0.00% | INB230773 037 | NSE | N.A. | N.A. | 8396 | 258704.85 |

Place: Mumbai
Date: 13.01.2015

Ajoy Kumar Paul
Ajoy Paul