

**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. Subodh Khanna PAN No. ANMPK3220D Address: C- 403, Olympia CHSL, Opp. Sector- 10, Mira Road- East, Thane- 401 107	Number of shares: 11,900 Percentage 0.00%	May 7, 2015	May 7, 2015	Allotment of shares by the Company pursuant to ESOP Scheme	Number of shares: 21,500 Percentage 0.00%	N.A	N.A.	2,100	30,450	N.A.	N.A.
								7,500	1,56,375		
								TOTAL			
								9,600	1,86,825		


Subodh Khanna

Place: Mumbai
Date: 07.05.2015

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								quantity	value	quantity	value
Pradeep Pillai PAN No. AJYPP5919J Address: C-1002, Dev Exotica, Kharadi, Pune - 411014	Number of shares: 14,000 Percentage 0.00%	May 5, 2015	May 5, 2015	Allotment of shares by the Company pursuant to ESOP Scheme	Number of shares: 31,000 Percentage 0.00%	N.A	N.A	11,300	2,94,365	-	-
								5,700	82,650		
								Total	17,000	3,77,015	

Place: Mumbai
Date: 05.05.2015



Pradeep Pillai

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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 Arshad Naim PAN No. ADQPN5392K Address: FC- 9, Sector 16A, Noida, UP- 201301	Number of shares: Nil Percentage 0.00%	May 7, 2015	May 7, 2015	Allotment of shares by the Company pursuant to ESOP Scheme	Number of shares: 8,750 Percentage 0.00%	N.A	N.A.	8,750	1,26,875	N.A.	N.A.


Arshad Naim

Place: Mumbai
Date: 07.05.2015