

**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. & Address of Promoter/ Person who is part of Promoter Group/Director/ Officer.</i>	<i>No. & % 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/ sale of shares/ voting rights</i>	<i>Date of intimation to company</i>	<i>Mode of purchase (market purchase/ public rights/ preferential offer, etc.)/ sale</i>	<i>No. & % 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, Mindspace, Off Link Road, Malad- west, Mumbai- 64</i>	<i>Number of shares: 49,500 Percentage 0.01%</i>	<i>September 26, 2014</i>	<i>September 29, 2014</i>	<i>Allotment of shares pursuant to ESOP Scheme</i>	<i>Number of shares: 64,500 Percentage 0.02%</i>	<i>N.A.</i>	<i>N.A.</i>	<i>15,000</i>	<i>3,12,750</i>	<i>N.A.</i>	<i>N.A.</i>
<i>Mr. Aman Pal Singh PAN No. AJMP0264R Address: 1902, A-Wing, Satellite Tower, Film City Road, Goregoan- East, Mumbai- 63</i>	<i>Number of shares: 100 Percentage 0.00%</i>	<i>September 26, 2014</i>	<i>September 29, 2014</i>	<i>Allotment of shares by the Company pursuant to ESOP Scheme</i>	<i>Number of shares: 17,600 Percentage 0.00%</i>	<i>N.A.</i>	<i>N.A.</i>	<i>17,500</i>	<i>3,64,875</i>	<i>N.A.</i>	<i>N.A.</i>

**Place: Mumbai
Date: 29.09.2014**



For Zee Learn Limited

[Signature]
**Samir Raval
Company Secretary**

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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 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. Samir Raval PAN No. ADUPR1896C Address: B-308, Progressive Celebrity, Plot 71, Sector- 15, CBD Belapur, Navi Mumbai- 400 614	Number of shares: Nil Percentage 0.00%	September 26, 2014	September 29, 2014	Allotment of shares by the Company pursuant to ESOP Scheme	Number of shares: 6,500 Percentage 0.00%	N.A	N.A.	6,500	1,69,325	N.A.	N.A.
Mrs. Deepa George PAN No. ADXPN4399M Address: A- 703, Building No. 83, Sindhoo CHS, Tilak Nagar, Chembur- 400089	Number of shares: Nil Percentage 0.00%	September 26, 2014	September 29, 2014	Allotment of shares by the Company pursuant to ESOP Scheme	Number of shares: 17,500 Percentage 0.00%	N.A	N.A.	17,500	3,64,875	N.A.	N.A.

Place: Mumbai
Date: 29.09.2014



For Zee Learn Limited
Samir Raval
Samir Raval
Company Secretary