

30th August, 2022

To
The Manager – CRD,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Scrip Code: 526677

Dear Sir/Madam,

To
The Manager,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1
Bandra Kurla Complex, Bandra (East),
Mumbai- 400 051

Symbol: KEEPLEARN

Subject: Outcome of Board meeting held today i.e., Tuesday, 30th August 2022

Reference: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Pursuant to the provisions of Regulation 30 read with Schedule III of Listing Regulations, This is to inform you that the Board of Directors of the Company at their Meeting held today i.e., Tuesday, 30th August 2022, inter alia considered and approved following:

- a) Appointed M/s Jayesh Dadia & Associates LLP as a Statutory Auditor of the Company for a period of five (5) years from the conclusion of AGM held in the year 2022 till the conclusion of AGM to be held in the year 2027 subject to the approval of the members in the ensuing Annual General Meeting (AGM) of the Company.
- b) Appointed Mr. Atish Kumar Chattopadhyay, as an Independent Director of the Company 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 subject to the approval of the members in the ensuing Annual General Meeting (AGM) of the Company.
- c) Approved related party transaction with Sankalp Family Trust subject to the approval of the members in the ensuing Annual General Meeting (AGM) of the Company.
- d) Authorised to make investments, give Loans, Guarantees and provide Securities under section 186 of the Companies Act, 2013 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) subject to the approval of the members in the ensuing Annual General Meeting (AGM) of the Company.

- e) Approved Loans, Investments, Guarantee or Security under section 185 of Companies Act, 2013 up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013 subject to the approval of the members in the ensuing Annual General Meeting (AGM) of the Company.
- f) Authorised to borrow money 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) subject to the approval of the members in the ensuing Annual General Meeting (AGM) of the Company.
- g) Authorised to create mortgages/charges/hypothecation on assets 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 subject to the approval of the members in the ensuing Annual General Meeting (AGM) of the Company.
- h) Issue of equity shares on preferential basis subject to the approval of members of the Company and regulatory/statutory approvals and requirement, as may be necessary.

The details in this regards pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015, is enclosed as **Annexure-A** to this letter.

- i) Approved the Boards' report along with annexures for the year ended 31st March 2022.
- j) Appointed scrutinizer for conducting e-voting for the 32nd AGM of the Company.
- k) Fixed 32nd Annual General Meeting of the Company to be held on 30th September 2022, Friday at 2.00 p.m. Further information will be informed in due course at the time of dispatch of notice to the members.

The meeting of the Board of Directors commenced at 06:00 p.m. and concluded at 07:00 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-A

Details regarding preferential issue

The details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September 2015 are given as under:

a)	Type of securities proposed to be issued (viz. equity shares, convertibles etc.);	Equity Shares of face value of Rs 1/- each of the Company.
b)	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Preferential issue for Conversion of loan into Equity shares of the Company.
c)	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	Upto 43,61,885 Equity Shares at a price of Re.1/- per share.
d)	in case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):	
i	Names of the investor(s);	The Equity shares are proposed be allotted to New Bonanza Impex Private Limited (Promoter Group)

ii	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	Not applicable
iii	in case of convertibles – intimation on conversion of securities or on lapse of the tenure of the instrument:	Not applicable
iv.	Number of Investors	One
v.	In case of convertibles, intimation on conversion of securities or on lapse of the tenure of the instrument.	Not Applicable
5.	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable