

**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 right issue/ 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>
<i>Mr. Surjit Banga - Director PAN No. AAGPB0776N Address: A-1101, Serenity Heights, Mindsapce, Off Link Road, Malad- west, Mumbai- 64</i>	<i>Number of shares: 64,500 Percentage 0.02%</i>	<i>February 13, 2015</i>	<i>February 16, 2015</i>	<i>Allotment of shares pursuant to ESOP Scheme</i>	<i>Number of shares: 69,000 Percentage 0.02%</i>	<i>-</i>	<i>-</i>	<i>4,500</i>	<i>65,250</i>	<i>-</i>	<i>-</i>
<i>Dr. Manish Agarwal - Director PAN No. ABXPA0676J Address: Ullas, 1st floor, 17, Laburnum Road ( Next to Mani Bhavan), Gamdevi, Mumbai- 7</i>	<i>Number of shares: 55,500 Percentage 0.02%</i>	<i>February 13, 2015</i>	<i>February 16, 2015</i>	<i>Allotment of shares by the Company pursuant to ESOP Scheme</i>	<i>Number of shares: 60,000 Percentage 0.02%</i>	<i>N.A</i>	<i>N.A</i>	<i>4,500</i>	<i>65,250</i>	<i>-</i>	<i>-</i>
<i>Mr. Himanshu Mody- Director PAN No. AFNPM1658J Address: 1201/ B, Gardenia Bldg, Vasant Valley, Film City Road, Malad- East, Mumbai- 97</i>	<i>Number of shares: 75,625 Percentage 0.02%</i>	<i>February 13, 2015</i>	<i>February 16, 2015</i>	<i>Allotment of shares pursuant to ESOP Scheme</i>	<i>Number of shares: 80,500 Percentage 0.03%</i>	<i>-</i>	<i>-</i>	<i>4,875</i>	<i>70,687.5</i>	<i>-</i>	<i>-</i>



<b>Avinash Kundalia - Officer</b> <b>PAN No.</b> AMVVK9994Q <b>Address:</b> Flat no 105 Hare Krishna Apartments Sector 13 Palm Beach road Saupada Navi Mumbai-400705	<b>Number of shares:</b> 0 <b>Percentage</b> 0.00%	<b>February 13, 2015</b>	<b>February 16, 2015</b>	<b>Allotment of shares pursuant to ESOP Scheme</b>	<b>Number of shares:</b> 3,000 <b>Percentage</b> 0.00%	-	43,500	-
<b>Prashant Bafna - Officer</b> <b>PAN No.</b> AXGPB2920E <b>Address:</b> 803 Blue Bell Gardenia, Behind GCC Club, Hub Town, Gardenia- Mira Road- East, Thane-401107	<b>Number of shares:</b> 0 <b>Percentage</b> 0.00%	<b>February 13, 2015</b>	<b>February 16, 2015</b>	<b>Allotment of shares pursuant to ESOP Scheme</b>	<b>Number of shares:</b> 2,100 <b>Percentage</b> 0.00%	-	30,450	-

**Place: Mumbai**  
**Date: 16.02.2015**



For Zee Learn Limited

Samir Ravai  
 Company Secretary