

03rd February, 2022

To

The Manager – CRD

BSE Limited

Phiroze Jeejeebhoy Towers,

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,

Subject: Appointment of Mr. Atish Kumar Chattopadhyay as an Additional (Independent) Director of the Company

Pursuant to provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), we wish to inform that as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors approved vide circular resolution dated 02nd February, 2022 for appointment of Mr. Atish Kumar Chattopadhyay (DIN: 09483136) as an Additional Director of the Company in the category of Non-Executive Independent Director w.e.f. 02nd February, 2022 for a tenure of 5 years from the date of his appointment subject to the approval of the shareholders of the Company.

We hereby confirm that Mr. Atish Kumar Chattopadhyay is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority. Further, he is not related to any Director of the Company.

The details required under Regulation 30 of Listing Regulations read with SEBI circular dated 9th September, 2015 issued thereunder is furnished below:

Sr. No.	Disclosure requirement	Details
1	Reason for change	Appointment to have proper composition of Board and committees subject to approval of shareholders of the Company.
2	Date of Appointment/ Term of Appointment	Appointed w.e.f.02 nd February, 2022 for a tenure of 5 years.

12th November, 2021

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

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

Dear Sir/Madam,

Sub: Outcome of Board Meeting held today i.e. Friday, 12th November, 2021

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we wish to inform you that the Board of Directors of the Company in their Meeting held today i.e. Friday, 12th November, 2021, *inter alia* considered and approved the following matters:

1. The Un-audited Financial Results of the Company for the quarter and half year ended 30th September, 2021.

In terms of the provisions of Regulation 33 of the Listing Regulations, we are enclosing herewith the copy of following as Annexure-I:

- a. Un-audited Financial Results for the quarter and half year ended 30th September, 2021;
 - b. Statement of Assets and Liabilities as at 30th September, 2021;
 - c. Cash Flow statement for the half year ended 30th September, 2021; and
 - d. Limited Review Report on the said un-audited financial results received from the Statutory Auditors of the Company.
2. On the recommendation of the Audit Committee and subject to the approval of the shareholders, appointment of M/s Jayesh Dadia & Associates LLP, Mumbai (FRN:121142W/W100122) as a statutory auditor of the Company w.e.f. 12th November, 2021 subject to the approval of the shareholders, to fill the casual vacancy arising out of the resignation of the existing statutory auditors M/s J D Jhaveri & Associates (FRN:111850W) as a statutory auditor of the Company.

Pursuant to SEBI Circular CIR/ CFD / CMD / 4/ 2015 dated 9th September, 2015 a brief profile of M/s Jayesh Dadia & Associates LLP, Chartered Accountants is enclosed as "Annexure II.



3. Approval of the notice of postal ballot (by E-voting).

The Board also approved the draft notice of postal ballot to be issued to the shareholders for seeking their approval inter alia for:

- a. Issue of equity shares on preferential basis on conversion of loan into equity.
- b. Appointment of M/s Jayesh Dadia & Associates LLP, Chartered Accountant (FRN:121142W/W100122) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s J. D. Jhaveri & Associates, Chartered Accountant as a statutory auditor of the Company.
4. Appointment of Mr. Anshul Bhatt, Proprietor of Anshul Bhatt & Associates, Practicing Company Secretary as scrutinizer to conduct the proposed Postal Ballot and e-voting process in a fair and transparent manner.
5. The Board subject to approval of Members of the Company, approved conversion into equity an amount of the loan aggregating up to Rs.5,00,00,000/- (Rupees Five Crores Only), arising in the Company on account of unsecured loan agreement entered between DSJ Keep Learning Limited (Borrower) and New Bonanza Impex Private Limited (Lender). The conversion of loan into equity shall be in accordance with the applicable laws, regulations, consents, approvals as required.

The issuance/allotment of equity shares shall be in terms of the loan agreement entered between the Company and New Bonanza Impex Private Limited.

The information in connection with the preferential issue pursuant to Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015, is enclosed as 'Annexure-III' to this letter.

Further, we wish to inform you that Mr. Pravin Gaonkar (DIN: 09041578) has tendered his resignation from the office of Independent Director of the Company w.e.f. closing of business hours on 12th November, 2021. The Board of Directors of the Company appreciates his valuable contribution provided during his association as Director of the Company.

In this regard, please find below requisite disclosure as per Regulation 30 read with Para A of Part A of Schedule III to the Listing Regulations:



Sr. No.	Disclosure requirement	Details
1	Reason for change	Resignation due to pre-occupation and other commitments
2	Date of cessation	Close of business hours on 12 th November, 2021

Further, the Company has received confirmation from Mr. Pravin Gaonkar that there are no material reasons for his resignation other than those mentioned in his resignation letter. Copy of their resignation letter is appended herewith and marked as "Annexure IV".

The meeting of the Board of Directors commenced at 7:00 p.m. and concluded at 08:10 p.m.

Kindly take the same on your record.

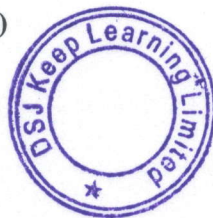
Thanking you,

Yours faithfully,

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

Jaiprakash

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



Encl.: A/a

Annexure-II- Appointment of Statutory Auditors to fill up the Casual Vacancy in the Office of Statutory Auditor:

Sr. No	Disclosure	Details
1.	Name of the Statutory Auditors	M/s Jayesh Dadia & Associates LLP, Mumbai (FRN:121142W/W100122)
2.	Reason for change	To fill up the casual vacancy caused by the resignation of M/s. J D Jhaveri & Associates, Chartered Accountant, as statutory Auditor of the Company.
3.	Date of Appointment	12 th November, 2021
4.	Terms of Appointment	To hold office till the conclusion of ensuing Annual General Meeting (AGM). Subject to the approval of the shareholder of the Company.
5.	Brief Profile of the Audit Firm	<p>M/s. Jayesh Dadia & Associates LLP (FRN:121142W/W10122) is a firm of chartered accountants rendering a gamut of professional & value added services related to audits, accountancy, direct taxation, company law matters, advisory services & FEMA matters.</p> <p>Mr. Jayesh Dadia, a Fellow Member of the Institute of Chartered Accountants of India, is the founder and senior partner of the firm with over 38 years of experience in the profession with expertise in areas of Companies Act, Income Tax Act and auditing & assurance services.</p>

