

27th December, 2021

To,
The Manager – CRD
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort, Mumbai – 400 001
Scrip Code: 526677

The Manager
National Stock Exchange of India Limited
Exchange Plaza, Bandra – Kurla Complex,
Bandra (East), Mumbai – 400 051
SYMBOL: DALALSTCOM

Dear Sir/Madam,

Sub: Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 - Details of Voting results of the Postal Ballot Notice dated 12th November 2021

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we enclose herewith the details regarding the voting results of the Postal Ballot for the ordinary and special resolutions along with the Scrutinizer's Report.

We would like to inform you that all the Resolutions have been passed by the Members of the Company with requisite majority and simple majority.

Kindly take the same on record.

Thanking you

Yours faithfully

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

JAIPRAKASH
LAXMANDAS
GANGWANI

Digitally signed by JAIPRAKASH
LAXMANDAS GANGWANI
Date: 2021.12.27 20:21:09
+05'30'

Jaiprakash Gangwani
Company Secretary & Compliance Officer
ACS:55760

Encl.: As above

Voting results for Postal Ballot	
Date of AGM :	NA (Resolution passed through Postal Ballot on December 25, 2021)
Total number of shareholders on record date i.e. 18-11-2021 :	18803
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	
Public:	
No. of shareholders attended the meeting through video conferencing:	Not Applicable
Promoters and Promoter Group:	
Public:	



Voting results for Postal Ballot								
Resolution Required : (Special)			Preferential Issue of Equity Shares to Lenders pursuant to conversion of loan Into Equity Shares.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes – Against	% of Votes In favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	29140001	15175171	52.0768	15175171	0	100.0000	0.0000
	Poll (NA)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		15175171	52.0768	15175171	0	100.0000	0.0000
Public Institutions	E-Voting	1239000	0	0.0000	0	0	0.0000	0.0000
	Poll (NA)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	48702499	637767	1.3095	634747	3020	99.5265	0.4735
	Poll (NA)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		637767	1.3095	634747	3020	99.5265	0.4735
Total		79081500	15812938	19.9957	15809918	3020	99.9809	0.0191
Details of Invalid Votes								
Category	No of Votes							
Promoter and Promoter Group	0							
Public Institutions	0							
Public-Non Institutions	0							



Voting results for Postal Ballot

Resolution Required : (Ordinary)			Appointment of M/S Jayesh Dadia & Associates LLP as a statutory auditor in the Casual Vacancy Caused by the resignation of M/S J. D. Jhaveri & Associates as Statutory Auditor of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}}*100	[4]	[5]	[6]={{[4]/[2]}}*100	[7]={{[5]/[2]}}*100
Promoter and Promoter Group	E-Voting	29140001	20557071	70.5459	20557071	0	100.0000	0.0000
	Poll (NA)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		20557071	70.5459	20557071	0	100.0000	0.0000
Public Institutions	E-Voting	1239000	0	0.0000	0	0	0.0000	0.0000
	Poll (NA)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	48702499	637767	1.3095	637747	20	99.9969	0.0031
	Poll (NA)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		637767	1.3095	637747	20	99.9969	0.0031
Total		79081500	21194838	26.8013	21194818	20	99.9999	0.0001

Details of Invalid Votes

Category	No of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public- Non Institutions	0





Anshul Bhatt & Associates
Company Secretaries
57, Popular Arcade, Tata Rd. No.1,
Opera House, Girgaon, Mumbai - 400004

Tel & Fax : 022-40049470
Mob: +91 9920778890
mail@anshulbhattandassociates.com

REPORT OF THE SCRUTINIZER

[Pursuant to Section 110 and 108 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman/Company Secretary,
DSJ Keep Learning Limited
(Formerly known as DSJ Communication Limited)
419-A, Arun Chambers,
4th Floor, Next to AC Market,
Tardeo, Mumbai - 400034.

Dear Sir,

Sub: Scrutinizer's Report for the resolution passed through Postal Ballot (through "Remote E-voting") by the members of DSJ Keep Learning Limited (formerly known as DSJ Communication Limited) ("the Company")

1. I, CS Anshul Bhatt (C.P. No. 8589), Proprietor Anshul Bhatt & Associates, Company Secretaries, Mumbai, have been appointed as the Scrutinizer by the Board of Directors of the company for the purpose of scrutinizing the postal ballot and voting process ("remote e-voting") pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ("The Rules") as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") in a fair and transparent manner, for the purpose of passing of ordinary and special resolution as mentioned in the Postal Ballot Notice dated November 12, 2021, issue by the company in accordance with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33 /2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020 and General Circular No. 10/2021 dated 23rd June, 2021 ("MCA Circulars") issued by Ministry of Corporate Affairs (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time) and pursuant to other applicable laws and regulations and on account of threat posed by COVID-19 pandemic situation, to conduct the electronic voting process held between 9.00 A.M. on Thursday, 25th November, 2021 till 5.00 P.M. on Saturday, 25th December, 2021 .

Anshul
Pradeep
p Bhatt

Digital signed by Anshul Pradeep Bhatt
DN: cn=Anshul Pradeep Bhatt, o=Anshul Pradeep Bhatt, email=anshulpradeepbhatt@gmail.com, c=IN
421625
1.2.840.113548.1.1.130220211127183455108730
509a6d03e03a427e4e02a6e2a6e033b0a1a
08b, postalCode=400004
c=ANSHUL PRADEEP BHATT
521444270e0a080f13e0a0f0e133f54
3a150484, c=Anshul Pradeep Bhatt
Date: 2021.12.27 18:34:55 +05'30'

2. The Management of the Company is responsible to ensure the applicable compliances with the requirements of the Act, the Rules framed thereunder and the applicable regulations of the SEBI LODR relating to voting by postal ballot, on the resolution contained in the Postal Ballot Notice dated November 12, 2021. My responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolution stated in the Notice of Postal ballot, based on the scrutiny of the reports generated from the e-voting system provided by the Central Depository Services (India) Limited ("CDSL") through its 'evotingindia' platform at the link: <https://www.evotingindia.com/>, the agency engaged by the Company to provide E-voting facility, and the e-voting is conducted in a fair and transparent manner.
3. As per the confirmation received from the Company, the Company completed the dispatch of the Postal Ballot Notice dated November 12, 2021, through email on November 23, 2021, to those members whose email id is registered with the Registrar and Share Transfer Agent/ Depositories on Thursday, November 18, 2021. ("**Cut-off Date**").
4. Pursuant to Rule 22 (3) of the Companies (Management and Administration) Rules, 2014, the Company had published a Public Notice in the English Newspaper "Financial Express" and in vernacular newspaper "Pratahkal" on November 24, 2021 regarding dispatch of postal ballot notice to the members.
5. The Company on dated December 22, 2021, issued and dispatched the Addendum to the Postal Ballot Notice Dated 12th November 2021.
6. Pursuant to Rule 22 (3) of the Companies (Management and Administration) Rules, 2014, the Company had published a Public Notice in the English Newspaper "Financial Express" and in vernacular newspaper "Pratahkal" on December 23, 2021, regarding dispatch of Addendum to the postal ballot notice to the members.
7. The Company has availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") through its 'evotingindia' platform at the link: <https://www.evotingindia.com/>, the agency engaged by the Company to provide E-voting facility for conducting e-voting by the Shareholders of the Company.
8. The Shareholders of the Company holding shares as on the "cutoff" date of November 18, 2021, were entitled to vote on the proposed resolution(s) as set out at item nos. 1 & 2 in the Postal Ballot Notice of the Company.
9. The voting period for e-voting commenced on 9.00 A.M. on Thursday, 25th November, 2021 till 5.00 P.M. on Saturday, 25th December, 2021 and the 'evotingindia' platform at the link: [https:// www.evotingindia.com](https://www.evotingindia.com) e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of following two witnesses not being in the employment of the Company:

a. Mr. Naresh Koli

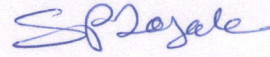
McB.

Page 2 of 6

Anshul Pradeep Bhatt

Digitally signed by Anshul Pradeep Bhatt
DN: c=IN, o=Pernoxia, ou=916-020,
email=anshu@pernoxia.com, cn=Anshul Pradeep Bhatt,
serialNumber=17842362404640414ae66d1
57469f91354ee037814c47e907060dc6c
82421052,
2.5.2.29 = 17842362404640414ae66d1
57469f91354ee037814c47e907060dc6c
adfa69f, postalCode=012002,
st=Maharashtra,
serialNumber=746326240414ae66d1
85214db1270ec4ed064513aaaf09fb1
351e2155e6a, cn=Anshul Pradeep Bhatt
Date: 2023.12.27 13:55:51 +0530

b. Mr. Santosh Jogle



10. I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the 'evotingindia' platform at the link: <https://www.evotingindia.com> e-voting system.
11. We now submit the Report as under on the result of the voting through electronic means in respect of the said Resolutions.

Anshul
Pradeep
p Bhatt

Digitally signed by Anshul Pradeep Bhatt
DN: c=IN, ou=Personnel, ou=9120,
serialNumber=20077842a0009965500
7489f1b34aee037814c7907060a0c4
a7921052,
2.5.4.20=1754230e7e699991a0c096
805944b070d654d744e2a8da8336ad
1806, postalCode=401202,
cn=Anshul Bhatt
serialNumber=736290234c41a0d66f
521444370eac080513aefb91b3f5
43a1568a, cn=Anshul Pradeep Bhatt
Date: 2021.12.27 18:25:40 +05'30'

Item No. 1:

TO APPROVE PREFERENTIAL ISSUE OF EQUITY SHARES TO LENDERS PURSUANT TO CONVERSION OF LOAN INTO EQUITY SHARES: (Special Resolution)

Sr. No.	Particulars	Item No. 1
Postal Ballot Voting (Remote e-voting)		
1.	Number of members who vote through remote e-voting	76
2.	Number of invalid e-votes (Shares)	0
3.	Number of valid e-votes (Shares)	15812938

(i) Voted in **favour** of the resolution:

Number of members voted	Number of valid votes cast by them (Shares) – E Voting	% of total number of valid votes cast
74	15809918	99.98 %

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them (Shares) – E Voting	% of total number of valid votes cast
2	3020	0.02

(iii) Invalid Votes:

Number of members voted	Number of valid votes cast by them (Shares) – E Voting	% of total number of valid votes cast
0	0	0

Result: I report that number of votes casts in favor of the aforesaid ordinary resolution is more than the number of votes casts against accordingly the resolution may be considered as passed with requisit majority.

Item No. 2:

TO APPROVE APPOINTMENT OF M/S JAYESH DADIA & ASSOCIATES LLP AS A STATUTORY AUDITOR IN THE CASUAL VACANCY CAUSED BY THE RESIGNATION OF M/S J. D. JHAVERI & ASSOCIATES AS STATUTORY AUDITOR OF THE COMPANY: (Ordinary Resolution)

Sr. No.	Particulars	Item No. 2
Postal Ballot Voting (Remote e-voting)		
1.	Number of members who vote through remote e-voting	78
2.	Number of invalid e-votes (Shares)	0
3.	Number of valid e-votes (Shares)	21194838

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them (Shares) – E Voting	% of total number of valid votes cast
77	21194818	99.99

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them (Shares) – E Voting	% of total number of valid votes cast
01	20	00.01

(iii) Invalid Votes:

Number of members voted	Number of valid votes cast by them (Shares) – E Voting	% of total number of valid votes cast
0	0	0

Result: I report that the number of votes cast in favour of the aforesaid Special Resolution is more than three times the number of votes casts against, accordingly the resolution may be considered as passed with simple majority.

Anshul Bhatt & Associates
Company Secretaries

I further report that the electronic data and all other papers and relevant records including the postal ballot votes received in the system, relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid business items as mentioned in the Postal Ballot notice dated November 12, 2021 and the Addendum Notice issued dated December 22, 2021 and the same will be handed over to the Chairman/ Company Secretary for safe keeping.

Thanking you,
Sincerely

Date: December 27, 2021
Place: Mumbai
UDIN: A023502C001949976

For Anshul Bhatt & Associates
Company Secretaries

Anshul
Pradeep
Bhatt

CS Anshul Bhatt
(Prop.)

Mem. No. 23502
C.P.No. 8589

Counter Signed by **For DSJ Keep Learning Limited**

Taibhakant

Company Secretary

Chairman/Company Secretary
DSJ Keep Learning Limited
(Formerly known as DSJ Communications Limited)

Place: *Mumbai*
Date: *27-12-2021*