

APPLICATION FORM FOR ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY AND RENOUNCES ONLY USING ASBA FACILITY	 DSJ Keep Learning Limited Registered Office: 419-A, Arun Chambers, 4th Floor, Tardeo, Mumbai City, Mumbai - 400 034, Maharashtra, India Contact person: Jaiprakash Laxmandas Gangwani, Company Secretary & Compliance Officer Telephone: 022 4002 3127 E-mail id: compliance@dsjkeeplearning.com Website: https://dsjkeeplearning.com/ Corporate Identity Number: L80100MH1989PLC054329	NOT INTENDED FOR ELIGIBLE EQUITY SHAREHOLDERS IN THE UNITED STATES						
Application No:		<table border="1"> <tr> <td data-bbox="989 69 1212 134">ISSUE OPENS ON</td> <td data-bbox="1212 69 1509 134">Wednesday, May 29, 2024</td> </tr> <tr> <td data-bbox="989 134 1212 246">LAST DATE FOR ON MARKET RENOUNCIATION*</td> <td data-bbox="1212 134 1509 246">Monday June 03, 2024</td> </tr> <tr> <td data-bbox="989 246 1212 302">ISSUE CLOSES ON*</td> <td data-bbox="1212 246 1509 302">Thursday June 06, 2024</td> </tr> </table>	ISSUE OPENS ON	Wednesday, May 29, 2024	LAST DATE FOR ON MARKET RENOUNCIATION*	Monday June 03, 2024	ISSUE CLOSES ON*	Thursday June 06, 2024
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Collecting SCSB's Sign & Seal		<i>*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.</i> <i>*Our Board of Directors or the Rights Issue and Allotment committee will have the right to extend the Issue period as it may determine from time to time, provided that the Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date.</i> <i>Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.</i>						

Please read the letter of offer dated May 13, 2024 (“**Letter of Offer**” or “**LOF**”), the Abridged Letter of Offer, the Rights Entitlement Letter and instructions on the reverse of this Application Form carefully. All capitalised terms not defined herein shall carry the same meaning as ascribed to them in the Letter of Offer.

DO NOT TEAR OR DETACH ANY PART OF THIS APPLICATION FORM
THIS DOCUMENT IS NOT NEGOTIABLE

ISSUE OF 6,81,24,036 FULLY PAID UP EQUITY SHARES WITH A FACE VALUE OF ₹ 1/- EACH (“RIGHTS EQUITY SHARES”) OF DSJ KEEP LEARNING LIMITED (THE “COMPANY” OR “ISSUER”) FOR CASH AT A PRICE OF ₹ 1 PER EQUITY SHARE (THE “ISSUE PRICE”), AGGREGATING TO ₹681.24 LAKHS* ON A RIGHTS BASIS TO ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY IN THE RATIO OF 7 RIGHTS EQUITY SHARES FOR EVERY 9 FULLY PAID-UP EQUITY SHARE HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE I.E., TUESDAY, MAY 14, 2024. (“ISSUE”). FURTHER DETAILS, SEE “TERMS OF THE ISSUE” BEGINNING ON PAGE 145 OF THE LETTER OF OFFER.

***Assuming full subscription.**

The entire amount of the Issue Price of ₹ 1/- per Rights Equity Share shall be payable at the time of application.

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the United States Securities Act, 1933, as amended (“Securities Act”), or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof (“United States” or “U.S.”) or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the Securities Act (“Regulation S”), except in a transaction exempt from the registration requirements of the Securities Act. The Rights Entitlements and Rights Equity Shares referred to in the Letter of Offer are being offered in India, but not in the United States. The offering to which the Letter of Offer and Abridged Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any securities or rights for sale in the United States or as a solicitation therein of an offer to buy any of the said securities or rights.

To,
The Board of Directors,
DSJ Keep Learning Limited

Date:

Dear Sir/ Madam,

- I/We hereby accept and apply for Allotment of the Rights Equity Shares (including Additional Rights Equity Shares “if applicable”) mentioned in Block I below in response to the Abridged Letter of Offer/ Letter of Offer dated May 13, 2024 and any addenda thereto offering the Rights Equity Shares to me/us on rights basis.
- I/We agree to pay the amount specified in Block II below at the rate of ₹ 1/- per Rights Equity Share payable on Application on the total number of Rights Equity Shares specified in Block I below.
- I/We agree to accept the Rights Equity Shares Allotted to me/us and to hold such Rights Equity Shares upon the terms and conditions of the Abridged Letter of Offer/ Letter of Offer dated May 13, 2024 and any addendum thereto, this Application Form, Rights Entitlement Letter and subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SEBI Master Circular dated June 21, 2023 as applicable and the rules made thereunder and the Memorandum and Articles of Association of the Company.
- I/We undertake that I/we will sign all such other documents and do all other such acts, if any, necessary on my/our part to enable me/us to be registered as the holder(s) of the Rights Equity Shares in respect of which this application may be accepted.
- I/We also agree to accept the Rights Equity Shares subject to laws, as applicable, guidelines, circulars, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI/Government of India/RBI and/or other authorities.
- I/We hereby solemnly declare that I am/we are not applying for the Rights Equity Shares in contravention of section 269SS of the Income- Tax Act, 1961.
- I/We authorise you to place my/our name(s) on the Register of Members / Register of Significant Beneficial Owners. All such Resident Eligible Equity Shareholders are deemed to have

accepted the following:

“I/ We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the “United States”), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Right Equity Shares or Rights Entitlements. I/ we confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer titled “Other Regulatory and Statutory Disclosures – Selling Restrictions” on page 141 of the Letter of Offer.

I/ We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

For Resident Applicants: I am/ we are not applying for the Rights Equity Shares as nominee(s) of any Person who is/ are resident outside India or foreign national(s) or a foreign company or a foreign controlled company. I/We hereby make the representations, warranties, acknowledgments and agreements set forth in the Letter of Offer.

For Non-Resident Applicants: I am/ we are non-resident Investors and who have made payments by way of a valid bank account in compliance with relevant FEMA regulations/ circulars, rules and other applicable laws. I/We hereby make the representations, warranties, acknowledgments and agreements set forth in the Letter of Offer.

I/ We acknowledge that we will rely upon the truth and accuracy of the foregoing representations and agreements.”

- (a) **Please read the instructions printed on the Application Form carefully.**
- (b) The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees.
- (c) Please read the Letter of Offer, and any addenda thereto carefully to understand the Application process and applicable settlement process. All references in this Application Form to the “Abridged Letter of Offer” are to the Abridged Letter of Offer read together with the Letter of Offer and any addenda thereto. For accessing the Letter of Offer, the Abridged Letter of Offer, and any addenda thereto and the Application Form, please refer to the links provided below on page 4 of this Application Form.
- (d) **In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Master Circular and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see “Procedure for Application through the ASBA Process” on page 147 of the Letter of Offer.**
- (e) **Applications should be submitted to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, i.e., June 06, 2024. Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.**
- (f) The Application should be completed in all respects. Any Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Letter of Offer, and any addenda thereto and Abridged Letter of Offer the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.
- (g) An Equity shareholder, wishing to participate in this Issue, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application and required to provide necessary details, including details of the ASBA Account, authorizing the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form. Please note that only those holders who have a demat account can apply through ASBA facility.
- (h) In case of non-receipt of Application Form, Investors can also make Application on plain paper under ASBA process mentioning all necessary details as mentioned under the heading “Application on Plain Paper under ASBA process” on page 159 of the Letter of Offer and any addenda thereto.
- (i) The plain paper Application should be submitted at a Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB and not to the Bankers to the Issue or Escrow Collection Banks (assuming that such Escrow Collection Bank is not a SCSB) or to our Company or the Registrar.
- (j) **All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention his/her PAN allotted under the Income Tax Act, 1961, irrespective of the amount of the Application.** Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Application Forms without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be “suspended for credit” and no allotment and credit of Rights Equity Shares pursuant to the Issue shall be made into the accounts of such Investors.
- (k) In case of Application through ASBA facility, all payments will be made only by blocking the amount in the ASBA Account. **Cash payment or payment by cheque or demand draft or pay order or NEFT or RTGS or through any other mode is not acceptable for Application.** In case payment is effected in contravention of this, the Application may be deemed invalid and the Application Money will be refunded and no interest will be paid thereon.
- (l) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in English or Hindi and thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded the SCSB.
- (m) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant’s name and all communication will be addressed to the first Applicant.
- (n) All communication in connection with Application for the Rights Equity Shares, including any change in address of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, /DP ID and Client ID and Application Form number, as applicable. Investors should provide correct DP ID and Client ID / while submitting the Application. Such DP ID and Client ID should match the demat account details in the records available with Company and / or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.
- (o) Please note that ASBA Applications may be submitted at all designated branches of the SCSBs available on the SEBI website at [https:// www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes](https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes), updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
- (p) Eligible Equity Shareholders are required to ensure that the number of Rights Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
- (q) **The Eligible Equity Shareholders shall submit only one Application Form for the Rights Entitlements available in a particular demat account.** In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations such the Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts; the Investors are required to submit the Application Form separately from each demat account.
- (r) **Please note that Applications without depository account details or PAN shall be treated as incomplete and shall be rejected.**
- (s) The Company reserves the right to treat as invalid any Application Form which: (i) does not include the certification set out in the Application Form to the effect that the subscriber is authorised to acquire the Rights Equity Shares or Rights Entitlement in compliance with all applicable laws and regulations; (ii) appears to us or our agents to have been executed in or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.
- (t) **PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE SHAREHOLDERS TO THE RIGHTS EQUITY SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, SEE “TERMS OF THE ISSUE - PROCEDURE FOR APPLICATION” ON PAGE 154 OF THE LETTER OF OFFER.**
- (u) Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.
- (v) Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb 13, 2020 and press release dated June 25, 2021 and September 17, 2021.

LAST DATE FOR APPLICATION

The last date for submission of the duly filled in the Application Form or a plain paper Application is June 06, 2024 i.e., Issue Closing Date. Our Board or Rights Issue and Allotment committee may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchange and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Rights Equity Shares hereby offered, as provided under the section, "Terms of the Issue - Basis of Allotment" on page 170 of the Letter of Offer. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchange.

WITHDRAWAL OF APPLICATION

An Investor who has applied in this Issue may withdraw their application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, may withdraw their application post the Issue Closing Date.

LIST OF SELF CERTIFIED SYNDICATE BANKS (SCSBs)

The list of banks who have registered with SEBI to act as SCSBs for the ASBA Process is <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>. For this Issue, following banks would be acting as SCSB: 1. Au Small Finance Bank 2. Axis Bank Ltd 3. Bandhan Bank Ltd. 4. Bank of Baroda. 5. Bank of India 6. Bank of Maharashtra 7. Barclays Bank PLC 8. BNP Paribas 9. Canara Bank 10. CSB Bank Limited 11. Central Bank of India 12. CITI Bank NA 13. City Union Bank Ltd. 14. DBS Bank Ltd. 15. Deutsche Bank 16. Dhanlaxmi Bank Limited 17. Equitas Small Finance Bank Ltd. 18. GP Parsik Sahakari Bank Ltd. 19. HDFC Bank Ltd. 20. HSBC Ltd. 21. ICICI Bank Ltd 22. IDBI Bank Ltd. 23. IDFC First Bank Ltd. 24. Indian Bank 25. Indian Overseas Bank 26. IndusInd Bank 27. J P Morgan Chase Bank, N.A. 28. Janata Sahakari Bank Ltd. 29. Karnataka Bank Ltd. 30. Karur Vysya Bank Ltd. 31. Kotak Mahindra Bank Ltd. 32. Mehsana Urban Co-operative Bank Limited 33. Nutan Nagarik Sahakari Bank Ltd. 34. Punjab & Sind Bank 35. Punjab National Bank 36. Rajkot Nagarik Sahakari Bank Ltd 37. RBL Bank Limited 38. South Indian Bank 39. Standard Chartered Bank 40. State Bank of India 41. SVC Co-operative Bank Ltd. 42. Tamilnad Mercantile Bank Ltd. 43. The Ahmedabad Mercantile Co-Op. Bank Ltd. 44. The Federal Bank 45. The Jammu & Kashmir Bank Limited. 46. The Kalapur Commercial Cooperative Bank Ltd. 47. The Saraswat Co-Operative Bank Ltd 48. The Surat Peoples Co-op Bank Ltd 49. TJSB Sahakari Bank Ltd 50. UCO Bank 51. Union Bank of India 52. Utkarsh Small Finance Bank Limited 53. YES Bank Ltd.

In accordance with the SEBI ICDR Regulations, SEBI Rights Issue Circular, our Company will send the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material, through email to the email addresses and physical delivery through speed post to all the Eligible Equity Shareholders on a reasonable effort basis, to the Indian addresses provided by them to our Company. Further, this Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

Our Company at: <https://dsjkeeplearning.com/> ;

the Registrar to the Issue at www.linkintime.co.in ;

the Stock Exchanges at BSE www.bseindia.com and NSE www.nseindia.com

The Investors can visit following links for the below-mentioned purposes:

- Update of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: Registrar website: www.linkintime.co.in; Email: keeplearning.rights2024@linkintime.co.in
- Update of demat account details by Eligible Equity Shareholders holding shares in physical form: Registrar website: www.linkintime.co.in ; keeplearning.rights2024@linkintime.co.in
- Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Equity Shareholders: Registrar website: www.linkintime.co.in; Email: keeplearning.rights2024@linkintime.co.in

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post- Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the Applicant, contact number(s), E-mail address of the sole/ first holder, demat account, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the Application Forms, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip.

COMPANY DETAILS**REGISTRAR TO THE ISSUE****DSJ Keep Learning Limited**

419-A, Arun Chambers, 4th Floor, Tardeo,
Mumbai City, Mumbai – 400034, Maharashtra, India

Contact person: Jaiprakash Laxmandas Gangwani,
Company Secretary & Compliance Officer

Telephone: 022 4002 3127

E-mail id: compliance@dsjkeeplearning.com

Website: <https://dsjkeeplearning.com/>

Corporate Identity Number: L80100MH1989PLC054329

**Link Intime India Private Limited**

C-101, 247 Park, LBS Marg, Vikhroli (West),
Mumbai – 400 083, Maharashtra, India.

Contact Person: Shanti Gopalkrishnan

Tel: +91 81081 14949

E-mail: keeplearning.rights2024@linkintime.co.in

Investor Grievance ID: keeplearning.rights2024@linkintime.co.in

Website: www.linkintime.co.in

SEBI Registration No: INR000004058