



DSJ Keep Learning Limited

FORMERLY KNOWN AS DSJ COMMUNICATIONS LIMITED
CIN: L80100MH1989PLC054329

04th September, 2024

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 34th Annual General Meeting to be held on Monday, 30th September, 2024 through Video Conference/Other Audio-Visual Means and Book Closure

With reference to the above captioned subject, we wish to inform you that the 34th Annual General Meeting ("AGM") of the Company will be held on **Monday 30th September 2024 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 34th AGM, dated 29th August, 2024. A Copy of the Notice of 34th 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 Tuesday 24th September 2024 to Monday 30th September 2024 (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	Tuesday 24 th September 2024	Monday 30 th September 2024	N.A.	34 th 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, 4th Floor, Next to AC Market, Tardeo, Mumbai - 400034 India
Tel: 022 40023127, E-mail: compliance@dsjkeeplearning.com
Website: dsjkeeplearning.com

NOTICE

NOTICE is hereby given that the 34th (Thirty-Fourth) Annual General Meeting (“AGM”) of the Members of **DSJ KEEP LEARNING LIMITED** (the “Company”) will be held on **Monday, 30th day of September, 2024** 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 31st March, 2024, 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 31st March, 2024, 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 Mr. Sanjay Padode, Director (DIN: 00338514), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers himself 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, Mr. Sanjay Padode (DIN: 00338514), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To appoint a Director in place of Mr. Pranav Sanjay Padode, Director (DIN: 08658387), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers himself 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, Mr. Pranav Sanjay Padode (DIN: 08658387),

who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

4. 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 2024-25
Centre for Developmental Education	Availing or rendering services for running education and other support services directly or through appointment of Agent	25 Crores
	Borrowings	25 Crores
Vijaybhoomi Education Foundation	Availing or rendering services for running education and other support services directly or through appointment of Agent	25 Crores
	Borrowings	25 Crores
Vijaybhoomi University	Availing or rendering services for running education and other support services directly or through appointment of Agent	25 Crores
	Borrowings	25 Crores
New Bonanza Impex Private Limited	Availing or rendering services for running education and other support services directly or through appointment of Agent	25 Crores
	Borrowings	25 Crores
Get Ahead Education Limited	Availing or rendering services for running education and other support services directly or through appointment of Agent	25 Crores
	Borrowings	25 Crores
Mr. Sanjay Padode, Chairman & Managing Director and Promoter	Borrowings	25 Crores
Sphere Agrotech Limited	Availing or rendering services for running education and other support services directly or through appointment of Agent	25 Crores
	Borrowings	25 Crores
Nine Media and Information Services Limited:	Availing or rendering services for running education and other support services directly or through appointment of Agent	25 Crores
	Borrowings	25 Crores
Sankalp Family Trust	Availing or rendering of any services	25 Crores
	Borrowings	25 Crores
	Leasing of property of any kind	25 Crores

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.”

5. TO APPROVE REVISION OF REMUNERATION OF MR. ANURUP DOSHI (DIN: 10235591) AS WHOLE TIME DIRECTOR DESIGNATED AS “WHOLE TIME DIRECTOR AND CHIEF OPERATING 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 to resolution passed in this regard by the members of the Company at 33rd Annual General Meeting held on 29th September, 2023 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. Anurup Doshi (DIN : 10235591), Whole Time Director and CFO, with effect from 01st October, 2024 to 30th September, 2027 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. Anurup Doshi 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. Pranav Sanjay Padode, Whole Time Director and Chief Executive 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 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 suppression of the resolution passed in this regard by the members of the Company at 33rd Annual General Meeting held on 29th September, 2023 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 01st October, 2024 to 30th September, 2027 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.”

7. TO APPROVE THE REQUEST RECEIVED FROM PERSONS BELONGING TO PROMOTER/PROMOTER GROUP FOR RECLASSIFICATION OF THEIR STATUS FROM “PROMOTER & PROMOTER GROUP” CATEGORY TO “PUBLIC” CATEGORY:

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

“**RESOVLED THAT** pursuant to the provisions of Regulation 31 A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable provisions, if any, and subject to other necessary approvals of Stock Exchange and other appropriate Statutory Authorities, as may be necessary, the consent of the members be and is hereby accorded to re-classify the following Promoters/ Promoter Group (collectively referred to as ‘Outgoing Promoters’) from “Promoters / Promoter Group” category to “Public” category.”

Sr. No	Name of outgoing promoters	No of shares	% of shareholding
1.	Rajesh Vijay Padode	2313094	1.48
2.	Pratap Vijay Padode	15,760	0.01

“**RESOLVED FURTHER THAT** in supersession of any resolutions / agreements / contracts / arrangements etc. special rights of the Outgoing Promoters, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, shall stand withdrawn/terminated and be null and void, with immediate effect.”

“**RESOLVED FURTHER THAT** the above Promoters had undertaken that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 post reclassification from “Promoter/ Promoter Group” to “Public”.

“RESOLVED FURTHER THAT on approval of the Stock Exchange upon application for reclassification of the aforementioned Promoters, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.”

“RESOLVED FURTHER THAT Mr. Sanjay Padode, Chairman & Managing Director, Mr. Pranav Sanjay Padode, Whole Time Director and Chief Executive Officer, Mr. Jaiprakash Gangwani, Company Secretary & Compliance Officer and Mr. Anurup Doshi, Whole Time Director and Chief Operating Officer of the Company be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange, seeking approvals from the stock exchange and other concerned authorities and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolution.”

By Order of the Board of Directors

Jaiprakash Gangwani
Company Secretary &
Compliance Officer

Place: Mumbai

Date: 29th August, 2024

ICSI Membership No. ACS 55760

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 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021, 2/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (“MCA”) and read with Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/

CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated 7th October, 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. 30th September, 2024. Members seeking to inspect such documents can send an email to 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 CDSL.
9. In compliance with the aforesaid Circulars, Notice of the 34th AGM along with the Annual Report 2023-24 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 34th AGM and Annual Report 2023-24 will also be available on the Company's website dsjkeeplearning.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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.
 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 Tuesday, 24th September, 2024 to Monday, 30th September, 2024 (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 25th 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. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited.
 15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Link Intime India Private Limited in case the shares are held in physical form.
 16. Shareholders may note that SEBI vide its Circular no. SEBI /HO /MIRSD /MIRSD_RTAMB/P /CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing certain prescribed service requests. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 and ISR-5, as the case may be, the formats of which are available on the Company's website at <https://dsjkeeplearning.com/> and on the website of Link Intime India private Limited at <https://linkintime.co.in/>. Members are requested to note that any service request would only be processed after the folio is KYC Compliant.
 17. SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, the members are advised to dematerialize their holdings.
 18. SEBI has mandated the updation of PAN, contact details, Bank account, specimen signature and nomination details, against folio/ demat account. PAN is also required to be updated for participating in the securities market, deletion of name of deceased holder and transmission / transposition of shares. As per applicable SEBI Circular, PAN details are to be compulsorily linked to Aadhar details by the date specified by Central Board of Direct Taxes. Shareholders are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their DP in case of holding in dematerialised form or to Company's RTA, through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available on the Company's website at <https://dsjkeeplearning.com/> and on the website of Link Intime India Private Limited at <https://linkintime.co.in/> in case of holdings in physical form.

19. Members seeking any information about the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 24th September 2024 through email on Compliance@dsjkeeplearning.com. The same will be replied by the Company suitably.

20. The Equity shares of the Company are listed at BSE Limited and National Stock Exchange of India Limited.

21. 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.

22. 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.

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

- 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), 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 30 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 08th 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 13th April 2020, the Notice calling the AGM is available on the website of the Company at <https://dsjkeeplearning.com/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at 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.

- 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 Monday, 23rd September 2024 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. Monday, 23rd September 2024.

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

- (i) The voting period begins on Wednesday 25th September, 2024 at 09:00 A.M. (IST) and ends on Sunday 29th September, 2024 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 Monday, 23rd September, 2024 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 09th 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.

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 9th December, 2020 on e-Voting 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:

Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 & voting during the meeting
Individual Members (holding securities in demat mode) login through their Depository Participants (DP)	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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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 evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-24997000

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.
 - 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 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.
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- (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 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.
- 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

25. 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. 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. 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.

26. 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.

- 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 or contact at toll free no. 1800 21 09911

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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

27. 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 Monday, 23rd September 2024.
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. Monday, 23rd September 2024, may obtain the User ID and Password by sending a request to 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 and on the website of the CDSL after declaration of results by the Chairman or person authorised by him in this behalf. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the 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. 30th September, 2024.

ANNEXURE TO NOTICE

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

ITEM NO: 4

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 2023-24 is ₹ 6.31 Crores. Approx Accordingly, any transaction(s) by the Company with its related party exceeding ₹ 63 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 Padode Mr. Pranav Sanjay Padode	Entity where Directors and Promoters have significant influence as per the applicable Indian Accounting Standards	01 st April, 2023 to 31 st March, 2024	Availing or rendering services for running education and other support services and Borrowings	Availing or rendering services for running education and other support services. 01.04.2023 to 31.03.2024- Rs. 25 Crores Borrowings 01.04.2024 to 31.03.2024- Rs. 25 Crores
M/s. Vijaybhoomi Education Foundation	Mr. Sanjay Padode Mr. Pranav Sanjay Padode Mrs. Kalpana Padode	Entity where Directors and Promoters have significant influence as per the applicable Indian Accounting Standards	01 st April, 2023 to 31 st March, 2024	Availing or rendering services for running education and other support services and Borrowings	Availing or rendering services for running education and other support services 01.04.2023 to 31.03.2024- Rs. 25 Crores Borrowings 01.04.2023 to 31.03.2024- Rs. 25 Crores
M/s. Vijaybhoomi University	Mr. Sanjay Padode Mrs. Kalpana Padode	Entity where Directors and Promoters have significant influence as per the applicable Indian Accounting Standards	01 st April, 2023 to 31 st March, 2024	Availing or rendering services for running education and other support services and Borrowings	Availing or rendering services for running education and other support services. 01.04.2023 to 31.03.2024- Rs. 25 Crores Borrowings 01.04.2023 to 31.03.2024- Rs. 25 Crores

M/s. New Bonanza Impex Private Limited	Mr. Sanjay Padode Mrs. Kalpana Padode Mr. Pranav Sanjay Padode	Entity where Directors and Promoters have significant influence as per the applicable Indian Accounting Standards	01 st April, 2023 to 31 st March, 2024	Availing or rendering services for running education and other support services and Borrowings	Availing or rendering services for running education and other support services. 01.04.2023 to 31.03.2024- Rs. 25 Crores Borrowings 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 st April, 2023 to 31 st March, 2024	Availing or rendering services for running education and other support services and Borrowings	Availing or rendering services for running education and other support services 01.04.2023 to 31.03.2024- Rs. 25 Crores Borrowings 01.04.2023 to 31.03.2024- Rs. 25 Crores
Mr. Sanjay Padode	NA	Chairman & Managing Director and Promoter	01 st April, 2023 to 31 st March, 2024	Borrowings	Borrowings 01.04.2023 to 31.03.2024- Rs. 25 Crores
Sphere Agrotech Limited	Mr. Sanjay Padode Mrs. Kalpana Padode	Entity where Directors and Promoters have significant influence as per the applicable Indian Accounting Standards	01 st April, 2023 to 31 st March, 2024	Availing or rendering services for running education and other support services and Borrowings	Availing or rendering services for running education and other support services. 01.04.2023 to 31.03.2024- Rs. 25 Crores Borrowings 01.04.2023 to 31.03.2024- Rs. 25 Crores
Nine Media and Information Services Limited	Mr. Sanjay Padode Mrs. Kalpana Padode	Entity where Directors and Promoters have significant influence as per the applicable Indian Accounting Standards	01 st April, 2023 to 31 st March, 2024	Availing or rendering services for running education and other support services and Borrowings	Availing or rendering services for running education and other support services. 01.04.2024 to 31.03.2024- Rs. 25 Crores Borrowings 01.04.2023 to 31.03.2024- Rs. 25 Crores
Sankalp Family Trust	Mr. Sanjay Padode Mrs. Kalpana Padode	Entity where Directors and Promoters have significant Influence as per the Applicable Indian Accounting Standards	01 st April, 2023 to 31 st March, 2024	Availing or rendering services for running education and other support services and Borrowings and Leasing of property of any kind	Availing or rendering services for running education and other support services. 01.04.2023 to 31.03.2024- Rs. 25 Crores Borrowings 01.04.2023 to 31.03.2024- Rs. 25 Crores Leasing of property of any kind 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 26th August, 2024 and is recommended by the Board of Directors vide resolution passed at its meeting held on same day viz. 26th August, 2024 to the unrelated shareholders of the Company for their approval.

The Board recommends the Ordinary Resolution as set out at item no. 4 to the Notice for approval of the members.

Except, Mr. Sanjay Padode, Chairman & Managing Director, Mrs. Kalpana 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: 5

Approval of revision of remuneration of Mr. Anurup Doshi (DIN: 10235591) as Whole Time Director Designated as “Whole Time Director and Chief Operating Officer” of the Company:

Taking into consideration the Increased Business activities of the Company coupled with higher responsibilities cast on Mr. Anurup Doshi, 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. Anurup Doshi, Whole Time Director & COO, subject to the approval of shareholders, as set out in the resolution being item no. 5 of the accompanying notice w.e.f. 01st October, 2024 up to 30th September, 2027.

As per the provisions of Schedule V of the Companies Act, 2013, the revision of remuneration of Mr. Anurup Doshi 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. Anurup Doshi are as under (per annum):

Basic Salary (Fixed)	14,00,000
House Rent Allowance	7,00,000
Conveyance allowance	9,600
Medical allowance	7,500
Leave Travel Allowance	3,840
Telephone Reimbursements	9,600
Special Allowance	6,47,860
Company Contribution to Provident Fund	21,600
Gross Annual Income	28,00,000

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	Our Company works across 3 product/service verticals. Student Recruitment Services- Under this vertical, we provide manpower, process, and technology to higher educational institutions which enables them to efficiently outsource their whole student recruitment. Technology Platform- A SaaS platform to manage all academic and institutional operations for an institution. Program Delivery & Management Services- Provide trained manpower, process, and technology to higher education institutions which enable them to take their offline degree programs, online.			
(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 (Rs In Lakhs)	Particulars	FY 2022-23	FY 2021-22	FY 2020-21
		Total Income	574.89	495.17	35.21
		Profit / (Loss) before tax	34.37	97.78	(406.81)
		Tax expenses	(28.13)	29.62	(1.07)
		Net Profit / (Loss)	6.23	127.40	(407.88)
	Earnings/ (Losses) per Equity Share (Face Value Rs. 1/- each)	0.01	0.16	(0.52)	
(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. Anurup Doshi		
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 st March, 2024 Rs. 24,00,000/- was paid as remuneration to Mr. Anurup Doshi.
3	Remuneration proposed	Rs 28,00,000 (per annum)
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.

Mr. Anurup Doshi holds 8,80,000 (0.56%) Equity Shares

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

Approval of 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:

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. 6 of the accompanying notice w.e.f. 01st October, 2024 up to 30th September, 2027.

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

Basic Salary (Fixed)	12,00,000
House Rent Allowance	6,00,000
Conveyance allowance	9,600
Medical allowance	7,500
Leave Travel Allowance	3,840
Telephone Reimbursements	9,600
Special Allowance	5,69,460
Gross Annual Income	24,00,000

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	Our Company works across 3 product/service verticals. Student Recruitment Services- Under this vertical, we provide manpower, process, and technology to higher educational institutions which enables them to efficiently outsource their whole student recruitment. Technology Platform- A SaaS platform to manage all academic and institutional operations for an institution. Program Delivery & Management Services- Provide trained manpower, process, and technology to higher education institutions which enable them to take their offline degree programs, online.
(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 (Rs in Lakhs)	Particulars	FY2022-23	FY2021-22	FY2020-21
		Total Income	574.89	495.17	35.21
		Profit/(Loss) before tax	34.37	97.78	(406.81)
		Tax Expenses	(28.13)	29.62	(1.07)
		Net Profit/(Loss)	6.23	127.40	(407.88)
	Earnings/ (Losses) per Equity Share (Face Value Rs. 1/- each)	0.01	0.16	(0.52)	
(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.			
I	Information about the appointee				
A	Mr. Pranav Sanjay Padode				
1	Background details/ Recognition or awards/ Job profile and his suitability	Mr. Pranav Sanjay Padode aged 28 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, 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. 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.			
2	Past Remuneration	During the financial year ended 31 st March, 2024 Rs.15,00,000/- was paid as remuneration to Mr. Pranav Sanjay Padode.			
3	Remuneration proposed	Rs 24,00,000 (per annum)			
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 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 28 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.

Mr. Pranav Sanjay Padode holds 39,62,115 (2.54%) Equity Shares

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. 6 of the accompanying notice w.e.f. 01st October, 2024 to 30th September, 2027.

ITEM NO.7:

To Approve the Request received From Persons belonging to Promoter/Promoter Group for Reclassification of their status from "Promoter & Promoter Group" Category to "Public" Category:

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations, 2015'), along with amendments thereto, has provided a regulatory mechanism for reclassification of person belonging to Promoter(s)/Promoter Group category to Public category of the Company subject to fulfilment of conditions as provided therein.

In this regard, the Company received request letters from Mr. Rajesh Vijay Padode and Pratap Vijay Padode for reclassification of their status from "Promoter(s)/Promoter Group" category to "Public" category pursuant to regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RATIONAL FOR RECLASSIFICATION OF SHARES:

It was informed to the Board that that Mr. Pratap Vijay Padode and Rajesh Vijay Padode not related to any business carried out by the Company and neither engaged in the management or day to day affairs of the Company and also do not have any right either to appoint any director of the Company or ability to control the Management or policy decision of the Company in any manner whatsoever including by virtue of my shareholding. None of my act would influence the decision taken by the Company.

The shareholding of Outgoing Promoters of the Company is as follows:

Sr. No.	Name of outgoing promoters	No of shares	% of shareholding
1.	Rajesh Vijay Padode	2313094	1.48
2.	Pratap Vijay Padode	15,760	0.01

That on the basis of the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of Listing Regulations, the above stated promoters belonging to promoter group seeking reclassification confirmed that:

1. They does not hold more than ten per cent of the total Voting Rights in the Company.
2. They does not exercise control over the affairs of the Company directly or indirectly.
3. They does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
4. They does not represent on the Board of Directors (including not having a Nominee Director) of the Company.
5. They does not act as a Key Managerial Person in the Company.
6. They are not 'a willful defaulter' as per the Reserve Bank of India Guidelines.
7. They are not a fugitive economic offender.
8. No regulatory action is pending against them.
9. They shall continue to comply with the conditions mentioned with in sub-clauses (i), (ii) and (iii) of clause (b) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at all times from the date of re-classification, failing which, they shall be reclassified as promoter/person belonging to the promoter group of the company.
10. They shall comply with the conditions mentioned in sub-clauses (iv) and (v) of clause (b) of Regulation 31A(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for a period of not less than three years from the date of reclassification, failing which, they shall be reclassified as promoter/person belonging to promoter group of the company.

In view of the explanations given by them as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at their meeting held on 29th August, 2024, have approved their request for reclassification received by the Company as above from "Promoter Group" category to "Public" category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchanges based on declaration received from them.

Further, they will confirm that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 failing which, they shall automatically be reclassified as Promoter/ persons belonging to Promoter Group, as applicable.

Accordingly, the Board recommends the resolution proposed in Item No. 7 of the Notice for approval of members by way of an Ordinary Resolution.

None of Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Mr. Rajesh Vijay Padode and Mr. Pratap Vijay Padode in the ordinary resolution set out under item no. 7 of the notice.

By Order of the Board of Directors

Place: Mumbai
Date: 29th August, 2024

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

Details of Directors seeking 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
Category of Director/ Designation /Position in the Company	Whole-time Director and Chief Executive Officer (KMP)	Chairman and Managing Director (KMP)
DIN	08658387	00338514
Date of Birth (Age)	05 th December, 1996 (28 years)	31 st August, 1965 (59 years)
Nationality	Indian	Indian
Date of appointment as Director	05 th December, 2020	11 th June, 2011
Designation	Whole-Time Director and CEO	Managing Director
Qualification	Undergraduate in Electrical Engineering from Stanford University and graduated in 2019.	Master in Science (Maths) and Bachelor of Engineering (B.E.)
Experience/Expertise	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.
Terms and Conditions of appointment	No change in terms and conditions as Mr. Pranav Sanjay Padode is being re-appointed pursuant to his liability to retire by rotation at the AGM.	No change in terms and conditions as Mr. Sanjay Padode is being re-appointed pursuant to his liability to retire by rotation at the AGM
Remuneration Last drawn (including sitting fees, if any)	During the financial year ended 31 st March, 2024 Rs.15,00,000/- was paid as remuneration to Mr. Pranav Sanjay Padode.	Nil
Details of Remuneration sought to be paid	Please refer Item No 6 to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).	Nil
Number of Meetings of the Board attended during the year (Financial Year 2023-24)	6	6
Shareholding in the Company (Equity Shares of Re. 1/- each)	39,62,115 (2.54%) Equity Shares	10,973,679 (7.05%) Equity Shares
List of directorships held in other Companies(excluding Foreign Companies and Section 8 Companies)	Dalal Street Press Limited Get Ahead Education Limited Dalal Street Credit Capital Limited (Under Liquidation) New Bonanza Impex Private Limited Narad Investment and Trading Private Limited Padode communications Private limited	Dataline and Research Technologies (India) Limited Nine Media and Information Services Limited Get Ahead Education Limited Sphere Agrotech Limited Resolute Resource Solutions Private Limited Home Catering Services Private Limited New Bonanza Impex Private Limited Padode Communications Private Limited Academy of Indian Marketing professionals
List of Chairmanship and Membership in Other Companies	None	None
Relationship with existing Directors of the company	Son of Mr. Sanjay Padode and Mrs. Kalpana Padode	Father of Mr. Pranav Sanjay Padode and Husband of Kalpana Padode

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: 29th August, 2024

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