



## DSJ Keep Learning Limited

FORMERLY KNOWN AS DSJ COMMUNICATIONS LIMITED  
CIN: L80100MH1989PLC054329

04th September, 2023

To,

The Manager – CRD

**BSE Limited**

Phiroze Jeejeebhoy Tower,

Dalal Street, Fort, Mumbai – 400 001

The Manager

**National Stock Exchange of India Limited**

Exchange Plaza, Bandra – Kurla Complex,

Bandra (East), Mumbai – 400 051

**Scrip Code: 526677**

**SYMBOL: KEEPLEARN**

Dear Sir/Madam,

**Sub: Intimation of 33<sup>rd</sup> Annual General Meeting to be held on Friday, 29<sup>th</sup> September ,2023 through Video Conference/Other Audio-Visual Means and Book Closure**

With reference to the above captioned subject, we wish to inform you that the 33<sup>rd</sup> Annual General Meeting ("AGM") of the Company will be held on **Friday 29<sup>th</sup> September 2023 at 3:00 p.m. (IST)** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the Ordinary and Special Business as set out in the Notice convening the 33<sup>rd</sup> AGM, dated 29<sup>th</sup> August, 2023. A Copy of the Notice of 33<sup>rd</sup> AGM is attached with this letter.

Further pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23<sup>rd</sup> September, 2023 to Friday, 29<sup>th</sup> September, 2023 (both days inclusive) for the purpose of AGM.

Intimation of book closure in prescribed format is also enclosed herewith.

Kindly take the same on your records.

Thanking You,

Yours faithfully,

For **DSJ Keep Learning Limited**

**(Formerly known as DSJ Communications Limited)**

**Jaiprakash Gangwani**

**Company Secretary & Compliance Officer**

**(ACS:55760)**

Encl.: A/a



# DSJ Keep Learning Limited

FORMERLY KNOWN AS DSJ COMMUNICATIONS LIMITED  
CIN: L80100MH1989PLC054329

**Attn. Market Operations Department**

**Name of the Company: DSJ Keep Learning Limited**

Scrip Code	Type of Security	Book Closure		Record date	Purpose
		From	To		
526677	Equity	Saturday, 23 <sup>rd</sup> September, 2023	Friday, 29 <sup>th</sup> September, 2023	N.A.	33 <sup>rd</sup> Annual General Meeting

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

**Jaiprakash Gangwani  
Company Secretary & Compliance Officer  
(ACS:55760)**

**DSJ Keep Learning Limited**  
(Formerly Known as DSJ Communications Limited)  
CIN: L80100MH1989PLC054329

Regd. Off.: 419-A, Arun Chambers, 4<sup>th</sup> Floor, Next to AC Market, Tardeo, Mumbai - 400034 India  
Tel: 022 40023127, E-mail: [compliance@dsjkeeplearning.com](mailto:compliance@dsjkeeplearning.com) Website: [dsjkeeplearning.com](http://dsjkeeplearning.com)

**NOTICE**

**NOTICE** is hereby given that the 33<sup>rd</sup> (Thirty-Third) Annual General Meeting ("AGM") of the Members of **DSJ KEEP LEARNING LIMITED** (the "Company") will be held on **Friday, 29<sup>th</sup> day of September, 2023 at 3:00 p.m. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:

**ORDINARY BUSINESS:**

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:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** 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, be and are hereby received, considered and adopted.

2. **To 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:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013, Mrs. Kalpana Sanjay Padode (DIN: 02390915), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**SPECIAL BUSINESS:**

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:**

To consider and if thought fit, to pass, with or without modification(s), to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Act and Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and subject to such other approvals as may be necessary, approval of the members be and is hereby accorded for re-appointment of Mr. Sanjay Padode (DIN: 00338514) as a Managing Director, designated as Chairman & Managing Director of the Company, for a term of 5 (five) years w.e.f. 30<sup>th</sup> August, 2024 to 29<sup>th</sup> August, 2029 without any remuneration and the period of his office shall be liable to determination by retirement of directors by rotation and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment as may be agreed to by the Board of Directors and Mr. Sanjay Padode.

**RESOLVED FURTHER THAT** the Board of the Company, be and is hereby authorised to vary, alter and modify the terms and conditions of re-appointment of Mr. Sanjay Padode and further authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary, expedient or desirable, with power on behalf of the Company to settle all such questions, difficulties or doubts whatsoever that may arise while giving effect to this resolution, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit, without requiring the Board to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** Mr. Pranav Sanjay Padode, Whole Time Director & Chief Executive Officer, Mr. Shrikant Chilveri, Chief Financial Officer, Mr. Anurup Doshi, Whole Time Director & Chief Operating Officer and Mr. Jaiprakash Gangwani, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

**4. TO APPROVE APPOINTMENT OF MR. ANURUP DOSHI (DIN: 10235591) AS A DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION:**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, Mr. Anurup Doshi (DIN: 10235591) who was appointed as an Additional Director of the Company w.e.f. 12<sup>th</sup> August, 2023 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received notices in writing from members under Section 160 of the Act, signifying their intention to propose Mr. Anurup Doshi as a candidate for the office of a director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

**5. TO APPROVE APPOINTMENT OF MR. ANURUP DOSHI (DIN: 10235591) AS A WHOLE-TIME DIRECTOR OF THE COMPANY AND FIXING HIS REMUNERATION:**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Schedule V thereto and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company and pursuant to the recommendations / approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company (the “Board”) accorded at

their respective meetings held on 12<sup>th</sup> August, 2023 consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Anurup Doshi (DIN: 10235591), as a Whole-time Director of the Company, designated as Whole-time Director and Chief Operating Officer (with such other designation(s) as the Board may deem fit to confer upon him from time to time), liable to retire by rotation, for a period of 3 (Three) consecutive years commencing from 12<sup>th</sup> August, 2023, on such terms and conditions including remuneration payable to Mr. Anurup Doshi as set out in the Statement annexed hereto, with liberty to the Board to vary the terms and conditions of the said appointment including remuneration within the overall limits of Section 197 and / or Schedule V to the Act, as may be mutually agreed with Mr. Anurup Doshi from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives if any) as set out in the Statement annexed hereto payable to Mr. Anurup Doshi during his tenure in which inadequacy of profits or no profits arises as minimum remuneration) in terms of Sections 197 and 200 read with Schedule V to the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** Mr. Sanjay Padode, Chairman & Managing Director, Mr. Pranav Sanjay Padode, Whole Time Director & Chief Executive Officer, Mr. Shrikant Chilveri, Chief Financial Officer and Mr. Jaiprakash Gangwani, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

**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:**

To consider and if thought fit, to pass, with or without modification(s), to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the

Act”) and Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and subject to such other approvals as may be necessary, approval of the members be and is hereby accorded for the re-appointment of Mr. Pranav Sanjay Padode (DIN: 08658387), as Whole Time Director designated as the “Whole time Director and CEO” of the Company for a further period of 3 (three) years w.e.f. 05<sup>th</sup> December, 2023 to 04<sup>th</sup> December, 2026 and who shall be liable to retire by rotation and upon the terms and conditions as detailed in Explanatory Statement annexed to the Notice convening this Annual General Meeting.

**RESOLVED FURTHER THAT** Mr. Pranav Sanjay Padode be and is hereby designated as Key Managerial Personnel of the Company pursuant to Section 203 of the Act.

**RESOLVED FURTHER THAT** Mr. Sanjay Padode, Chairman & Managing Director, Mr. Shrikant Chilveri, Chief Financial Officer, Mr. Anurup Doshi, Whole Time Director and Chief Operating Officer and Mr. Jaiprakash Gangwani, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

**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:**

To consider and if thought fit, to pass, with or without modification(s), to pass the following resolution as an **Special Resolution**:

“**RESOLVED THAT** in partial modification of resolution passed in this regard by the members of the Company at 31<sup>st</sup> Annual General Meeting held on 28<sup>th</sup> September, 2021 and pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (‘the Act’) (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions of the Act including any amendment(s), statutory modification(s) or re-

enactment(s) thereof for the time being in force and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the members be and is hereby accorded for revision in remuneration of Mr. Pranav Sanjay Padode (DIN : 08658387), Whole Time Director and CEO, with effect from 01<sup>st</sup> October, 2023 to 30<sup>th</sup> September, 2026 as detailed in the explanatory statement attached hereto, as a minimum remuneration where the Company has no profits or the profits of the Company are inadequate, notwithstanding that the aforesaid remuneration may be in excess of the limits specified under Section 197 and Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board of the Company, be and is hereby authorised to vary, alter and modify the terms and conditions of remuneration of Mr. Pranav Sanjay Padode and further authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary, expedient or desirable, with power on behalf of the Company to settle all such questions, difficulties or doubts whatsoever that may arise while giving effect to this resolution, without requiring the Board to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** Mr. Sanjay Padode, Chairman & Managing Director, Mr. Shrikant Chilveri, Chief Financial Officer, Mr. Anurup Doshi, Whole Time Director and Chief Operating Officer and Mr. Jaiprakash Gangwani, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

**8. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH**

- **CENTRE FOR DEVELOPMENTAL EDUCATION**
- **VIJAYBHOO MI EDUCATION FOUNDATION**
- **VIJAYBHOO MI UNIVERSITY**
- **NEW BONANZA IMPEX PRIVATE LIMITED**
- **GET AHEAD EDUCATION LIMITED**
- **MR. SANJAY PADODE**
- **SPHERE AGROTECH LIMITED**
- **NINE MEDIA AND INFORMATION SERVICES LIMITED**
- **SANKALP FAMILY TRUST**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Power) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or

re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company whether by renewal(s) or extension(s) or modification(s) of earlier arrangements/transactions/ contracts or otherwise, with respect to transactions as detailed in the explanatory statement, the consent of the members of the Company be and is hereby accorded to enter into the material related party transaction in which directors of the Company are interested as per details given below, provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof):

Name of the Related Party	Nature of Transaction	Approximate Value of Transaction (Rs. in Crores)
		FY 2023-24
Centre for Developmental Education	Availing or rendering services for running education and other support services directly or through appointment of Agent	25
	Borrowings	25
Vijaybhoomi Education Foundation	Availing or rendering services for running education and other support services directly or through appointment of Agent	25
	Borrowings	25
Vijaybhoomi University	Availing or rendering services for running education and other support services directly or through appointment of Agent	25
	Borrowings	25
New Bonanza Impex Private Limited	Availing or rendering services for running education and other support services directly or through appointment of Agent	25
	Borrowings	25
Get Ahead Education Limited	Availing or rendering services for running education and other support services directly or through appointment of Agent	25
	Borrowings	25
Mr. Sanjay Padode, Chairman & Managing Director and Promoter	Borrowings	25
Sphere Agrotech Limited	Availing or rendering services for running education and other support services directly or through appointment of Agent	25
	Borrowings	25
Nine Media and Information Services Limited:	Availing or rendering services for running education and other support services directly or through appointment of Agent	25
	Borrowings	25
Sankalp Family Trust	Availing or rendering of any services	25
	Borrowings	25
	Leasing of property of any kind	25

**RESOLVED FURTHER THAT** Mr. Sanjay Padode, Chairman & Managing Director, Mr. Pranav Sanjay Padode, Whole Time Director & Chief Executive Officer, Mr. Shrikant Chilveri, Chief Financial Officer, Mr. Anurup Doshi, Whole Time Director and Chief Operating Officer and Mr. Jaiprakash Gangwani, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution.”

**9. TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, the consent of the members of the Company be and is hereby accorded for Increase in the Authorised Share Capital of the Company from existing Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 15,35,00,000 (Fifteen Crores Thirty-Five Lakhs) equity shares of Rs. 1/- (Rupees One Only) each, Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) 14% Non-Cumulative Redeemable Preferences Shares divided into 15,000 (Fifteen Thousand) Non-Cumulative Redeemable Preferences Shares of Rs.100/- (Rupees One Hundred Only) each & Rs 50,00,000 /- (Rupees Fifty Lakhs Only) 10% Cumulative Convertible Preference Shares divided into 5,00,000 (Five Lakhs) Cumulative Convertible Preference Shares of Rs.10/- (Rupees Ten Only) each to Rs. 18,65,00,000 /- (Rupees Eighteen Crores Sixty-Five Lakhs Only) divided into 18,00,00,000 (Eighteen Crores) equity shares of Rs. 1/- (Rupees One Only) each, Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) 14% Non-Cumulative Redeemable Preferences Shares divided into 15,000 (Fifteen Thousand) 14% Non-Cumulative-Redeemable Preferences Shares of Rs.100/- (Rupees One Hundred Only) each and Rs 50,00,000/- (Rupees Fifty Lakhs Only) 10% Cumulative Convertible Preference Shares divided into 5,00,000 (Five Lakhs) 10% Cumulative

Convertible Preference Shares of Rs.10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and state the following:

**Clause V - The Authorized Share Capital of the Company is Rs. 18,65,00,000 /- (Rupees Eighteen Crores Sixty-Five Lakhs Only) divided into 18,00,00,000 (Eighteen Crores) equity shares of Rs. 1/- (Rupees One Only) each, 15,000 (Fifteen Thousand) 14% Non-Cumulative Redeemable Preferences Shares of Rs.100/- (Rupees One Hundred Only) each, and 5,00,000 (Five Lakhs) 10% Cumulative Convertible Preference Shares of Rs.10/- (Rupees Ten Only) each.**

**RESOLVED FURTHER THAT** Mr. Sanjay Padode, Chairman & Managing Director, Mr. Pranav Sanjay Padode, Whole Time Director & Chief Executive Officer, Mr. Shrikant Chilveri, Chief Financial Officer, Mr. Anurup Doshi, Whole Time Director & Chief Operating Officer and Mr. Jaiprakash Gangwani, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**By Order of the Board of Directors**

**Jaiprakash Gangwani**  
**Company Secretary & Compliance Officer**  
**ICSI Membership No. ACS 55760**

**Place: Mumbai**  
**Date: 29<sup>th</sup> August, 2023**

**NOTES:**

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), in respect of the Special Business to be transacted at the Annual General Meeting (“AGM”) held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) is annexed hereto.
2. Pursuant to the General Circular numbers 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 02/2021 dated 13<sup>th</sup> January, 2021, 21/2021 dated 14<sup>th</sup> December, 2021, 2/2022 dated 05<sup>th</sup> May, 2022 and 10/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs (“MCA”) and read with Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 issued by the Securities and Exchange Board of India (“SEBI”) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through “VC”/“OAVM”, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through “VC”/ “OAVM”.
3. The AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
5. Corporate Members intending to appoint their authorised representatives pursuant to Sections 113 of the Act to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Company.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members upto and including the date of AGM. All documents referred to in the Notice will also be available for electronic inspection by the members from the date of circulation of this Notice up to the date of AGM, i.e. 29<sup>th</sup> September, 2023. Members seeking to inspect such documents can send an email to [compliance@dsjkeeplearning.com](mailto:compliance@dsjkeeplearning.com) from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers
8. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”) and the Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system on the date of the AGM will be provided by NSDL.
9. In compliance with the aforesaid Circulars, Notice of the 33<sup>rd</sup> AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or CDSL / NSDL (“Depositories”).
10. Members may note that the Notice of the 33<sup>rd</sup> AGM and Annual Report 2022-23 will also be available on the Company’s website [dsjkeeplearning.com](http://dsjkeeplearning.com), websites 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. The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. The recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the Listing Regulations is also provided in the said statement. Necessary information of the Directors as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice. The Statement read together with the Annexures hereto and these notes form an integral part of this Notice.
13. Pursuant to provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of Listing Regulations, the Register of Members & Share Transfer Books of



the Company will remain closed from Saturday, 23<sup>rd</sup> September, 2023 to Friday, 29<sup>th</sup> September, 2023 (both days inclusive) for the purpose of AGM held through VC / OAVM.

14. Regulation 40 of the Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular dated 25<sup>th</sup> January, 2022 has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while

processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/consolidation of share certificates, etc. In view of this as also to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode.

15. Members are requested to follow the process detailed below for registration of email address, updation of bank account details and other KYC details:

<b>Physical</b>	For availing the following investor services, send a request letter to the RTA of the Company in the prescribed forms, either by email to <a href="mailto:mt.helpdesk@linkintime.co.in">mt.helpdesk@linkintime.co.in</a> from the registered email id or by sending post to C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400 083.
<b>Form ISR-1</b>	Form for registration of PAN, email address, bank account details, mobile number, registered address and other KYC details or changes/update thereof.
<b>Form ISR-2</b>	Update signature of securities holder.
<b>Declaration to opt-out from nomination</b>	Form ISR-3
<b>Form SH-13</b>	For nomination as provided in the Rule 19(1) of Companies (Share Capital and Debentures) Rules, 2014.
<b>Form SH-14</b>	Cancellation of nomination by the holder(s) (along with ISR-3)/ Change of Nominee
	The forms for updating the above details are available on the website of the Company under the weblink at: <a href="https://dsjkeeplearning.com/dsjcl/investor-communication.php">https://dsjkeeplearning.com/dsjcl/investor-communication.php</a> .
<b>Demat</b>	Please contact your DP and register your email address, bank account details and other KYC details in your demat account, as per the process advised by your DP.

16. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Compliance Officer at the registered office of the Company or by writing an email to [compliance@dsjkeeplearning.com](mailto:compliance@dsjkeeplearning.com) at least 7 (seven) days in advance of the meeting to enable the Company to provide the information required at the meeting.
17. The Equity shares of the Company are listed at BSE Limited and National Stock Exchange of India Limited.
18. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participants with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the RTA of the Company – M/s. Link Intime India Private Limited.
19. Non-Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained

in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable, if such details were not furnished earlier.

20. **Information Relating to joining the AGM and E-Voting process are as under:**

- As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April 2020, Circular No. 20/2020 dated 05<sup>th</sup> May, 2020, 02/2021 dated 13<sup>th</sup> January, 2021, 21/2021 dated 14<sup>th</sup> December, 2021, 2/2022 dated 05<sup>th</sup> May, 2022 and 10/2022 dated 28<sup>th</sup> December, 2022. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI

Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 14<sup>th</sup> December, 2021 and 5<sup>th</sup> May 2022, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a Member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.

- The Members can join the AGM in the VC/OAVM mode 15 (Fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice of AGM. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
- Pursuant to MCA Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13<sup>th</sup> April 2020, the Notice calling the AGM is available on the website of the Company at <https://dsjkeeplearning.com/dsjcl/annual-reports.php>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited

at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

- The Company has appointed M/s. Anshul Bhatt & Associates, Company Secretaries, Mumbai as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process at the AGM in a fair and transparent manner. The Company has fixed Friday, 22<sup>nd</sup> September 2023 as the 'Cut-off Date'. The e-voting /voting rights of the Members/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. Friday, 22<sup>nd</sup> September 2023.

## 21. THE INTRUCTIONS OF MEMBERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on Tuesday 26<sup>th</sup> September, 2023 at 09:00 A.M. (IST) and ends on Thursday 28<sup>th</sup> September, 2023 at 05:00 P.M.(IST). During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 22<sup>nd</sup> September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Members, in respect of all Members' resolutions. However, it has been observed that the participation by the public non-institutional Members/retail Members is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Members.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/

Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual Members holding securities in Demat mode CDSL/ NSDL is given below:

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual Members holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on e-Voting

Type of Members	Login Method
<p><b>Individual Members holding securities in Demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p><b>Individual Members holding securities in demat mode with NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>

<b>Individual Members (holding securities in demat mode) login through their Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
---	--

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of Members holding shares in physical mode and non-individual Members in demat mode.

- (i) Login method for e-Voting and joining virtual meetings for Physical Members and Members other than individual holding in Demat form.
  - 1) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Members” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical Members and other than individual Members holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members) Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders

for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (iv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <DSJ Keep Learning Limited> on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance@dsjkeeplearning.com](mailto:compliance@dsjkeeplearning.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

22. **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least Three (3) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [compliance@dsjkeeplearning.com](mailto:compliance@dsjkeeplearning.com). The shareholders who do not

wish to speak during the AGM but have queries may send their queries in advance 7 (Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [compliance@dsjkeeplearning.com](mailto:compliance@dsjkeeplearning.com). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**23. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [compliance@dsjkeeplearning.com](mailto:compliance@dsjkeeplearning.com).
- For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel

(East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**24. OTHER INSTRUCTION:**

1. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, 22<sup>nd</sup> September 2023.
2. Any person becoming a Member of the Company after the Notice of the Meeting is sent out through e-mail and holds shares as on the cut-off date i.e. 22<sup>nd</sup> September 2023, may obtain the User ID and Password by sending a request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and can exercise their voting rights through remote e-voting by following the instructions listed herein above or by voting facility provided during the meeting.
3. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories, as on the cut-off date shall only be entitled to avail the facility of remote e-voting or casting vote through e-voting during the AGM.
4. Mr. Anshul Bhatt, Proprietor of M/s Anshul Bhatt & Associates, Practicing Company Secretaries (Membership No. 23502 and CP No. 8589) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.
5. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the meeting and thereafter unblock the votes cast and make, not later than two working days from the conclusion of the AGM, a consolidated scrutinizer's report and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
6. The results declared along with the report of the scrutinizer shall be placed on the website of the Company at [dsjkeeplearning.com](http://dsjkeeplearning.com) and on the website of the NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company shall simultaneously communicate the results to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed.
7. Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the date of the AGM, i.e. 29<sup>th</sup> September, 2023.

**ANNEXURE TO NOTICE**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO:3**

**Re-Appointment of Mr. Sanjay Padode (DIN: 00338514) as Managing Director for further term of 5 years Designated as “Managing Director and Chairman” of the Company:**

The Current tenure of Mr. Sanjay Padode as Managing Director of the Company is expiring on 29<sup>th</sup> August 2024. The Board of Directors proposes to re-appoint them at respective designation.

Mr. Sanjay Padode is the promoter of the Company and have been associated with the Company since inception. The proposed appointees have experience in the business of Education, which is the main business activity of the Company.

The Board of Directors (“Board”) is of the opinion that the leadership and guidance of Mr. Sanjay Padode is required by the Company and it will be in the best interest of the Company and its stakeholders that Mr. Sanjay Padode continues as Managing Director of the Company.

Considering their experience, knowledge and contribution made towards the growth of the Company and pursuant to recommendation of Nomination and Remuneration Committee, the Board of Directors has proposed to re-appoint them with effect from 30<sup>th</sup> August, 2024 to 29<sup>th</sup> August, 2029 for a further period of 5 years without any remuneration, and whose period of office shall be liable to retirement by rotation.

As per the provisions of Schedule V of the Companies Act, 2013, the re-appointment of Mr. Sanjay Padode needs to be approved by the shareholders of the Company by way of special resolution in the general meeting of the Company.

The details as required under Clause (iv) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013 (as amended) are given below:

<b>I</b>		<b>General Information</b>			
(1)	Nature of industry	The Company is engaged in the business of Educational Services Provider and some of the services which is offered by the Company are such as Campus Enablement, Online programs for continuing education, Quality Assurance Mentoring for Institutes and providing service to Universities & Institutions, Publication of Research., Licensing some Pedagogical Innovations and Platform as a service for campus management. The Company intends to pivot its business model to become an educational services provider for some of the leading providers of tertiary and vocational institutes and universities.			
(2)	Date or expected date of commencement of commercial production.	The Company is in existence and operation since 1989.			
(3)	In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus.	Not Applicable as the Company is an existing Company.			
(4)	Financial performance based on given indicators	<b>Particulars</b>	<b>FY 2021-22</b>	<b>FY 2020-21</b>	<b>FY 2019-20</b>
		Total Income	4,82,05,984	35,20,655	41,17,540
		Profit / (Loss) before tax	97,77,529	(4,06,81,162)	(34,40,643)
		Tax expenses	29,62,331	(1,06,636)	-
		Net Profit / (Loss)	1,27,39,860	(4,07,87,798)	(34,40,643)
		Earnings/ (Losses) per Equity Share (Face Value Rs. 1/- each)	0.16	(0.52)	(0.04)
(5)	Foreign investments or collaborators if any	The Company has not made any Foreign Investments and neither entered into any collaborations during the last Financial Year.			

II Information about the appointee		
A	Mr. Sanjay Padode	
1	Background details/ Recognition or awards/ Job profile and his suitability	Mr. Sanjay Padode is a 1989 pass out from Birla Institute of Technology and Science, Pilani, with Honors in M. Sc. (Maths) and B.E. (Electrical and Electronics Engineering) has been an entrepreneur from day he completed his graduation. He founded Dataline and Research Technologies Ltd (DART) to launch a nationwide online service with a gateway to Internet viz. India Online in 1993. This service was locally accessible in more than 30 towns and cities of the country. The company also launched DART Mail, India's first secure and corporate email service.
2	Past Remuneration	Nil
3	Remuneration proposed	Nil
4	Comparative remuneration profile with respect to industry, size of the Company profile of the position.	Not Applicable as the Company is not paying any remuneration.
5	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Sanjay Padode is a part of promoter group of the Company and is also a relative of Mr. Pranav Sanjay Padode and Mrs. Kalpana Sanjay Padode Director of the Company.
III Other Information		
1	Reasons of loss or inadequate profits	The reasons for inadequate profits are largely due to stiff competition in the Education industry.
2	Steps taken or proposed to be taken for improvement	The Company intends to widen its scope of services to include providing educational services to Institutions, Universities, and the learner community. Covid Pandemic has impacted the education providers significantly and has propelled online learning into the mainstream. Electronic course development, delivery and e-publishing is expected to grow exponentially in the world. The company intends to leverage this opportunity.
3	Expected increase in productivity and profits in measurable terms	The Company expects good demand for education all over the country. The Company expects a higher operating income thus resulting into higher profit margins.

**Other Parameters under Section 200 of the Companies Act, 2013 (as amended) Read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended)**

**1. Financial and operating performance of the Company during the three preceding financial years.**

Details provided under Clause (iv) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013.

**2. Remuneration or commission drawn by individual concerned in any other capacity.**

Mr. Sanjay Padode has not drawn any remuneration or commission in any other capacity from the Company.

**3. Remuneration or Commission drawn from any other Company.**

Mr. Sanjay Padode has not drawn any remuneration or commission in any other capacity from the Company. However, during the financial year ended 31<sup>st</sup> March, 2023, Mr. Sanjay Padode (President) has received the Net Remuneration from Vijaybhoomi University of Rs. 73,45,408/- (Rupees Seventy-Three Lakhs Forty Five Thousand Four Hundred and Eight only).

Vijaybhoomi University, being a body corporate incorporated under the provisions of Vijaybhoomi University, Raigad Act, 2018, does not come under the purview of definition of body corporate as per the Companies Act, 2013. For the sake of good governance, we are voluntarily disclosing the details in the aforesaid annual report.



**4. Professional qualification and experience.**

Mr. Sanjay Padode is a 1989 pass out from Birla Institute of Technology and Science, Pilani, with Honors in M. Sc. (Maths) and B. E. (Electrical and Electronics Engineering) has been an entrepreneur from day he completed his graduation. He founded Dataline and Research Technologies Ltd (DART) to launch a nationwide online service with a gateway to Internet viz. India Online in 1993. This service was locally accessible in more than 30 towns and cities of the country. The company also launched DART Mail, India's first secure and corporate email service.

**5. Relationship between remuneration and performance.**

Not Applicable

**6. The principle of proportionality of remuneration within the Company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receive remuneration and employees or executives of the Company.**

Not Applicable

**7. Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference.**

Not Applicable

**8. Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year.**

Mr. Sanjay Padode holds 29,37,200 (3.35%) Equity Shares

**9. Reasons and justification for payment of remuneration.**

Not Applicable

**ITEM NO:4**

**Appointment of Mr. Anurup Doshi (DIN: 10235591) as a Director of the Company, liable to retire by rotation:**

The Board of Directors of the Company (based on the recommendations of the Nomination and Remuneration Committee) has appointed Mr. Anurup Doshi (DIN: 10235591) as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013, with effect from 12<sup>th</sup> August, 2023.

Notices under Section 160 of the Companies Act, 2013 have been received by the Company from members proposing the candidature of Mr. Anurup Doshi as a Director of the Company, liable to retire by rotation.

Based on the recommendations/approvals received from the Nomination and Remuneration Committee and consent of Mr. Anurup Doshi to act as a Director of the Company and other statutory disclosures, it is proposed to appoint Mr. Anurup Doshi as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation. Further as per the declarations received by the Company, Mr. Anurup Doshi is not disqualified under Section 164 of the Companies Act, 2013. There are no such directorships held by Mr. Anurup Doshi in any other companies.

Mr. Anurup Doshi was a Consultant at Dalberg Advisors, a strategy consulting firm focused on social impact issues. At Dalberg, his projects have spanned sectors such as education, youth employment, public health, financial services, and agriculture. Mr. Anurup Doshi has worked with a range of stakeholders in the social impact space in India (and more generally in Asia) including philanthropies, non-profits, foundations, start-ups, govt. ministries, and impact investors.

Prior to Dalberg, Mr. Anurup Doshi worked at Zendrive, a mobility safety-focused start-up. Anurup graduated from BITS Pilani in 2019, with a degree in Electrical Engineering.

Keeping in view his vast expertise and knowledge, the Board considers that his association would be of immense benefit to the Company. Accordingly, the Board recommends the Resolution No. 4 as an Ordinary Resolution, in relation to the appointment of Mr. Anurup Doshi as a Director, for the approval of the Members of the Company.

Except Mr. Anurup Doshi, being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

**ITEM NO:5**

**Appointment of Mr. Anurup Doshi as a Whole-Time Director of the Company and fixing his Remuneration:**

Pursuant to Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (the “Board”) accorded at their respective meetings held on 12<sup>th</sup> August, 2023. consent of the Members of the Company is hereby sought for the appointment of Mr. Anurup Doshi (DIN: 10235591), as a Whole-time Director (Designated as Whole-time Director and Chief Operating Officer) of the Company, on the remuneration as detailed hereinafter, for a period of 3 consecutive years w.e.f. 12<sup>th</sup> August 2023 upto 11<sup>th</sup> August, 2026 and his office shall be liable to retire by rotation.

Further as per the declarations received by the Company, Mr. Anurup Doshi is not disqualified under Section 164 of the Act. There are no such directorships held by Mr. Anurup Doshi in any other companies.

Mr. Anurup Doshi was a Consultant at Dalberg Advisors, a strategy consulting firm focused on social impact issues. At Dalberg, his projects have spanned sectors such as education, youth employment, public health, financial services, and agriculture. Mr. Anurup Doshi has worked with a range of stakeholders in the social impact space in India (and more generally in Asia) including philanthropies, non-profits, foundations, start-ups, govt. ministries, and impact investors.

Prior to Dalberg, Mr. Anurup Doshi worked at Zendrive, a mobility safety-focused start-up. Anurup graduated from BITS Pilani in 2019, with a degree in Electrical Engineering.

The details of remuneration of Mr. Anurup Doshi are as under (per annum):

Basic Salary (Fixed)	Rs. 12,00,000/-
House Rent Allowance	Rs. 4,80,000/-
Conveyance allowance	Rs. 9,600/-
Medical allowance	Rs. 7,500/-
Leave Travel Allowance	Rs. 3,840/-
Telephone Reimbursements	Rs. 9,600/-
Special Allowance	Rs. 6,67,860/-
Company Contribution to Provident Fund	Rs. 21,600/-
<b>Gross Annual Income</b>	<b>Rs. 24,00,000/-</b>

The details as required under Clause (iv) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013 (as amended) are given below:

I General Information		
(1)	Nature of industry	The Company is engaged in the business of Educational Services Provider and some of the services which is offered by the Company are such as Campus Enablement, Online programs for continuing education, Quality Assurance Mentoring for Institutes and providing service to Universities & Institutions, Publication of Research. Licensing some Pedagogical Innovations and Platform as a service for campus management. The Company intends to pivot its business model to become an educational services provider for some of the leading providers of tertiary and vocational institutes and universities.
(2)	Date or expected date of commencement of commercial production.	The Company is in existence and operation since 1989.

(3)	In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus.	Not Applicable as the Company is an existing Company.			
(4)	Financial performance based on given indicators	<b>Particulars</b>	<b>FY 2021-22</b>	<b>FY 2020-21</b>	<b>FY 2019-20</b>
		Total Income	4,82,05,984	35,20,655	41,17,540
		Profit / (Loss) before tax	97,77,529	(4,06,81,162)	(34,40,643)
		Tax expenses	29,62,331	(1,06,636)	-
		Net Profit / (Loss)	1,27,39,860	(4,07,87,798)	(34,40,643)
		Earnings/ (Losses) per Equity Share (Face Value Rs. 1/- each)	0.16	(0.52)	(0.04)
(5)	Foreign investments or collaborators, if any	The Company has not made any Foreign Investments and neither entered into any collaborations during the last Financial Year.			

<b>II Information about the appointee</b>		
<b>A</b>	<b>Mr. Anurup Doshi</b>	
1	Background details/ Recognition or awards/ Job profile and his suitability	Mr. Anurup Doshi was a Consultant at Dalberg Advisors, a strategy consulting firm focused on social impact issues. At Dalberg, his projects have spanned sectors such as education, youth employment, public health, financial services, and agriculture. Mr. Anurup Doshi has worked with a range of stakeholders in the social impact space in India (and more generally in Asia) including philanthropies, non-profits, foundations, start-ups, govt. ministries, and impact investors. Prior to Dalberg, Mr. Anurup Doshi worked at Zendrive, a mobility safety-focused start-up. Anurup graduated from BITS Pilani in 2019, with a degree in Electrical Engineering.
2	Past Remuneration	During the financial year ended 31 <sup>st</sup> March, 2023 approximately Rs. 18,56,473/- was paid as remuneration to Mr. Anurup Doshi in the position of Chief Operating Officer.
3	Remuneration proposed	There is no change in the remuneration of Mr. Anurup Doshi same as there, when he was holding the position of Chief Operating Officer.
4	Comparative remuneration profile with respect to industry, size of the Company profile of the position.	Considering his vast experience, the terms of the remuneration payable to Mr. Anurup Doshi are considered fair, just and reasonable, and are at par with the standards of the industry in which the Company operates.
5	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	There is no such Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

III Other Information		
1	Reasons of loss or inadequate profits	The reasons for inadequate profits are largely due to stiff competition in the Education industry.
2	Steps taken or proposed to be taken for improvement	The Company intends to widen its scope of services to include providing educational services to Institutions, Universities, and the learner community. Covid Pandemic has impacted the education providers significantly and has propelled online learning into the mainstream. Electronic course development, delivery and e-publishing is expected to grow exponentially in the world. The company intends to leverage this opportunity.
3	Expected increase in productivity and profits in measurable terms	The Company expects good demand for education all over the country. The Company expects a higher operating income thus resulting into higher profit margins.

**Other Parameters under Section 200 of the Companies Act, 2013 (as amended) Read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended)**

**1. Financial and operating performance of the Company during the three preceding financial years.**

Details provided under Clause (iv) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013.

**2. Remuneration or commission drawn by individual concerned in any other capacity.**

Mr. Anurup Doshi has not drawn any remuneration or commission in any other capacity from the Company.

**3. Remuneration or Commission drawn from any other Company.**

Mr. Anurup Doshi has not drawn any remuneration or commission from any other company.

**4. Professional qualification and experience.**

Mr. Anurup Doshi was a Consultant at Dalberg Advisors, a strategy consulting firm focused on social impact issues. At Dalberg, his projects have spanned sectors such as education, youth employment, public health, financial services, and agriculture. Mr. Anurup Doshi has worked with a range of stakeholders in the social impact space in India (and more generally in Asia) including philanthropies, non-profits, foundations, start-ups, govt. ministries, and impact investors.

Prior to Dalberg, Mr. Anurup Doshi worked at Zendrive, a mobility safety-focused start-up. Anurup graduated from BITS Pilani in 2019, with a degree in Electrical Engineering.

**5. Relationship between remuneration and performance.**

The relationship of remuneration to performance is clear and meets appropriate performance benchmarks and such remuneration comprises a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

**6. The principle of proportionality of remuneration within the Company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receive remuneration and employees or executives of the Company.**

The relationship of remuneration to performance is clear and meets appropriate performance benchmarks and such remuneration comprises a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference.

The remuneration paid to the managerial personnel is based on the recommendations of the Nomination and Remuneration Committee and as approved by the Board.

**7. Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year.**

Nil

**8. Reasons and justification for payment of remuneration.**

Keeping in view the long experience and expertise of Mr. Anurup Doshi, it is proposed to pay the remuneration to the Managerial Personnel with such merit increase as determined by the Nomination and Remuneration Committee of the Board of Directors of the Company.

**ITEM NO: 6 AND 7**

The Current tenure of Mr. Pranav Sanjay Padode as Whole Time Director of the Company is expiring on 04<sup>th</sup> December, 2023. The Board of Directors proposes to re-appoint them at respective designation.

Mr. Pranav Sanjay Padode is the promoter of the Company and have been associated with the Company Since 2 years. The proposed appointees have experience in the business of Education, which is the main business activity of the Company.

Considering their experience, knowledge and contribution made towards the growth of the Company and pursuant to recommendation of Nomination and Remuneration Committee, the Board of Directors has proposed to re-appoint them with effect from 05<sup>th</sup> December 2023 to 04<sup>th</sup> December, 2026 for a further period of 3 years and whose period of office shall be liable to retirement by rotation.

Taking into consideration the Increased Business activities of the Company coupled with higher responsibilities cast on Mr. Pranav Sanjay Padode, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company has approved the proposal to increase the remuneration of Mr. Pranav Sanjay Padode, Whole Time Director & CEO, subject to the approval of shareholders, as set out in the resolution being item no. 7 of the accompanying notice w.e.f. 01<sup>st</sup> October, 2023 up to 30<sup>th</sup> September, 2026.

As per the provisions of Schedule V of the Companies Act, 2013, the re-appointment of Mr. Sanjay Padode needs to be approved by the shareholders of the Company by way of special resolution in the general meeting of the Company.

The details of revised remuneration of Mr. Kalpana Sanjay Padode are as under (per annum):

Basic Salary (Fixed)	Rs. 9,00,000/-
House Rent Allowance	Rs. 3,60,000/-
Conveyance allowance	Rs. 9,600/-
Medical allowance	Rs. 7,500/-
Leave Travel Allowance	Rs. 3,840/-
Telephone Reimbursements	Rs. 9,600/-
Special Allowance	Rs. 5,09,460/-
<b>Gross Annual Fixed Income</b>	<b>Rs. 18,00,000/-</b>
<b>Maximum Variable Income basis performance of the Company as described below</b>	<b>Rs. 18,00,000/-</b>
<b>Total Cost to Company Assuming performance criterion is met</b>	<b>Rs. 36,00,000/-</b>

\* Performance linked Incentives: Variable performance pay linked to his performance ratings as approved by the Nomination and Remuneration Committee.

Performance Criterion and Variable Pay:

1. Revenue of the Company >5 Crores and Profit after Tax is Positive – Rs 2,00,000/-
2. Revenue of the Company >6 Crores and Profit after Tax is Positive– Rs 5,00,000/-
3. Revenue of the Company >7 Crores and Profit after Tax is Positive– Rs 9,00,000/-
4. Revenue of the Company >8 Crores and Profit after Tax is Positive– Rs 14,00,000/-
5. Revenue of the Company >9 Crores and Profit after Tax is Positive– Rs 18,00,000/-

**Note-**

**If the Profit after tax is negative the variable will not be paid even if the revenue milestone has been achieved.**

The details as required under Clause (iv) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013 (as amended) are given below:

<b>I General Information</b>				
(1)	Nature of industry	The Company is engaged in the business of Educational Services Provider and some of the services which is offered by the Company are such as Campus Enablement, Online programs for continuing education, Quality Assurance Mentoring for Institutes and providing service to Universities & Institutions, Publication of Research., Licensing some Pedagogical Innovations and Platform as a service for campus management. The Company intends to pivot its business model to become an educational services provider for some of the leading providers of tertiary and vocational institutes and universities.		
(2)	Date or expected date of commencement of commercial production.	The Company is in existence and operation since 1989.		
(3)	In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus.	Not Applicable as the Company is an existing Company.		
(4)	Financial performance based on given indicators	<b>Particulars</b>	<b>FY 2021-22</b>	<b>FY 2020-21</b>
		Total Income	4,82,05,984	35,20,655
		Profit / (Loss) before tax	97,77,529	(4,06,81,162)
		Tax expenses	29,62,331	(1,06,636)
		Net Profit / (Loss)	1,27,39,860	(4,07,87,798)
		Earnings/ (Losses) per Equity Share (Face Value Rs. 1/- each)	0.16	(0.52)
				(0.04)
(5)	Foreign investments or collaborators, if any	The Company has not made any Foreign Investments and neither entered into any collaborations during the last Financial Year.		
<b>II Information about the appointee</b>				
	<b>Mr. Pranav Sanjay Padode</b>			
1	Background details/ Recognition or awards/ Job profile and his suitability	<p>Mr. Pranav Sanjay Padode aged 26 years did his undergraduate in Electrical Engineering from Stanford University and graduated in 2019.</p> <p>During the course of his undergraduate degree, Pranav Sanjay Padode worked at multiple companies like PayPal, YotaScale, Team Indus and the Stanford Solar Car Project. Some of his notable work includes being a part of building the world's first privately-funded moon mission as part TeamIndus and building a fraud detection system for PayPal to detect suspicious purchases.</p> <p>Prior to stepping up as the role of DSJ Keep Learning's CEO, he was part of entrepreneur first: an incubator for young age start-ups based in the UK.</p>		

2	Past Remuneration	During the financial year ended 31 <sup>st</sup> March, 2023 Rs. 12,00,000/- was paid as remuneration to Mr. Pranav Sanjay Padode.
3	Remuneration proposed	Rs 1,50,000 (per month)
4	Comparative remuneration profile with respect to industry, size of the Company profile of the position.	Considering his vast experience, the terms of the remuneration payable to Mr. Pranav Sanjay Padode are considered fair, just and reasonable, and are at par with the standards of the industry in which the Company operates.
5	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Pranav Sanjay Padode is a part of promoter group of the Company and is also a relative of Mr. Sanjay Padode and Mrs. Kalpana Sanjay Padode, Director of the Company.

III Other Information		
1	Reasons of loss or inadequate profits	The reasons for inadequate profits are largely due to stiff competition in the Education industry.
2	Steps taken or proposed to be taken for improvement	The Company intends to widen its scope of services to include providing educational services to Institutions, Universities, and the learner community. Covid Pandemic has impacted the education providers significantly and has propelled online learning into the main stream. Electronic course development, delivery and e-publishing is expected to grow exponentially in the world. The company intends to leverage this opportunity.
3	Expected increase in productivity and profits in measurable terms	The Company expects good demand for education all over the country. The Company expects a higher operating income thus resulting into higher profit margins.

**Other Parameters under Section 200 of the Companies Act, 2013 (as amended) Read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended)**

**1. Financial and operating performance of the Company during the three preceding financial years.**

Details provided under Clause (iv) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013.

**2. Remuneration or commission drawn by individual concerned in any other capacity.**

Mr. Pranav Sanjay Padode has not drawn any remuneration or commission in any other capacity from the Company.

**3. Remuneration or Commission drawn from any other Company.**

Mr. Pranav Sanjay Padode has not drawn any remuneration or commission from any other company.

**4. Professional qualification and experience.**

Mr. Pranav Sanjay Padode aged 26 years did his undergraduate in Electrical Engineering from Stanford University and graduated in 2019.

During the course of his undergraduate degree, Pranav Sanjay Padode worked at multiple companies like PayPal, YotaScale, TeamIndus and the Stanford Solar Car Project. Some of his notable work includes being a part of building the world's first privately-funded moon mission as part TeamIndus and building a fraud detection system for PayPal to detect suspicious purchases.

Prior to stepping up as the role of DSJ Keep Learning's CEO, he was part of entrepreneur first: an incubator for young age start-ups based in the UK.

**5. Relationship between remuneration and performance.**

The relationship of remuneration to performance is clear and meets appropriate performance benchmarks and such remuneration comprises a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

**6. The principle of proportionality of remuneration within the Company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receive remuneration and employees or executives of the Company.**

The relationship of remuneration to performance is clear and meets appropriate performance benchmarks and such remuneration comprises a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

**7. Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference.**

The remuneration paid to the managerial personnel is based on the recommendations of the Nomination and Remuneration Committee and as approved by the Board.

**8. Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year.**

Nil

**9. Reasons and justification for payment of remuneration.**

Taking into consideration the Increased Business activities of the Company coupled with higher responsibilities cast on Mr. Pranav Sanjay Padode, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company has approved the proposal to increase the remuneration of Mr. Pranav Sanjay Padode, Whole Time Director & CEO subject to the approval of shareholders, as set out in the resolution being item no. 7 of the accompanying notice w.e.f. 01<sup>st</sup> October, 2023 to 30<sup>th</sup> September, 2026

**ITEM NO: 8**

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”) requires Members approval by means of an ordinary resolution for all material related party transactions (as defined in Companies Act, 2013, Ind AS-18 and Listing Regulations) and subsequent modifications, including transactions that are in the ordinary course of business of the concerned company.

A transaction with a related party shall be considered material under the Listing Regulations, if the transaction(s) in a contract to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements whichever is lower, or any other materiality threshold prescribed by any other applicable law.

The annual consolidated turnover of the Company for FY 2022-23 is ₹ 5.74728 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding ₹ 574 Lakhs (10% of the Company’s annual consolidated turnover) shall be considered as material transaction and hence, the prior approval of the Members will be required for the same.

Currently, the Company is in the process of doing the profitable business i.e. providing educational services to Institutions, Universities, and the learner community. Hence, the turnover of the Company is now improving compared to the previous years. Hence, all the proposed transactions of the Company with its related parties shall be in ordinary course of business and at arms’ length basis and being material in nature, require approval of the unrelated shareholders of the Company in a general meeting by an Ordinary Resolution is required.



The details regarding proposed transactions with the said parties are as follows:

Name of the related party	Name of Director and KMP interested	Nature of Relationship	Terms of contract	Nature of contract	Monetary Value
M/s. Centre for Developmental Education	Mr. Sanjay Padode Mrs. Kalpana Sanjay Padode Mr. Pranav Sanjay Padode	Entity where Directors and Promoters have significant influence as per the applicable Indian Accounting Standards	01 <sup>st</sup> April, 2023 to 31 <sup>st</sup> March, 2024	Availing or rendering services for running education and other support services and Borrowings	<b>Availing or rendering services for running education and other support services.</b> 01.04.2023 to 31.03.2024- Rs. 25 Crores <b>Borrowings</b> 01.04.2023 to 31.03.2024- Rs. 25 Crores
M/s. Vijaybhoomi Education Foundation	Mr. Sanjay Padode Mrs. Kalpana Sanjay Padode Mr. Pranav Sanjay Padode	Entity where Directors and Promoters have significant influence as per the applicable Indian Accounting Standards	01 <sup>st</sup> April, 2023 to 31 <sup>st</sup> March, 2024	Availing or rendering services for running education and other support services and Borrowings	<b>Availing or rendering services for running education and other support services</b> 01.04.2023 to 31.03.2024- Rs. 25 Crores <b>Borrowings</b> 01.04.2023 to 31.03.2024- Rs. 25 Crores
M/s. Vijaybhoomi University	Mr. Sanjay Padode Mrs. Kalpana Sanjay Padode	Entity where Directors and Promoters have significant influence as per the applicable Indian Accounting Standards	01 <sup>st</sup> April, 2023 to 31 <sup>st</sup> March, 2024	Availing or rendering services for running education and other support services and Borrowings	<b>Availing or rendering services for running education and other support services.</b> 01.04.2023 to 31.03.2024- Rs. 25 Crores <b>Borrowings</b> 01.04.2023 to 31.03.2024- Rs. 25 Crores
M/s. New Bonanza Impex Private Limited	Mr. Sanjay Padode Mrs. Kalpana Sanjay Padode	Entity where Directors and Promoters have significant influence as per the applicable Indian Accounting Standards	01 <sup>st</sup> April, 2023 to 31 <sup>st</sup> March, 2024	Availing or rendering services for running education and other support services and Borrowings	<b>Availing or rendering services for running education and other support services.</b> 01.04.2023 to 31.03.2024- Rs. 25 Crores <b>Borrowings</b> 01.04.2023 to 31.03.2024- Rs. 25 Crores
M/s. Get Ahead Education Limited	Mr. Sanjay Padode Mr. Pranav Sanjay Padode	Entity where Directors and Promoters have significant influence as per the applicable Indian Accounting Standards	01 <sup>st</sup> April, 2023 to 31 <sup>st</sup> March, 2024	Availing or rendering services for running education and other support services and Borrowings	<b>Availing or rendering services for running education and other support services</b> 01.04.2023 to 31.03.2024- Rs. 25 Crores <b>Borrowings</b> 01.04.2023 to 31.03.2024- Rs. 25 Crores
Mr. Sanjay Padode	NA	Chairman & Managing Director and Promoter	01 <sup>st</sup> April, 2023 to 31 <sup>st</sup> March, 2024	Borrowings	<b>Borrowings</b> 01.04.2023 to 31.03.2024- Rs. 25 Crores

Sphere Agrotech Limited	Mr. Sanjay Padode Mrs. Kalpana Sanjay Padode	Entity where Directors and Promoters have significant influence as per the applicable Indian Accounting Standards	01 <sup>st</sup> April, 2023 to 31 <sup>st</sup> March, 2024	Availing or rendering services for running education and other support services and Borrowings	<b>Availing or rendering services for running education and other support services.</b> 01.04.2023 to 31.03.2024- Rs. 25 Crores <b>Borrowings</b> 01.04.2023 to 31.03.2024- Rs. 25 Crores
Nine Media and Information Services Limited	Mr. Sanjay Padode Mrs. Kalpana Sanjay Padode	Entity where Directors and Promoters have significant influence as per the applicable Indian Accounting Standards	01 <sup>st</sup> April, 2023 to 31 <sup>st</sup> March, 2024	Availing or rendering services for running education and other support services and Borrowings	<b>Availing or rendering services for running education and other support services.</b> 01.04.2023 to 31.03.2024- Rs. 25 Crores <b>Borrowings</b> 01.04.2023 to 31.03.2024- Rs. 25 Crores
Sankalp Family Trust	Mr. Sanjay Padode Mrs. Kalpana Sanjay Padode	Entity where Directors and Promoters have significant Influence as per the Applicable Indian Accounting Standards	01 <sup>st</sup> April, 2023 to 31 <sup>st</sup> March, 2024	Availing or rendering services for running education and other support services and Borrowings and Leasing of property of any kind	<b>Availing or rendering services for running education and other support services.</b> 01.04.2023 to 31.03.2024- Rs. 25 Crores <b>Borrowings</b> 01.04.2023 to 31.03.2024- Rs. 25 Crores <b>Leasing of property of any kind</b> 01.04.2023 to 31.03.2024- Rs. 25 Crores

The above related party transactions will be done at prevailing market price which will be at an arm's length basis

The above transactions including new/ further contracts/ arrangements/ agreements/ transactions/Ratification (including any modifications, alterations, amendments or renewal thereto) were approved by the Audit Committee at its meeting held on 29<sup>th</sup> August, 2023 and is recommended by the Board of Directors vide resolution passed at its meeting held on same day viz. 29<sup>th</sup> August, 2023 to the unrelated shareholders of the Company for their approval.

The Board recommends the Ordinary Resolution as set out at item no. 8 to the Notice for approval of the members.

Except, Mr. Sanjay Padode, Chairman & Managing Director, Mrs. Kalpana Sanjay Padode, and Mr. Pranav Sanjay Padode Whole-Time Director & Chief Executive Officer of the Company and relative of Directors, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

#### ITEM NO. 9:

#### **Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company:**

The existing Authorised Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 15,35,00,000 (Fifteen Crores Thirty-Five Lakhs) equity shares of Rs. 1/- (Rupees One Only) each, Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) 14% Non- Cumulative Redeemable Preferences Shares divided into 15,000 (Fifteen Thousand) Non- Cumulative Redeemable Preferences Shares of Rs.100/- (Rupees One Hundred Only) each, & Rs 50,000,00/- (Rupees Fifty Lakhs Only) 10% Cumulative Convertible Preference Shares divided into 5,00,000 (Five Lakhs) Cumulative Convertible Preference Shares of Rs.10/- (Rupees Ten Only) each.

In order to undertake a capital raising activity in the future and for other business requirements that arise from time to time, it is proposed to increase the Authorized Share Capital of the Company from Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 15,35,00,000 (Fifteen Crores Thirty-Five Lakhs) equity shares of Rs. 1/- (Rupees One Only) each, Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) 14% Non-Cumulative Redeemable Preferences Shares divided into 15,000 (Fifteen Thousand) Non-Cumulative Redeemable Preferences Shares of Rs.100/- (Rupees One Hundred Only) each, & Rs 50,00,000/- (Rupees Fifty Lakhs Only) 10% Cumulative Convertible Preference Shares divided into 5,00,000 (Five Lakhs) Cumulative Convertible Preference Shares of Rs.10/- (Rupees Ten Only) each to Rs. 18,65,00,000 /- (Rupees Eighteen Crores Sixty-Five Lakhs Only) divided into 18,00,00,000 (Eighteen Crores) equity shares of Rs. 1/- (Rupees One Only) each, Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) 14% Non-Cumulative Redeemable Preferences Shares divided into 15,000 (Fifteen Thousand) 14% Non-Cumulative Redeemable Preferences Shares of Rs.100/- (Rupees One Hundred Only) each and Rs 50,00,000/- (Rupees Fifty Lakhs Only) 10% Cumulative Convertible Preference Shares divided into 5,00,000 (Five Lakhs) 10% Cumulative Convertible Preference Shares of Rs.10/- (Rupees Ten Only) each. The aforesaid increase in the Authorized Share Capital is by way of creating addition of 2,65,00,000 (Two Crores Sixty-Five lakhs) Equity Shares of Rs. 1/- (Rupees One Only) each aggregating to Rs. 2,65,00,000 /- (Rupees Two Crores Sixty-Five lakhs Only).

As a result, the consent of the Members by way of Ordinary Resolution is being sought for Increase in Authorised Share Capital and subsequent alteration in Clause V of the Memorandum of Association of the Company. A draft copy of the modified Memorandum of Association is available for inspection by the Members of the Company at its Registered Office during the normal business hours on any working day of the Company and shall be made available online upto the last date of remote e-voting.

The Board recommends the Ordinary Resolution set forth in Item No. 9 of the Notice for approval of the Members.

None of the Director(s) and Key Managerial Personnel(s) of the Company and their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

**By Order of the Board of Directors**

**Place: Mumbai**  
**Date: 29<sup>th</sup> August 2023**

**Jaiprakash Gangwani**  
**Company Secretary & Compliance Officer**  
**ICSI Membership No. ACS 55760**

## Details of Directors seeking appointment/re-appointment at the Annual General Meeting

(In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings)

Name of Director	Mr. Pranav Sanjay Padode	Mr. Sanjay Padode	Mrs. Kalpana Sanjay Padode	Mr. Anurup Doshi
<b>Category of Director/ Designation/ Position in the Company</b>	Whole-time Director and Chief Executive Officer (KMP)	Chairman and Managing Director (KMP)	Non-executive Non-Independent Director	Whole-time Director and Chief Operating Officer
<b>DIN</b>	08658387	00338514	02390915	10235591
<b>Date of Birth (Age)</b>	05 <sup>th</sup> December, 1996 (26 years)	31 <sup>st</sup> August, 1965 (58 years)	22 <sup>nd</sup> June, 1969 (54 years)	07 <sup>th</sup> December 1996 (26 years)
<b>Nationality</b>	Indian	Indian	Indian	Indian
<b>Date of appointment as Director</b>	05 <sup>th</sup> December, 2020	11 <sup>th</sup> June, 2011	13 <sup>th</sup> March, 2021	12 <sup>th</sup> August, 2023
<b>Designation</b>	Whole-Time Director and CEO	Chairman and Managing Director	Non-Independent and Non-executive Director	Whole-Time Director and COO
<b>Qualification</b>	Undergraduate in Electrical Engineering from Stanford University and graduated in 2019.	Master in Science (Maths) and Bachelor of Engineering (B.E.)	MA in English from Kurukshetra University and a women's entrepreneurship summer program from IIM Bangalore.	Bachelor of Engineering (B.E.)
<b>Experience/ Expertise</b>	Mr. Pranav Sanjay Padode is a Computer Engineer and possesses fair knowledge of IT Skills.	He is specialized in IT Skills and has worked on large projects like implementing paperless offices, Office automation and work flow management.	She has been running Home Catering Services Private Limited as an entrepreneur catering more than 1200 meals per day for the last 10 years.	Mr. Anurup Doshi was a Consultant at Dalberg Advisors, a strategy consulting firm focused on social impact issues. At Dalberg, his projects have spanned sectors such as education, youth employment, public health, financial services, and agriculture. Mr. Anurup Doshi has worked with a range of stakeholders in the social impact space in India (and more generally in Asia) including philanthropies, non-profits, foundations, start-ups, govt. ministries, and impact investors. Prior to Dalberg, Mr. Anurup Doshi worked at Zendrive, a mobility safety-focused start-up. Anurup graduated from BITS Pilani in 2019, with a degree in Electrical Engineering.

<b>Terms and Conditions of appointment</b>	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).	No change in terms and conditions as Mrs. Kalpana Sanjay Padode is being re-appointed pursuant to her liability to retire by rotation at the AGM.	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).
<b>Remuneration Last drawn (including sitting fees, if any)</b>	During the financial year ended 31 <sup>st</sup> March, 2023 Rs. 12,00,000/- was paid as remuneration to Mr. Pranav Sanjay Padode.	Nil	Nil	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).
<b>Details of Remuneration sought to be paid</b>	Please refer Item No 7 to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).	Nil	Nil	There is no change in the remuneration of Mr. Anurup Doshi same as there, when he was holding the Position of Chief Operating officer.
<b>Number of Meetings of the Board attended during the year (Financial Year 2022-23)</b>	6	6	6	Not Applicable
<b>Shareholding in the Company (Equity Shares of Re. 1/- each)</b>	Nil	29,37,200 (3.35%) Equity Shares	Nil	Nil
<b>List of directorships held in other Companies(excluding Foreign Companies and Section 8 Companies)</b>	<ul style="list-style-type: none"> <li>• Dalal Street Press Limited</li> <li>• Get Ahead Education Limited</li> <li>• Pranav Kumar Estate Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Dataline and Research Technologies (India) Limited</li> <li>• Nine Media and Information Services Limited</li> <li>• Get Ahead Education Limited</li> <li>• Sphere Agrotech Limited</li> <li>• Resolute Resource Solutions Private Limited</li> <li>• Home Catering Services Private Limited</li> <li>• New Bonanza Impex Private Limited</li> <li>• Padode Communications Private Limited</li> <li>• Laxmivijay Farms Private Limited</li> <li>• Academy of Indian Marketing professionals</li> </ul>	<ul style="list-style-type: none"> <li>• Sphere Agrotech Limited</li> <li>• Shree Ramdeoji Farms Private Limited</li> <li>• Home Catering Services Private Limited</li> <li>• Dalal Street Press Limited</li> <li>• Resolute Resource Solutions Private Limited</li> <li>• Akkadian Commercial and Agencies Private Limited</li> <li>• Narad Investment and Trading Private Limited</li> <li>• Shree Ramdeoji Holdings and Leasing private Limited</li> <li>• New Bonanza Impex Private Limited</li> <li>• Nine Media and Information Services Limited</li> <li>• Dataline and Research Technologies (India) Limited</li> <li>• Laxmi Agrotech Private Limited</li> </ul>	Nil

<b>List of Chairmanship and Membership in Other Companies</b>	Nil	Nil	Nil	Nil
<b>Relationship with existing Directors of the company</b>	Son of Mr. Sanjay Padode and Mrs. Kalpana Sanjay Padode	Father of Mr. Pranav Sanjay Padode and Husband of Kalpana Sanjay Padode	Spouse of Mr. Sanjay Padode and Mother of Mr. Pranav Sanjay Padode	Not Related

[None of the above Directors are disqualified and/or debarred by virtue of any order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs, any Court or any such other Statutory Authority, to be appointed / re-appointed / continue as a director in any company.]

**By Order of the Board of Directors**

**Place: Mumbai**  
**Date: 29<sup>th</sup> August 2023**

**Jaiprakash Gangwani**  
**Company Secretary & Compliance Officer**  
**ICSI Membership No. ACS 55760**