



## DSJ Keep Learning Limited

FORMERLY KNOWN AS DSJ COMMUNICATIONS LIMITED  
CIN: L80100MH1989PLC054329

29<sup>th</sup> September, 2023

To,

The Manager – CRD

**BSE Limited**

Phiroze Jeejeebhoy Tower,

Dalal Street, Fort, Mumbai – 400 001

**Scrip Code: 526677**

The Manager

**National Stock Exchange of India Limited**

Exchange Plaza, Bandra – Kurla Complex,

Bandra (East), Mumbai – 400 051

**SYMBOL: KEEPLEARN**

Dear Sir/Madam,

**Sub.: Proceedings of 33<sup>rd</sup> Annual General Meeting held on Friday 29<sup>th</sup> September 2023 held through Video Conference (VC) /Other Audio-Visual Means (OAVM).**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith the proceedings of the 33<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Company held on Friday, 29<sup>th</sup> September, 2023 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility in accordance with the applicable circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

You are requested to kindly take the same on record.

Thanking you

Yours faithfully

**For DSJ Keep Learning Limited  
(Formerly Known as DSJ Communications Limited)**

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**Jaiprakash Gangwani  
Company Secretary & Compliance Officer  
ACS No: 55760**

Encl.: As above.

**PROCEEDINGS OF THE 33<sup>rd</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, 29<sup>TH</sup> SEPTEMBER 2023.**

The 33<sup>rd</sup> Annual General Meeting (“AGM”) of the Company was held on Friday, 29<sup>th</sup> September, 2023 at 3.00 p.m. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) facility. The meeting commenced at 03:00 P.M. (IST) and concluded at 03.45 P.M. (IST) (including time allowed for e-voting at AGM).

Mr. Sanjay Padode, Chairman & Managing Director, chaired the proceedings of the meeting. The requisite quorum being present, the meeting was called in order. Thereafter, he introduced other directors who joined the Meeting from various locations. All the directors including the respective Chairpersons of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee etc., were also present at the AGM.

The representative of M/s. Jayesh Dadia & Associates LLP, the Statutory Auditor and Mr. Amit Dharmani, Secretarial Auditor for the year FY 2022-23 were also present at the Meeting.

Total 68 Members attended the AGM as per the records of the attendance.

With the permission of the Chairman, Mr. Jaiprakash Gangwani, Company Secretary & Compliance Officer (CS) of the Company informed that the Meeting was held through VC / OAVM in compliance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

He further informed that the Company had tied up with Central Depository Services (India) Limited (CDSL) to provide facility for voting through remote e-voting during the AGM and participation in the AGM through VC / OAVM facility. He then informed that remote e-voting commenced at 9:00 a.m. (IST) on Tuesday, 26<sup>th</sup> September, 2023 and ended at 5:00 p.m. (IST) on Thursday, 28<sup>th</sup> September, 2023.

Mr. Jaiprakash Gangwani then informed the Members that the facility for voting through e-voting system was made available for Members who had not cast vote through remote e-voting prior to the Meeting.

The members were also informed that Mr. Anshul Bhatt, Proprietor of M/s Anshul Bhatt & Associates, Company Secretaries, was appointed as the scrutinizer to scrutinise the voting through electronic means (i.e. remote e-voting and voting at the meeting through electronic voting system).

Mr. Jaiprakash Gangwani then informed the Members that the Report of Board of Directors, the Accounts for the financial year ended 31<sup>st</sup> March, 2023 and the Notice convening the 33<sup>rd</sup> AGM were taken as read, as the same had already been circulated to the Members. As there were no qualifications, observations, or adverse comments on financial statements and matters, which have any material bearing on the functioning of the Company except one of the adverse remark given by the auditor in the CARO report. However, the same does not have any material adverse effect on the functioning of the Company as a result the said report is also not required to be read.

Further. Jaiprakash Gangwani then informed the Members that the Secretarial Audit Report were taken as read, as the same had already been circulated to the Members. The Secretarial Audit Report contains certain observations. However, the same does not have any material adverse effect on the functioning of the Company as a result the said report is also not required to be read. The observations along with the reply of the Board of Directors are provided in the Boards' report of the Company.

Then the Meeting was taken ahead to the agenda items as appended in the Notice of the said AGM.

| Item No.                 | Agenda Items  | Type of Resolutions | Mode of voting                      |
|--------------------------|---|---------------------|-------------------------------------|
| <b>Ordinary Business</b> |   |                     |                                     |
| 1.                       | To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2023, together with the Reports of the Board of Directors and Auditors thereon. | Ordinary            | Remote e-voting and e-voting at AGM |

|                         |  |          |                                     |
|-------------------------|--|----------|-------------------------------------|
| 2.                      | To approve appoint a Director in place of Mrs. Kalpana Sanjay Padode, Director (DIN: 02390915), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers herself for re-appointment.   | Ordinary | Remote e-voting and e-voting at AGM |
| <b>Special Business</b> |  |          |                                     |
| 3.                      | To approve re-appointment of Mr. Sanjay Padode (DIN: 00338514) as Managing Director of the Company For further term of 5 (Five) years Designated as “Managing Director and Chairman” of the Company.   | Ordinary | Remote e-voting and e-voting at AGM |
| 4.                      | To approve Appointment of Mr. Anurup Doshi (DIN: 10235591) as a Director of the Company, liable to Retire by Rotation.   | Ordinary | Remote e-voting and e-voting at AGM |
| 5.                      | To approve Appointment of Mr. Anurup Doshi (DIN: 10235591) as a Whole-Time Director of the Company and fixing his Remuneration.  | Special  | Remote e-voting and e-voting at AGM |
| 6.                      | To approve re-appointment of Mr. Pranav Sanjay Padode (DIN:08658387) as whole time director designated as “Whole Time Director and Chief Executive Officer” of the Company.  | Ordinary | Remote e-voting and e-voting at AGM |
| 7.                      | To approve revision of Remuneration of Mr. Pranav Sanjay Padode (DIN: 08658387) as Whole Time Director Designated as “Whole Time Director and Chief Executive Officer” of the Company.   | Special  | Remote e-voting and e-voting at AGM |
| 8.                      | To approve Material Related Party Transactions with: <ul style="list-style-type: none"> <li>• Centre for Developmental Education</li> <li>• Vijaybhoomi Education Foundation</li> <li>• Vijaybhoomi University</li> <li>• New Bonanza Impex Private Limited</li> <li>• Get Ahead Education Limited</li> <li>• Mr. Sanjay Padode</li> <li>• Sphere Agrotech Limited</li> <li>• Nine Media and Information Services Limited</li> <li>• Sankalp Family Trust</li> </ul> | Ordinary | Remote e-voting and e-voting at AGM |

|    |  |          |                                     |
|----|--|----------|-------------------------------------|
| 9. | To approve Increase in Authorised Share Capital of the Company and Consequential Amendment in Memorandum of Association of the Company | Ordinary | Remote e-voting and e-voting at AGM |
|----|--|----------|-------------------------------------|

After all the above agenda items were taken up by Mr. Jaiprakash Gangwani, he opened the floor for the shareholders to express their views and ask questions, if any.

Mr. Jaiprakash Gangwani then welcomed the only shareholder who registered himself as speaker to ask questions/queries. However, it was informed that the said shareholder did not attend the meeting.

Since, there were no queries to be addressed, the Chairman proceeded towards concluding the AGM. He announced that the voting on the CDSL platform will continue to be available for the next 15 minutes from the conclusion of the AGM. Therefore, members who had not cast their vote were requested to do so.

Then Mr. Jaiprakash Gangwani announced that the e-voting results along with the consolidated Scrutinizer's Report which shall be placed on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and would also be placed on the website of the Company i.e. [dsjkeeplearning.com](http://dsjkeeplearning.com) and website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) within 48 (Forty-eight) working hours from the conclusion of the meeting.

**Notes:** Thereafter, Mr. Jaiprakash Gangwani concluded the meeting after thanking the directors, shareholders and other panellists for joining the meeting and the meeting was concluded with a vote of thanks to the Chair.

1. The Company will separately intimate the voting results (remote e-voting and voting at the meeting through electronic voting system) to the Stock Exchanges.
2. This document does not constitute minutes of the proceedings of the 33<sup>rd</sup> Annual General Meeting of the Company.



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Mr. Jaiprakash Gangwani, Company Secretary & Compliance Officer gave a vote of thanks to the Chair.

This is for your information and records.

Yours faithfully,

For **DSJ Keep Learning Limited**  
**(Formerly Known as DSJ Communications Limited)**

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**Jaiprakash Gangwani**  
**Company Secretary & Compliance Officer**  
**ACS No: 55760**

419-A, 4<sup>th</sup> Floor, Arun Chambers, Next to AC Market, Tardeo, Mumbai - 400034

Tel:022 40023127 | Email: [compliance@dsjkeeplearning.com](mailto:compliance@dsjkeeplearning.com) | Website: [dsjkeeplearning.com](http://dsjkeeplearning.com)