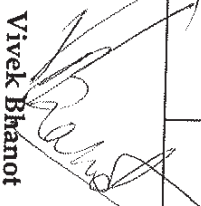


**INSIDER TRADING CODE
FORM D**

*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/ preferential offer, etc./sale)	No. & % of shares/ voting rights post acquisition/ sale	Trading member through whom the trade was executed with SEBI Registrant No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value
Vivek Bhanot PAN No. AGKPB1244R Address: R- 9/262, Raj Nagar, Ghaziabad, U.P.- 201002	Number of shares: 0 Percentage 0.00%	March 26, 2015	March 27, 2015	Allotment of shares pursuant to ESOP Scheme	Number of shares: 10,000 Percentage 0.00%	-	-	10,000	1,45,000	-	-


Vivek Bhanot

Place: Mumbai
Date: 27.03.2015