



DSJ Keep Learning Limited

FORMERLY KNOWN AS DSJ COMMUNICATIONS LIMITED
CIN: L80100MH1989PLC054329

30th September, 2022

To,

The Manager – CRD

BSE Limited

Phiroze Jeejeebhoy Tower,

Dalal Street, Fort, Mumbai – 400 001

Scrip Code: 526677

The Manager

National Stock Exchange of India Limited

Exchange Plaza, Bandra – Kurla Complex,

Bandra (East), Mumbai – 400 051

SYMBOL: KEEPLEARN

Dear Sir/Madam,

Sub.: Proceedings of 32nd Annual General Meeting held on Friday, 30th September 2022 held through Video Conference/Other Audio Visual Means

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith the proceedings of the 32nd Annual General Meeting (AGM) of the Members of the Company held on Friday, 30th September, 2022 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility in accordance with the applicable circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

You are requested to kindly take the same on record.

Thanking you

Yours faithfully

For DSJ Keep Learning Limited

(Formerly Known as DSJ Communications Limited)

Jaiprakash Gangwani

Company Secretary & Compliance Officer

ACS No: 55760

Encl.: As above.

PROCEEDINGS OF THE 32nd ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, 30TH SEPTEMBER, 2022

The 32nd Annual General Meeting (“AGM”) of the Company was held on Friday, 30th September, 2022 at 2.00 p.m. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) facility. The meeting commenced at 02:00 P.M. (IST) and concluded at 03.05 P.M. (IST) (including time allowed for e-voting at AGM).

Mr. Sanjay Padode, Chairman & Managing Director, chaired the proceedings of the meeting. The requisite quorum being present, the Meeting was called in order. Thereafter, he introduced other directors who joined the Meeting from various locations and the new Chief Operating Officer (COO), Mr. Anurup Doshi, who is attending the meeting from Mumbai. All the directors including the respective Chairpersons of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee etc., were also present at the AGM.

The representative of M/s. Jayesh Dadia & Associates LLP, the Statutory Auditors and Mr. Anshul Bhatt Secretarial Auditor for the year 2021-22 were also present at the Meeting.

Total 62 Members attended the AGM as per the records of the attendance.

The Whole-time Director and CEO, Mr. Pranav Padode, upon being invited by the Chairman, made a presentation on the business operations and performance of the Company.

Thereafter Mr. Anuroop Doshi COO upon being invited by the CEO, made a presentation on the performance of the Company looking at the future prospects and given thanks to the shareholders and other board members..

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

He further informed that the Company had tied up with National Securities Depository Limited (NSDL) to provide facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC / OAVM facility. He then informed that remote e-voting commenced at 9:00 a.m. (IST) on Tuesday 27th September, 2022 and ended at 5:00 p.m. (IST) on Thursday, 29th September 2022.

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

The members were also informed that Mr. Anshul Bhatt (Proprietor) M/s Anshul Bhatt & Associates, Company Secretaries, was appointed as the scrutinizer to scrutinise the voting through electronic means (i.e. remote e-voting and voting at the meeting through electronic voting system). Mr. Jaiprakash Gangwani then informed the Members that the Report of Board of Directors, the Accounts for the financial year ended 31st March, 2022 and the Notice convening the 32nd AGM were taken as read, as the same had already been circulated to the Members. As there were no qualifications in the Audit Report, it was not required to be read.

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

Item No.	Agenda Items	Type of Resolutions	Mode of voting
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2022, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	Remote e-voting and e-voting at AGM
2.	To appoint a Director in place of Mr. 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 reappointment.	Ordinary	Remote e-voting and e-voting at AGM
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.	Ordinary	Remote e-voting and e-voting at AGM
Special Business			
4.	Approval for Appointment of Mr. Atish Kumar Chattopadhyay (DIN: 09483136) as an Independent Director of the Company.	Ordinary	Remote e-voting and e-voting at AGM

5.	To Approve Related Party Transaction with Sankalp Family Trust.	Ordinary	Remote e-voting and e-voting at AGM
6.	Authority to Make Investments, Give Loans, Guarantees and Provide Securities under Section 186 of the Companies Act, 2013.	Special	Remote e-voting and e-voting at AGM
7.	Approval of Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013.	Special	Remote e-voting and e-voting at AGM
8.	Authority to Borrow Money pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013	Special	Remote e-voting and e-voting at AGM
9.	Authority to Create Mortgages/Charges/Hypothecation on Assets of the Company pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013.	Special	Remote e-voting and e-voting at AGM
10	Issue of Equity Shares to the Promoter on Preferential Basis by way of Conversion of Unsecured Loan.	Special	Remote e-voting and e-voting at AGM

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

Thereafter, Mr. Sanjay Padode, Chairman & Managing Director invited the speaker shareholders, who had done prior registrations, to express their views and ask questions, if any. However, the Company had not received any request from the shareholders to register them as the speaker shareholders.

Mr. Sanjay Padode announced that the e-voting results along with the consolidated Scrutinizer's Report shall be placed on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and would also be placed on the website of the Company i.e. dsjkeeplearning.com and website of NSDL i.e. <https://www.evoting.nsdl.com> within 2 (two) working days from the conclusion of the meeting.



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Notes: Thereafter, Mr. Sanjay Padode, Chairman & Managing Director concluded the meeting after thanking the directors, shareholders and other panellists for joining the meeting and the meeting was concluded with a vote of thanks to the Chair.

1. The Company will separately intimate the voting results (remote e-voting and voting at the meeting through electronic voting system) to the Stock Exchanges.
2. This document does not constitute minutes of the proceedings of the 32nd Annual General Meeting of the Company.

This is for your information and records.

Yours faithfully,

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

Jaiprakash Gangwani
Company Secretary & Compliance Officer
ACS No: 55760