



DSJ Keep Learning Limited

FORMERLY KNOWN AS DSJ COMMUNICATIONS LIMITED
CIN: L80100MH1989PLC054329

05th September, 2022

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 32nd Annual General Meeting to be held on Friday, 30th September 2022 through Video Conference/Other Audio-Visual Means and Book Closure

With reference to the above captioned subject, we wish to inform you that the 32nd Annual General Meeting ("AGM") of the Company will be held on Friday 30th September 2022 at 2:00 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 32nd AGM, dated 30th August 2022. A Copy of the Notice of 32nd AGM is attached with this letter.

Further, pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th September 2022 to Friday, 30th September, 2022 (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

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



Encl.: A/a

Attn. Market Operations Department

Name of the Company: DSJ Keep Learning Limited

Scrip Code	Type of Security	Book Closure		Record date	Purpose
		From	To		
526677	Equity	Saturday, 24 th September, 2022	Friday, 30 th September, 2022	N.A.	32 nd Annual General Meeting

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

Jaiprakash

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 43476017, E-mail: compliance.dsj@gmail.com, Website: dsjkeeplearning.com

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting (“AGM”) of the Members of **DSJ KEEP LEARNING LIMITED** will be held on Friday 30th day of September, 2022 at 2:00 p.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pranav Sanjay Padode, Whole Time Director & CEO (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.
3. To appoint M/s. Jayesh Dadia & Associates LLP, Chartered Accountants, (Firm Registration No.: 121142W/W100122) as the Statutory Auditors of the Company and to fix their remuneration.

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

“**RESOLVED THAT** pursuant to the provisions of Section 139 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder or any other law (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Jayesh Dadia & Associates LLP, Chartered Accountants, (Firm Registration No.: 121142W/W100122) be and are hereby appointed as the Statutory Auditors of the Company, for a term of 5 (five) consecutive years, to hold office from the conclusion of this 32nd Annual General Meeting until the conclusion of 37th Annual General Meeting of the Company to be held in the calendar year 2027, on such remuneration and applicable taxes as recommended by the Audit Committee and as maybe mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

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

SPECIAL BUSINESS:

4. **APPROVAL FOR APPOINTMENT OF MR. ATISH KUMAR CHATTOPADHYAY AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** Mr. Atish Kumar Chattopadhyay (DIN: 09483136), who was appointed as an Additional (Independent) Director of the Company, with effect from 02nd February, 2022 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and who holds office as such upto the date of this ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member as required under Section 160 of the Act signifying his intention to propose the candidature of Mr. Atish Kumar Chattopadhyay for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and the and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, statutory modifications or re-enactments thereon for the time being in force) to hold office for a term of 5 (five) consecutive years commencing from his date of appointment, i.e. 02nd February, 2022 up to 01st February, 2027, who shall not be liable to retire by rotation.”

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

5. TO APPROVE RELATED PARTY TRANSACTION WITH 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, the consent of the members of the Company be and is hereby accorded to enter into the new 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 Lakhs)		
		01.10.2022 to 31.03.2023	2023-24	2024-25
Sankalp Family Trust	Availing or rendering of any services	50	50	50
	Borrowings	50	50	50
	Leasing of property of any kind	50	50	50

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

6. AUTHORITY TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND PROVIDE SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) thereof for the time being in force and as may be enacted from time to time), if any, the consent of the members of the Company be and is hereby accorded to make loan to any person or other body corporate/give guarantee or provide security in connection with a loan taken by subsidiaries / associates or any person or other body corporate or to acquire by way of subscription, purchase or otherwise securities of anybody corporate from time to time in one or more tranches on such terms and conditions as the Board, may, in its absolute discretion deem fit and in the interest of the Company, notwithstanding the fact that the aggregate of the investments, so far made, or securities so far provided, loan/guarantee so far given by the Company along with the proposed investments which exceeds 60% of the paid up share capital and free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, provided that the maximum amount of investment made or loan/guarantee given / security provided by the Company shall not exceed INR 500 crores (Rupees Five Hundred Crores only) at any point of time as prescribed under Section 186 of the Companies Act, 2013.

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

7. APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:

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

“**RESOLVED THAT** pursuant to provisions of Section 185 and all other applicable provisions, if any, of the Companies Act, 2013 read with Section 186 and Rules made thereunder as amended from time to time, (including any statutory modification(s) or reenactment thereof for the time being in force) the consent of the members be and is hereby accorded to authorize the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee(s) and or provide any security (ies) in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by any entity (said entity (ies) covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section (b) of Section 2 of the said section) which is a subsidiary or associate or joint venture of the Company, or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company.

RESOLVED FURTHER THAT Mr. Sanjay Padode, Chairman & Managing Director, Mr. Pranav Sanjay Padode, Whole Time Director & Chief Executive Officer, Mr. Shrikant Chilveri, Chief Financial Officer and Mr. Jaiprakash Gangwani, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

8. AUTHORITY TO BORROW MONEY:

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

“**RESOLVED THAT** in suppression of the earlier resolution passed by the members in the AGM of the Company held on 29th September 2014 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company and subject to such approvals, sanctions and consents (hereinafter referred to as the “Approvals”) as may be required from such authorities and institutions or bodies either in rupees or in such other foreign currencies as may be permitted by law from time to time and such conditions as may be prescribed by any of them while granting such approval, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or be duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board to borrow in any manner from time to time any sum or sums of moneys at its discretion on such terms and conditions as the Board may deem fit, notwithstanding that the moneys to be borrowed by the Company together with the moneys already borrowed or to be borrowed (apart from temporary loans and other credit facilities obtained or to be obtained from the Company’s bankers in the ordinary course of its business), whether secured or unsecured, will or may exceed the aggregate of the paid up capital and free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed and outstanding at any one time shall not exceed the sum of INR 500 Crores (Rupees Five Hundred Crores only).

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

9. AUTHORITY TO CREATE MORTGAGES/CHARGES/HYPOTHECATION ON ASSETS OF THE COMPANY:

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

“RESOLVED THAT in suppression of the earlier resolution passed by the members in the AGM of the Company held on 29th September 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read with Companies (Meeting of Board and its Power) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or be duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution) to pledge, mortgage, hypothecate and/or to create charge in any manner, on all or any of the immovable and/or moveable assets including outstanding monies, receivables, claims, bills, documents, contracts, engagements, securities, investments and rights of the Company both present and future of the Company for securing any loan obtained or as may be obtained, and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of any Bank or any Consortium of Banks or Financial Institutions or funds or any person or body(ies) together with interest, cost, charges, expenses and any other money(ies) payable by the Company or to create charge to secure any loan taken by other entities/bodies corporates any third party in respect of such borrowings, on such terms and conditions as the Board may deem fit in the interest of the Company provided that the total amount at any point of time so secured/mortgaged shall not exceed the limit as approved under Section 180(1)(c) of the Companies Act, 2013 at this ensuing AGM.

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

10. ISSUE OF EQUITY SHARES TO THE PROMOTER ON PREFERENTIAL BASIS BY WAY OF CONVERSION OF UNSECURED LOAN:

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

“RESOLVED THAT pursuant to provisions of Section 62(1)(C) and 62(3) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations, 2018”), as amended from time to time, Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeover) Regulations, 2011, as amended from time to time, (“SEBI Takeover Regulations”) and in accordance with listing agreements entered into by the company with the Stock Exchanges where the shares of the Company are listed or proposed to be listed and any other guidelines and clarifications issued by the Government of India, all applicable circulars, notifications issued by the Securities and Exchange Board of India (“SEBI”) and the applicable laws, rules, regulations, notifications, guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India (“RBI”) and other competent authorities, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from the Central Government, RBI, SEBI and/or from any other appropriate authority, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution to offer, issue, and allot on preferential basis (“Preferential Issue”) in one or more tranches up to 43,61,885 (Forty Three Lakhs Sixty One Thousand Eight Hundred and Eighty Five) Equity Shares of the face value of Re. 1/- (Rupee One only) each fully paid up at par aggregating to Rs. 1/- (Rupees One only) to New Bonanza Impex Private Limited (“NB IPL”) being the lender and promoter, on a preferential basis, at a price of Re.1 (Rupee One) per share aggregating to Rs.1 (Rupees one) or price not less than price to be calculated in accordance with the SEBI ICDR Regulations upon the conversion of unsecured loan of Rs. 43,61,885/- (Rupees Forty Three Lakhs Sixty

One Thousand Eight Hundred and Eighty Five) outstanding as on date in the name of the Proposed Allottees in such manner and on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 or any other provisions of law as may be prevailing as on date.

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations 2018 for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the above mentioned allottees is Tuesday, 30th August, 2022 i.e., being the date, which is 30 days prior to the date of the AGM i.e. Friday 30th September, 2022.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of Equity Shares on a preferential issue basis, shall be subject to the following terms and conditions apart from other conditions as specified in the explanatory statement under Section 102 of the Companies Act annexed hereto:

- a. The Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as may be prescribed by the SEBI ICDR Regulations, 2018;
- b. The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- c. Allotment shall only be made in dematerialized form;
- d. The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval;
- e. The Equity Shares proposed to be issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.

RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

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

By Order of the Board of Directors

Place: Mumbai
Date: 30th August, 2022

Jaiprakash Gangwani
Company Secretary & Compliance Officer
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 and 2/2022 dated 05th May, 2022 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 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 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, 2022. Members seeking to inspect such documents can send an email to compliance.ds@gmail.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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system on the date of the AGM will be provided by NSDL.
9. In compliance with the aforesaid Circulars, Notice of the 32nd AGM along with the Annual Report 2021-22 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 32nd AGM and Annual Report 2021-22 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 NSDL (agency for providing the remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting.nsd.com.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. The recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement. Necessary information of the Directors as required under Regulation 36(3)

of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice. The Statement read together with the Annexures hereto and these notes form an integral part of this Notice.

13. Pursuant to provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of Listing Regulations, the Register of Members & Share Transfer Books of the Company will remain closed from Saturday, 24th September, 2022 to Friday, 30th September, 2022 (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.
15. Members are requested to follow the process detailed below for registration of email address, updation of bank account details and other KYC details:

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

16. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Compliance Officer at the registered office of the Company or by writing an email to compliance.dsj@gmail.com at least 7 (seven) days in advance of the meeting to enable the Company to provide the information required at the meeting.
17. The Equity shares of the Company are listed at BSE Limited and National Stock Exchange of India Limited.
18. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participants with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the RTA of the Company – M/s. Link Intime India Private Limited.

19. Non-Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable, if such details were not furnished earlier.

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

- In compliance with 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, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide e-voting facility to its members to cast their vote electronically on the resolutions mentioned in the Notice of the 32nd Annual General Meeting (AGM) of the Company dated 30th August, 2022. The members may cast their vote using an electronic voting system from a place other than the venue of the meeting. The Company has engaged the services of NSDL as agency to provide the e-voting facility.
- The Members can join the AGM in the VC/OAVM mode thirty (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.
- The Company has appointed M/s. Anshul Bhatt & Associates, Company Secretaries, Mumbai as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process at the AGM in a fair and transparent manner. The Company has fixed Friday 23rd September, 2022 as the 'Cut-off Date'. The e-voting /voting rights of the Members/beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. Friday 23rd September, 2022.

The e-voting facility is available at the link www.evoting.nsdl.com.

21. The Instructions For Members For remote e-Voting and joining AGM are as Under:-

- I. The remote e-voting period begins on Tuesday, 27th September, 2022 at 09:00 A.M. and ends on Wednesday, 29th September, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday 23rd September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday 23rd September, 2022.

II. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system at <https://www.evoting.nsdl.com>.





Step 2: Cast your vote electronically on NSDL e-voting system.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 09thDecember, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are 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 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),
	<p>Password/OTP and aVerification 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 the options available against company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL 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 Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders 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.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders 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 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***s*** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

22. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to evoting@nsdl.co.in.
2. In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID + CLIENT ID or 16-digit beneficiary ID), name of shareholder, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to evoting@nsdl.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. In terms of SEBI circular dated 09th December, 2020, on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

23. GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mail@anshulbhattandassociates.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <http://www.evoting.nsdl.com> or call on toll free no.: 1800 1020 990/1800 224 430 or send a request at evoting@nsdl.co.in.

24. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. In case of any grievances connected with facility for e-voting on the day of AGM, please contact **Ms Pallavi Mhatre, Senior Manager, at email id: evoting@nsdl.co.in.**

25. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through desktop/laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
3. 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.
4. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come-first-serve basis and the Company may close the window for joining the VC/OAVM facility 30 minutes after the scheduled time to start the AGM.
5. Members may note that the VC/OAVM facility, provided by NSDL, allows participation of atleast 1,000 Members on a first-come-first-serve basis. The large shareholders (i.e. shareholders 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. can attend the AGM without any restriction on account of first-come-first-serve principle.
6. Members who need assistance before or during the AGM, can contact NSDL at evoting@nsdl.co.in or call on toll free no.: 1800 1020 990/1800 224 430 or contact Mr Amit Vishal, Assistant Vice President – NSDL or Ms Pallavi Mhatre, Senior Manager - NSDL at evoting@nsdl.co.in.
7. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 (Three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance.dsj@gmail.com. The members 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.dsj@gmail.com. These queries will be replied to by the company suitably by email.
8. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

26. OTHER INSTRUCTION:

1. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, 23rd September, 2022.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday, 23rd September, 2022 may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on <http://www.evoting.nsdl.com> or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date Friday, 23rd September, 2022 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.
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. 6252 and CP No. 3531) 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 NSDL at www.evoting.nsdl.com. The Company shall simultaneously communicate the results to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed.
7. Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the date of the AGM, i.e. 30th September, 2022.

ANNEXURE TO NOTICE

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

ITEM NO:3

To appoint M/s. Jayesh Dadia & Associates LLP, Chartered Accountants, (Firm Registration No.: 121142W/W100122) as the Statutory Auditors of the Company and to fix their remuneration:

M/s. Jayesh Dadia & Associates LLP, Chartered Accountants, (Firm Registration No.: 121142W/ W100122), was appointed as the Statutory Auditors of the Company by the resolution passed by the Members through Postal Ballot on 25th December, 2021 for filling up the casual vacancy caused by the resignation of former auditor viz. M/s. J. D. Jhaveri and Associates, to hold office till the conclusion of this Annual General Meeting.

Based on the recommendation of the Audit Committee and confirmation received from M/s. Jayesh Dadia & Associates LLP, on their eligibility, the Board recommends to the Members for their appointment as the Statutory Auditors of the Company for a period of 5 (five) years, from the conclusion of this 32nd Annual General Meeting till the conclusion of 37th Annual General Meeting to be held in the year 2027.

Jayesh Dadia & Associates LLP have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit.

The proposed fees for the said appointment will be Rs 3,00,000/- (Rupees Three Lakhs) (exclusive of taxes and inclusive of reimbursement of out of pocket expenses) to conduct the audit for the financial year 2021-22, which may be revised/ fixed for further term of appointment as may be mutually agreed upon by the Board of Directors or person authorized by the Board of Directors and the Auditors which is in line with the industry standards. This amount would exclude certification and review fees. The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by M/s. Jayesh Dadia & Associates LLP, during their association with the Company and also in line with the industry benchmarks. The fees payable to the statutory auditors for the remaining tenure of the proposed re-appointment will be determined by the Board of Directors as per the recommendations of the Audit Committee. The fees for services in the nature of tax audit and other professional work, if any, will be in addition to the audit fee and will be determined by the Board of Directors in consultation with the Auditors and as per the recommendations of the Audit Committee.

Credentials:

Jayesh Dadia & Associates LLP is an established multi-disciplinary chartered accountancy firm head quartered in Mumbai rendering a gamut of value added services relating to audits, accountancy, direct taxation, Goods and Services Tax, Company Law, FEMA matters as well as advisory services. Its operations are adequately supported by qualified professionals and staff. It is catering to various clients in diverse sectors. As required under Regulation 33(1)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the firm holds a 'Peer Review' certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Board, based on the recommendation of the Audit Committee, unanimously recommends the resolution set out at item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution as set out in item no. 3 of this Notice.

ITEM NO:4

Approval for appointment of Mr. Atish Kumar Chattopadhyay as an Independent Director of the Company:

Mr. Atish Kumar Chattopadhyay has been appointed as an Additional (Independent) Director of the Company for a term of 5 (five) consecutive years with effect from 02nd February, 2022, subject to approval of shareholders at the this Annual General Meeting. He is the recipient of the first Y K Bhushan Memorial Award for his 'outstanding contribution to management education' instituted by Higher Education Foundation of India. He led the rechristening of IFIM Business School as JAGSOM and the institute emerged as one of the top B-Schools from India with an international profile. Being the 6th School to be accredited by AACSB and ranked in the QS World University Rankings for the Masters in Marketing, Masters in Analytics and Finance Masters Programs. JAGSOM made its debut in Indian rankings being ranked amongst the top 30 B-Schools in India (Business Today-MDRA 2021).

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Atish Kumar Chattopadhyay holds office as such up to the date of this ensuing Annual General Meeting. In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 (“the Act”), an Independent Director can be appointed for a term of 5 (five) consecutive years and shall not be liable to retire by rotation.

Considering his knowledge and experience in the domains of education and other aspect in which the Company operates and the contributions made by the directors during the current tenure, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five consecutive years with effect from 02nd February, 2022 up to 01st February, 2027.

Mr. Atish Kumar Chattopadhyay has given requisite declaration pursuant to Section 149(7) of the Act, to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act. The Company has also received notice from a member as per the provisions of Section 160 of the Act, proposing his candidature for the office of Independent Director. Further, he is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as such.

In the opinion of the Board, Mr. Atish Kumar Chattopadhyay fulfills the conditions specified in the Act, the Rules made there under and Listing Regulations for appointment as an Independent Director and he is independent of the management. The Nomination & Remuneration Committee has also recommended his appointment as an Independent Director for a term of 5 (five) consecutive years.

Brief resume of Mr. Atish Kumar Chattopadhyay as stipulated under Regulation 36(3) of Listing Regulations and SS-2 issued by the ICSI forms part of the Notice. The draft letter of appointment would be available electronically for inspection by the Members on the website of the Company at dsjkeeplearning.com.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the expertise of Mr. Atish Kumar Chattopadhyay as an Independent Director.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval of the shareholders.

Mr. Atish Kumar Chattopadhyay is not holding any shares in the Company. Except Mr. Atish Kumar Chattopadhyay, being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

ITEM NO:5

To approve related party transaction with Sankalp Family Trust:

Post the approval of shareholders in the above agenda items, the Company may require to avail any services from related parties in which Directors of the Company are interested. As a result, it is proposed to seek approval for the period of three years effective from 01st October, 2022 to 31st March, 2025.

As per the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company's Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company (“the Policy”), approval of members by Ordinary Resolution is required for all material related party transaction(s).

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.

In accordance with Regulation 23 of the SEBI Listing Regulations, “Material Related Party Transaction” means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company (“material related party limit”).

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
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 October 2022 to 31 st March, 2025	Availing or rendering any services, Borrowings, Leasing of property of any kind	Availing or rendering any services 01.10.2022 to 31.03.2025- Rs 50/- Lakhs Borrowings: 01.10.2022 to 31.03.2025- Rs 50/- Lakhs Leasing of property of any kind. 01.10.2022 to 31.03.2025- Rs 50/- Lakhs

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

The above new transaction were approved by the Audit Committee at its meeting held on 30th August, 2022 and is recommended by the Board of Directors vide resolution passed at its meeting held on same day viz. 30th August, 2022 to the unrelated shareholders of the Company for their approval.

The Board recommends the Ordinary Resolution as set out at item no. 5 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: 6

Authority to make investments, give loans, guarantees and provide securities under section 186 of the Companies Act, 2013:

As per the provisions of Section 186 of the Companies Act, 2013 a Company, without approval of the shareholders by passing a Special Resolution, cannot give any loan to any person or other body corporate/give any guarantee or provide security in connection with a loan to any other body corporate or person or acquire by way of subscription, purchase or otherwise, securities of anybody corporate exceeding-

- i) Sixty per cent of its paid up capital, free reserves and securities premium account or
- ii) One hundred per cent of its free reserves and securities premium account, whichever is more,

Your Company is constantly reviewing opportunities for expansion of its business operations and therefore it may require to provide financial support to meet long term financial and working capital requirements by way of loan(s) and/or guarantee(s) and/or security (ies) / investment in securities of such subsidiaries / joint ventures / associate companies / other bodies corporate.

It is, therefore, proposed that the Board of Directors of the Company be authorized to invest by way of subscription and/or purchase of securities, grant of loan(s), giving of guarantee(s) and/or providing of security (ies) for an amount not exceeding Rs. 500 Crores from time to time in/to one or more of the persons/entities i.e. subsidiaries /joint ventures / associate companies/ other bodies corporate. Since the above investments, loans, guarantees and/or securities proposed together with the loans and investments already made, guarantee and securities already given may exceed the limit as specified in Section 186 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, approval of the members is required for the same.

The Board of Directors accordingly recommends the resolution as set out at Item No. 6 of the Notice for your approval.

Except Mr. Sanjay Padode Mrs. Kalpana Padode and Mr. Pranav Sanjay Padode and/or their relatives, none of the other Directors and their relatives are in any way, concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

ITEM NO: 7

Approval of loans, investments, guarantee or security under Section 185 of Companies Act, 2013:

In terms of the Section 185 of the Companies Act 2013, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such entity ((said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013), subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement and the loans are utilised by the borrowing companies for its principal business activities.

It is proposed to grant loan or give guarantee or provide security in respect of any loan granted to such entities and the proposed loan shall be at the interest rate of prevailing market rate and shall be used by the borrowing Company for its principal business activities only.

The Management is of the view that the Company may be required to give loan to any other body corporate(s) in which the Directors of the Company are interested, as and when required. Hence, as an abundant caution, the Board decided to seek approval of the shareholders pursuant to the provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, to other body corporate(s) in whom any of the Directors of the Company is interested up to an aggregate amount as approved by the shareholder of the Company under Section 186 of the Company Act, 2013 over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

The Board of Directors recommends resolution as set out in item No. 7 for approval of the members of the Company by way of passing a Special Resolution.

Except Mr. Sanjay Padode Mrs. Kalpana Padode and Mr. Pranav Sanjay Padode and/or their relatives, none of the other Directors and their relatives are in any way, concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

ITEM NO.8 & 9

Authority to borrow money and to create mortgages/charges/hypothecation on assets of the Company:

Section 180 (1)(c) of the Companies Act, 2013 requires that the Board of Directors of the Company should obtain approval of the Shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital, free reserves and securities premium account of the Company. Accordingly the approval of shareholders was obtained at the Annual General Meeting held on 29th September 2014.

The Company is in need of funds to meet its working capital requirements, capital expenditure or the expansion plan / program of the Company, the Company may require to raise further loans / borrowings from financial institutions, banks and others. The Board sought it fit to approach banks and financial institutions for the same.

Accordingly, it is proposed to increase the present limits of borrowings upto Rs. 500/- Crores.

Further, to secure the said borrowings, which the Company may borrow from time to time, the Company may be required to create mortgages / charges / hypothecation in favour of the Lenders/Financial Institutions/Bodies Corporate/others, on all or any of its movable and immovable properties. In order to create aforesaid mortgages / charges / hypothecation, the consent of the Shareholders by means of Special Resolution is required under section 180 (1)(a) of Companies Act, 2013.

In terms of Section 180(1)(a) & 180(1)(c) of the Companies Act ,2013, for item nos. 8 & 9 approval of the members is being sought for increasing the borrowing powers and to create the charge on assets of the Company by Special Resolutions.

The Board of Directors of the Company recommends the Special Resolutions as set out at Item nos. 8 & 9 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the said resolutions.

ITEM NO:10

Issue of Equity Shares to the Promoter on preferential basis by way of conversion of unsecured loan:

As on 29th August, 2022, the outstanding unsecured loan due to the promoters of the Company viz. New Bonanza Impex Private Limited ('NBIPL') amounts to Rs.2,87,09,635/- (Rupees Two Crores Eighty Seven Lakhs Nine Thousand Six Hundred and Thirty Five only). The Board of Directors, due to the current financial situation and liquidity position of the Company proposes to convert a portion of the loan amount into equity.

The Board of Directors in their meeting held on 30th August, 2022 has resolved to issue, offer and allot upto 43,61,885 (Forty Three Lakhs Sixty One Thousand Eight Hundred and Eighty Five) Equity Shares at Re.1/- (Rupee One only) per share aggregating to Rs 43,61,885/- (Rupees Forty Three Lakhs Sixty One Thousand Eight Hundred and Eighty Five) to NBIPL being the promoter of the Company, on a preferential basis, by converting an equivalent amount of outstanding unsecured loan into Equity Shares. The Special Resolution as mentioned under Item No. 10 proposes to authorize the Board to issue and allot these shares on preferential basis, in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations, 2018 and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

The following are the details of the unsecured loan sought to be converted into Equity Shares pursuant to this resolution:

Sr. No	Name of the proposed Allottee	Outstanding loan amount as on 29 th August, 2022	Number of Equity Shares to be allotted pursuant to the conversion of unsecured loan (INR 43,61,885) into equity	Balance of loan outstanding after conversion (in Rs.)
1.	New Bonanza Impex Private Limited	2,87,09,635	43,61,885	2,43,47,750

The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations, 2018 in relation to the aforesaid Special Resolution are given as under:

- a. **Objects of the preferential issue:** The object of this issue is to repay an outstanding loan due to the Lender and existing promoter of the Company by converting the outstanding unsecured loan into Equity Shares. Further the Board of Directors, due to the current financial situation and liquidity position of the Company proposes to convert a portion of the loan amount into equity.
- b. **Maximum number of specified securities to be issued:**
Preferential Issue of up to 43,61,885 Equity shares of face value of Rs.1/- each to the proposed allottees at an issue price of Rs. 1/- each, in terms of Chapter V of SEBI ICDR Regulations and applicable provisions of Companies Act, 2013 aggregating up to Rs. 43,61,885 /-.
- c. **The price or price band at/within which the allotment is proposed:**
INR 1/-(Face Value Rs. 1/- each).
- d. **Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer:**
The subscription securities shall be offered to NBIPL, one of the existing promoter of the Company. NBIPL has indicated its intention to subscribe to the preferential allotment of the subscription securities by exercising the option for converting unsecured loan into equity.
- e. **The class or classes of persons to whom the allotment is proposed to be made:**
The Preferential Issue of Equity Shares is proposed to be made to exiting promoter, being NBIPL.
- f. **Number of persons to whom allotment on preferential basis have already been made during the financial year 2022-23 in terms of number of securities as well as price:**
During the financial year 2022-23, no preferential allotment has been made to any person as of the date of this Notice.

g. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The proposed allotment of Equity Shares is consequent to conversion of amount of Unsecured loan obtained by the Company from the Proposed Allottee therefore the Company has obtained a Valuation report from Mr. Nitish Chaturvedi, Registered Valuer (Registration No. IBBI/RV/03/2020/12916); dated 30th August 2022, an independent registered valuer.

h. The shareholding pattern of the Company before and after the proposed preferential issue to promoters is likely to be as follows:

Sr. No	Category of Shareholders	Pre-preferential issue Shareholding		Preferential issue	Post Issue Holding	
		No. of Shares	%of Total Shareholding	No. of Shares	No. of Shares	% of Total Shareholding
A	Promoter and Promoter Group					
(i)	Indian Promoters					
(a)	Individuals / Hindu Undivided Family	7874830	9.46	-	7874830	8.99
(b)	Bodies Corporate	25409833	30.53	4361885	29771718*	33.99
(c)	Others (Trusts)	-	-	-	-	-
(ii)	Foreign					
	Individual	-	-	-	-	-
	Bodies Corporate	-	-	-	-	-
	Sub Total (A)	33284663	39.99	4361885	37646548	42.98
B	Non- Promoters' Holding					
1.	Institutions					
(a)	Mutual Fund	-	-	-	-	-
(b)	Financial Institutions / Banks	839000	1.01	-	839000	0.96
(c)	Insurance Companies	400000	0.48	-	400000	0.46
C.	Non-Institution					
(a)	Bodies Corporate	7512065	9.03	-	7512065	8.58
(b)	Residents/ Individuals	39300824	47.22	-	39300824	44.87
(d)	NRI	42465	0.05	-	42465	0.05
(e)	NBFC	-	-	-	-	-
(f)	Overseas Corporate Bodies	1008000	1.21	-	1008000	1.15
(g)	Clearing Members	20800	0.02	-	20800	0.02
(h)	Directors/Relatives	20000	0.02	-	20000	0.02
(i)	Foreign Trusts	0	0.00	-	0	0.00
(j)	Indian Trusts	18000	0.02	-	18000	0.02
(k)	IEPF	0	0.00	-	0	0.00
(l)	HUF	780345	0.94	-	780345	0.89
	Sub Total (B)	49941499	60.01	-	49941499	57.02
	Grand Total (A+B)	83226162	100.00	4361885	87588047	100.00

Note: The above pre-issue shareholding pattern is prepared as on 30.06.2022.

* Includes 43,61,885 Equity Shares proposed to be allotted pursuant to Preferential Issue.

i. The proposed time within which the allotment shall be completed: 15 (fifteen) days from the date of:

- passing of the special resolution by the Members; or
- receipt of approval/permission from any regulatory authority, if such allotment requires any such approval.

j. identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:

Sr. No	Name of the proposed allottee	Name of ultimate beneficial owner	% of holding in the Company
1.	New Bonanza Impex Private Limited	Sanjay Padode	73%

k. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:

Sr. No	Name of the Proposed Allottee	Pre-preferential issue Shareholding		Post preferential issue Shareholding	
		No. of Shares	%	No. of Shares	%
1.	New Bonanza Impex Private Limited	41,44,662	4.98	85,06,547	9.71

NBIPL become the part of the promoter group of the Company except that there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of equity shares of the Company.

l. Lock-in Period:

- The Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, if any, of the Proposed Allottee, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

m. Issue price and Relevant Date:

- In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as 30th August 2022 for the purpose of computation of issue price of Equity Shares being the date thirty days prior to the date on which the meeting of shareholders' resolution is passed.
- In compliance with Regulation 166A of the SEBI ICDR Regulations as the preferential issue to the proposed allottee, is not more than five per cent of the post issue fully diluted share capital of the Company and there would be no subsequent change in control in the Company, thus the minimum issue price per Equity share is higher of the price determined through following methods was considered:
 1. The Equity Shares of the Company are listed on BSE Limited ("BSE") and Nation Stock Exchange of India Limited (NSE) and are infrequently traded as per provisions of ICDR Regulations. Thus, the price is determined in compliance with Regulation 165 of SEBI ICDR Regulations for Preferential Issue taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares. A certificate from Mr. Nitish Chaturvedi, Registered Valuer (RegistrationNo. IBBI/RV/03/2020/12916), the Independent Valuer confirming the minimum price.
 2. The fair value of each equity share determined through valuation certificate of Mr. Nitish Chaturvedi, Registered Valuer (Registration No. IBBI/RV/03/2020/12916), the Independent Valuer is Rs 1/- per equity share.
 3. Method of determination of price as per the Articles of Association of the Company - Not applicable. The Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.
- The pricing of the Equity Shares to be allotted on preferential basis is Rs. 1/- (Rupees One Only) each to the proposed allottee.

n. Undertakings:

- None of the Company, its Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- The Company is not required to re-compute the price of the Equity Shares in terms of the provisions of the SEBI ICDR Regulations.**

If the Company was required to re-compute the price then it would have undertaken such re-computation and if the amount payable on account of the re-computation of price was not paid by the proposed allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares proposed to be issued under this resolution would have been continued to be locked- in till the time such amount would have paid by the proposed allottees.

**Since the Companies equity shares are listed on recognized Stock Exchanges for a period of more 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.

- Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI ICDR Regulations are not applicable.
- The Proposed Allottee has confirmed that it has not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

o. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

Name of the allottee	Current Status	Status after the proposed allotment
New Bonanza Impex Private Limited	Promoter Group	Promoter Group

p. Practicing Company Secretary’s Certificate:

The certificate from M/s. Anshul Bhatt & Associates, Practicing Company Secretary, certifying that the preferential issue of Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company’s website at the link: [dsjkeeplearning.com](https://www.dsjkeeplearning.com).

q. Recommendations and Voting Pattern of the committee of Independent directors of the Company:

There is no change in the control of the Company, hence recommendation from a committee of independent directors of the issuer after considering all the aspects relating to the preferential issue including pricing, and the voting pattern is not applicable.

r. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:

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 except to their shareholding in the Company.

The documents (including Valuation Report, Article of Association) referred to in the Notice, for which this shareholder's approval is being obtained, will be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM i.e. 30th September, 2022. Members seeking to inspect such documents can send an email to compliance.dsj@gmail.com.

The Board of Directors recommends the resolutions as set out in Item No. 10 of this notice for the issue of Equity Shares on a preferential basis, to the proposed allottees by way of Special Resolution.

By Order of the Board of Directors

Place: Mumbai
Date: 30th August, 2022

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

In pursuance of the Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), details of Director seeking appointment/re-appointment at the ensuing Annual General Meeting are as follows:

Name of Director	Mr. Pranav Sanjay Padode	Mr. Atish Kumar Chattopadhyay
Category of Director/ Designation /Position in the Company	Whole-time Director and Chief Executive Officer (KMP)	Independent Director
DIN	08658387	09483136
Date of Birth (Age)	05 th December, 1996 (25 years)	05 th April, 1968 (53 years)
Nationality	Indian	Indian
Date of appointment as Director	05 th December, 2020	02 nd February, 2022
Designation	Whole-Time Director and CEO	Independent Director
Qualification	Undergraduate in Electrical Engineering from Stanford University and graduated in 2019.	PHD from Aligarh Muslim University
Experience/Expertise	Mr. Pranav Sanjay Padode is a Computer Engineer and possesses fair knowledge of IT Skills.	Mr. Atish Kumar Chattopadhyay is the recipient of the first Y K Bhushan Memorial Award for his 'outstanding contribution to management education' instituted by Higher Education Foundation of India. He led the rechristening of IFIM Business School as JAGSoM and the institute emerged as one of the top B-Schools from India with an international profile - Being the 6 th School to be accredited by AACSB and ranked in the QS World University Rankings for the Masters in Marketing, Masters in Analytics and Finance Masters Programs. JAGSoM made its debut in Indian rankings being ranked amongst the top 30 B-Schools in India (Business Today-MDRA 2021).
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.	Appointment as Independent Director for a period of five years w.e.f. 02 nd February, 2022 to 01 st February, 2027.
Remuneration Last drawn (including sitting fees, if any)	During the financial year ended 31 st March, 2022 Rs. 12,00,000/- was paid as remuneration to Mr. Pranav Sanjay Padode.	Nil
Details of Remuneration sought to be paid	No change in the terms and condition for remuneration to be paid.	Sitting fees for attending each meeting of the Board/ Committees and as may be decided by the Board of Directors of the Company from time to time for each of the Financial Year within the limits prescribed under the Companies Act, 2013.
Number of Meetings of the Board attended during the year (Financial Year 2021-22)	6	1

Shareholding in the Company (Equity Shares of Re. 1/- each)	Nil	Nil
List of directorships held in other Companies(excluding Foreign Companies and Section 8 Companies)	Public Companies Dalal Street Press Limited Get Ahead Education Limited Dalal Street Credit Capital Limited Private Limited Pranav Kumar Estate Private Limited	None
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	Not related

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

By Order of the Board of Directors

Place: Mumbai
Date: 30th August, 2022

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