



## DSJ Keep Learning Limited

FORMERLY KNOWN AS DSJ COMMUNICATIONS LIMITED  
CIN: L80100MH1989PLC054329

30<sup>th</sup> September 2024

To,

The Manager – CRD

**BSE Limited**

Phiroze Jeejeebhoy Tower,

Dalal Street, Fort, Mumbai – 400 001

**Scrp Code: 526677**

The Manager

**National Stock Exchange of India Limited**

Exchange Plaza, Bandra – Kurla Complex,

Bandra (East), Mumbai – 400 051

**SYMBOL: KEEPLEARN**

Dear Sir/Madam,

**Sub.: Proceedings of 34<sup>th</sup> Annual General Meeting held on Monday 30<sup>th</sup> September 2024 held through Video Conference (VC) /Other Audio-Visual Means (OAVM).**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith the proceedings of the 34<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company held on Monday, 30<sup>th</sup> September, 2024 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility in accordance with the applicable circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

You are requested to kindly take the same on record.

Thanking you

Yours faithfully

**For DSJ Keep Learning Limited**

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

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**Jaiprakash Gangwani**

**Company Secretary & Compliance Officer**

**ACS No: 55760**

Encl.: As above.

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

**Tel:+91-8976958625 | Email: [compliance@dsjkeeplearning.com](mailto:compliance@dsjkeeplearning.com) | Website: [dsjkeeplearning.com](http://dsjkeeplearning.com)**

**PROCEEDINGS OF THE 34<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON MONDAY, 30<sup>th</sup> SEPTEMBER 2024.**

Due to certain technical issues the 34<sup>th</sup> AGM of the Company was conducted with a delay of 10 minutes from the scheduled time. The 34<sup>th</sup> Annual General Meeting (“AGM”) of the Company was held on Monday, 30<sup>th</sup> September, 2024 at 3.10 p.m. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) facility. The meeting commenced at 03:10 P.M. (IST) and concluded at 03:45 P.M. (IST) (including time allowed for e-voting at AGM).

Mr. Sanjay Padode, Chairman & Managing Director, chaired the proceedings of the meeting. The requisite quorum being present, the meeting was called in order. Thereafter, he introduced other directors who joined the Meeting from various locations. All the directors were also present at the AGM except Mr. Sameer Paddalwar.

Mr. Sameer Paddalwar could attend the meeting due to his travelling and pre-occupation.

The representative of M/s. Jayesh Dadia & Associates LLP, the Statutory Auditor and Mr. Rajkumar Gupta, Secretarial Auditor for the year FY 2023-24 were also present at the Meeting.

Total 55 Members attended the AGM as per the records of the attendance.

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

He further informed that the Company had tied up with Central Depository Services (India) Limited (CDSL) to provide facility for voting through remote e-voting during the AGM and participation in the AGM through VC / OAVM facility. He then informed that remote e-voting commenced at 9:00 a.m. (IST) on Wednesday 25<sup>th</sup> September, 2024 and ended at 5:00 p.m. (IST) on Sunday 29<sup>th</sup> September, 2024.

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

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

Mr. Jaiprakash Gangwani then informed the Members that the Report of Board of Directors, the Accounts for the financial year ended 31<sup>st</sup> March, 2024 and the Notice convening the 34<sup>th</sup> AGM were taken as read, as the same had already been circulated to the Members. As there were no qualifications, observations, or adverse comments on financial statements and matters, which have any material bearing on the functioning of the Company except one of the adverse remark given by the auditor in the CARO report. However, the same does not have any material adverse effect on the functioning of the Company as a result the said report is also not required to be read.

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

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

Item No.	Agenda Items	Type of Resolutions	Mode of voting
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2024, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	Remote e-voting and e-voting at AGM

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.	Ordinary	Remote e-voting and e-voting at AGM
3.	To appoint a Director in place of Mr. Pranav 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.	Ordinary	Remote e-voting and e-voting at AGM
<b>Special Business</b>			
4.	To approve Material Related Party Transactions with Centre for Developmental Education, Vijaybhoomi Education Foundation, Vijaybhoomi 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.	Ordinary	Remote e-voting and e-voting at AGM
5.	To approve revision of remuneration of Mr. Pranav Sanjay Padode (DIN: 08658387) as Whole Time Director designated as “Whole Time Director and Chief Executive Officer” of the Company.	Special	Remote e-voting and e-voting at AGM
6.	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.	Special	Remote e-voting and e-voting at AGM
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.	Special	Remote e-voting and e-voting at AGM

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

Mr. Sanjay Padode informed that there was no request received from any shareholders as the speaker shareholder.

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

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

Further attention is drawn by Jaiprakash Gangwani, Company Secretary while reading Fourth item of business related to Material Related Party Transactions that the Notice of the Annual General Meeting (AGM), wherein the explanatory statement inadvertently mentions the year as '2023-24'. Please read the year as '2024-25' instead. The correction does not alter the substance or intent of the resolutions proposed in the Notice.

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

1. The Company will separately intimate the voting results (remote e-voting and voting at the meeting through electronic voting system) to the Stock Exchanges.
2. This document does not constitute minutes of the proceedings of the 34<sup>th</sup> Annual General Meeting of the Company.





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

This is for your information and records.

Yours faithfully,

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

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