

23<sup>rd</sup> May, 2025

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.: Notice of Postal Ballot of DSJ Keep Learning Limited**

**Listing Regulation: Regulation 30 and all other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and regarding our Board Meeting Outcome dated **21<sup>st</sup> May, 2025**, please find enclosed herewith a copy of the postal ballot notice dated **21<sup>st</sup> May, 2025** along with the Explanatory Statement pursuant to applicable provisions of the Companies Act, 2013 and related rules for seeking approval of the shareholders of the Company on the following resolutions:

Sr. No	Particulars	Type of Resolution
1.	Approve of Material related party transactions	Ordinary resolution
2.	Appointment of Mrs. Sasmita Giri (DIN: 11098304) as a Non-Executive Independent Woman Director of the Company	Special resolution
3.	Appointment of Mr. Raju Poojari (DIN: 11001717) as a Non-Executive Independent Director of the Company	Special resolution

419-A, 4<sup>th</sup> Floor, Arun Chambers, Next to AC Market, Tardeo, Mumbai - 400034

**Tel: +91-8976958625 | Email: [compliance@dsjkeeplearning.com](mailto:compliance@dsjkeeplearning.com) | Website: [dsjkeeplearning.com](http://dsjkeeplearning.com)**

The Postal Ballot Notice is also being sent to the Members of the Company who have their email addresses registered with the Company/Depositories and whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on **Friday, 16<sup>th</sup> May, 2025 ("Cut-off date")** through electronic mode only. Please note that there will be no dispatch of physical copies of Postal Ballot Notice or forms to the Members of the Company and no physical ballot forms will be accepted by the Company.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide remote e-voting facility to the Members.

The remote e-voting period commences on **Tuesday, May 27, 2025, at 9:00 A.M. (IST) and ends on Wednesday, June 25, 2025 at 5:00 P.M. (IST)**. The e-voting module shall be disabled by CDSL thereafter.

Voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. Please note that communication of assent or dissent of the Members would only take place through the remote e-voting system. The instructions for remote e-voting are provided in the 'Notes' section to the Notice. The results of the voting by postal ballot will be announced not later than two working days from the conclusion of the remote e-voting.

The above information shall also be made available on the Company's website <https://dsjkeeplearning.com/> and the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

Kindly take the same on your record.

Thanking you.

Yours faithfully,

**For DSJ Keep Learning Limited**

**Jaiprakash Gangwani**

**Company Secretary & Compliance Officer**

Encl.: A/a

**NOTICE OF POSTAL BALLOT**  
**(Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended)**

Dear Member(s),

**NOTICE** is hereby given that pursuant to Sections 108, 110 of the Companies Act, 2013 (**"the Act"**), read with Rules 20 and 22 of the Companies (**Management and Administration**) Rules, 2014 (**"the Rules"**), the Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**), read with the General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (**"MCA"**) (hereinafter collectively referred to as **"MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and other applicable provisions, of the Act, rules, regulations, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the resolutions as set out hereunder are proposed for approval of the Members of **DSJ Keep Learning Limited** (**"The Company"**) for seeking approval of the members of the Company to the resolutions appended below are proposed to be passed by Members of the Company, by the way of Postal Ballot (**"Postal Ballot"**) only through voting by electronic means (**"remote e-voting"**).

The explanatory statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act pertaining to the resolutions setting out the material facts concerning item and the reasons thereof is annexed hereto for your consideration.

In compliance with the MCA Circulars, the Company is sending the Notice only by email to all its members who have registered their email addresses with the Company/Registrar and Transfer Agent ('RTA')/ Depositories participant(s) and whose names appear in the Register of Members / List of Beneficial Owners of the Company provided by the Depositories as on **Friday, 16<sup>th</sup> May 2025 (i.e. the "Cutoff Date")**. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations (iii) the SS-2 and (iv) MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of **Central Depository Services (India) Limited ("CDSL")** as the agency to provide Remote e-Voting facility. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the **Cut-off date**. The instructions for Remote e-Voting forms part of this Postal Ballot Notice.

The Postal Ballot Notice will also be placed on the website of the Company ([dsjkeeplearning.com](http://dsjkeeplearning.com)) and on the website of NSDL (<https://www.evotingindia.com/>).

**DSJ Keep Learning Limited**  
**(Formerly Known as DSJ Communications Limited)**  
**CIN: L80100MH1989PLC054329**  
**Regd. Off.:** 419-A, Arun Chambers, 4<sup>th</sup> Floor, Tardeo, Next to AC Market, Mumbai - 400034 India  
**Tel:** 8976958625, **E-mail:** [compliance@dsjkeeplearning.com](mailto:compliance@dsjkeeplearning.com),  
**Website:** [dsjkeeplearning.com](http://dsjkeeplearning.com)

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Pursuant to **Rule 22** of the Companies (**Management and Administration**) Rules, 2014, the Board of Directors on Wednesday, 21<sup>st</sup> May, 2025 has appointed **Mr. Anshul Bhatt Practicing Company Secretaries, Mumbai (Membership No. 23502 & Certificate of Practice No. 8589)** as the **Scrutinizer** for conducting the E-Voting/Postal Ballot process in a fair and transparent manner. He has communicated his willingness for his appointment and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit their report to the Chairman of the Company or, in his absence, any person of the Company, duly authorized by the Board for the purpose, after completion of scrutiny of Postal Ballots in a fair and transparent manner.

The results of the Postal Ballot will be announced on or before i.e., within two (2) working days from close of voting period and also be hosted on website of the Company ([dsjkeeplearning.com](http://dsjkeeplearning.com)) and on the website of **CDSL** (<https://www.evotingindia.com/>) will be communicated to **Stock Exchanges** along with the **Scrutinizers' Report** where the Equity Shares of the Company are listed.

The Proposed Resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. **Wednesday, 25<sup>th</sup> June, 2025.**

**RESOLUTION FOR POSTAL BALLOT**  
**(Pursuant to Section 110 of the Companies Act, 2013)**

**SPECIAL BUSINESS:**

**1. APPROVE OF MATERIAL RELATED PARTY TRANSACTIONS WITH THE FOLLOWING RELATED PARTIES:**

- CENTRE FOR DEVELOPMENTAL EDUCATION
- VIJAYBHOOMI EDUCATION FOUNDATION
- VIJAYBHOOMI UNIVERSITY
- NEW BONANZA IMPEX PRIVATE LIMITED
- GET AHEAD EDUCATION LIMITED
- MR. SANJAY PADODE
- MR. PRANAV PADODE
- SPHERE AGROTECH LIMITED
- NINE MEDIA AND INFORMATION SERVICES LIMITED
- SANKALP FAMILY TRUST
- HOME CATERING SERVICE PRIVATE LIMITED
- RESOLUTE RESOURCE SOLUTIONS PRIVATE LIMITED

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 whether by renewal(s) or extension(s) or modification(s) of earlier arrangements/transactions/ contracts or otherwise, with respect to transactions as detailed in the explanatory statement, the consent of the members of the Company be and is hereby accorded to enter into the 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):

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

**CIN: L80100MH1989PLC054329**

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**Tel:** 8976958625, **E-mail:** [compliance@dsjkeeplearning.com](mailto:compliance@dsjkeeplearning.com),

**Website:** [dsjkeeplearning.com](http://dsjkeeplearning.com)

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Name of the Related Parties	Nature of Transactions	Approximate Value of Transactions (Rs. in Crores)
		<b>FY 2025-26</b>
Centre for Developmental Education	Availing or rendering of any services	25
	leasing of property of any kind	25
	selling or otherwise disposing of, or buying, property of any kind	25
	<b>Total</b>	<b>75</b>
Vijaybhoomi Education Foundation	Availing or rendering of any services	25
	leasing of property of any kind	25
	selling or otherwise disposing of, or buying, property of any kind	25
	<b>Total</b>	<b>75</b>

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Name of the Related Parties	Nature of Transactions	Approximate Value of Transactions (Rs. in Crores)
		FY 2025-26
Vijaybhoomi University	Availing or rendering of any services	25
	leasing of property of any kind	25
	selling or otherwise disposing of, or buying, property of any kind	25
	<b>Total</b>	<b>75</b>
New Bonanza Impex Private Limited	Availing or rendering of any services	25
	leasing of property of any kind	25
	selling or otherwise disposing of, or buying, property of any kind	25
	Borrowing/Lending (Loans and Advances) during the financial year 2025-26 on such term(s) and condition(s) as the Board of Directors may deem fit.	25
	<b>Total</b>	<b>100</b>
Get Ahead Education Limited	Availing or rendering of any services	5
	Borrowing/Lending (Loans and Advances) during the financial year 2025-26 on such term(s) and condition(s) as the Board of Directors may deem fit.	5
	<b>Total</b>	<b>10</b>

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**Website:**[dsjkeeplearning.com](http://dsjkeeplearning.com)

Name of the Related Parties	Nature of Transactions	Approximate Value of Transactions (Rs. in Crores)
		FY 2025-26
Sanjay Padode, Chairman, Managing Director and Promoter	Borrowing	25
	<b>Total</b>	<b>25</b>
Mr. Pranav Padode, Whole Time Director CEO and Promoter	Borrowing	25
	<b>Total</b>	<b>25</b>
Sphere Agrotech Limited	Availing or rendering of any services	1
	leasing of property of any kind	1
	selling or otherwise disposing of, or buying, property of any kind	1
	Borrowing/Lending (Loans and Advances) during the financial year 2025-26 on such term(s) and condition(s) as the Board of Directors may deem fit.	1
	<b>Total</b>	<b>4</b>
Nine Media and Information Services Limited:	Availing or rendering of any services	1
	leasing of property of any kind	1
	selling or otherwise disposing of, or buying, property of any kind	1
	Borrowing/Lending (Loans and Advances) during the financial year 2025-26 on such term(s) and condition(s) as the Board of Directors may deem fit.	1
	<b>Total</b>	<b>4</b>



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Name of the Related Parties	Nature of Transactions	Approximate Value of Transactions (Rs. in Crores)
		FY 2025-26
Sankalp Family Trust	Leasing of property of any kind	1
	<b>Total</b>	<b>1</b>
Home Catering Service Private Limited	Availing or rendering of any services	5
	leasing of property of any kind	1
	selling or otherwise disposing of, or buying, property of any kind	5
	Borrowing/Lending (Loans and Advances) during the financial year 2025-26 on such term(s) and condition(s) as the Board of Directors may deem fit.	5
	<b>Total</b>	<b>16</b>
Resolute Resource Solutions Private Limited	Availing or rendering of any services	1
	Borrowing/Lending (Loans and Advances) during the financial year 2025-26 on such term(s) and condition(s) as the Board of Directors may deem fit.	1
	<b>Total</b>	<b>2</b>

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**RESOLVED FURTHER THAT** Mr. Sanjay Padode, Chairman & Managing Director, Mr. Pranav Padode, Whole Time Director & Chief Executive Officer, Mrs. Nidhi Mishra, 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.

**RESOLVED FURTHER THAT,** a certified true copy of the above resolution be furnished to all concerned under the signature of any one of Mr. Sanjay Padode, Mr. Pranav Padode, Mrs. Nidhi Mishra, or Mr. Jaiprakash Gangwani, who are hereby severally authorized to sign the same on behalf of the Company."

**2. APPOINTMENT OF MRS. SASMITA GIRI (DIN: 11098304) AS A NON-EXECUTIVE INDEPENDENT WOMAN DIRECTOR 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** pursuant to sections 149, 150, 152, 161 and other applicable provisions, if any, of The Companies Act, 2013 ("the Act") read with Rule 8 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or reenactment thereof for the time being in force] and Schedule IV to the Act and various Regulation 16, 17, 25(2A) and other relevant regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulation"), as amended from time to time and the Articles of Association of the Company and Nomination and Remuneration Policy of the Company, based on the recommendation of Nomination and remuneration committee and approval of the Board vide its meeting dated 21<sup>st</sup> May 2025, Mrs. Sasmita Giri (DIN: 11098304), who was appointed pursuant to Section 161 of the Act as an Additional Non-Executive Independent Woman Director, by the Board on recommendation of Nomination & Remuneration Committee with effect from 22<sup>nd</sup> May, 2025, who possesses relevant expertise and experience and is not being disqualified under Section 164 of the Companies Act and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment, along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and other relevant disclosure / declarations, and in respect of whom the Company has received a notice in writing under section 160 of the Act from member proposing her candidature for the office of a Director, the Consent of member of the Company be and is hereby accorded to appoint Mrs. Sasmita Giri (DIN: 11098304) as a "Non-Executive Independent Woman Director" of the Company to hold office for a first term of 5 (five) consecutive years commencing from 22<sup>nd</sup> May, 2025 to 21<sup>st</sup> May, 2030 (both days inclusive), not liable to retire by rotation and that she shall be paid sitting fees as approved by the Board and reimbursement of expenses (if any) as may be permissible under the law from time to time.

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**RESOLVED FURTHER THAT** Mr. Sanjay Padode, Chairman & Managing Director, Mr. Pranav Padode, Whole Time Director & Chief Executive Officer, Mrs. Nidhi Mishra, 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 considered necessary, desirable or expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company, inter-alia, filings of required forms / documents with the Ministry of Corporate Affairs and Stock Exchange and / or other authorities as may be required to give effect to this resolution.

**RESOLVED FURTHER THAT,** a certified true copy of the above resolution be furnished to all concerned under the signature of any one of Mr. Sanjay Padode, Mr. Pranav Padode, Mrs. Nidhi Mishra, or Mr. Jaiprakash Gangwani, who are hereby severally authorized to sign the same on behalf of the Company."

**3. APPOINTMENT OF MR. RAJU POOJARI (DIN: 11001717) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR 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** pursuant to sections 149, 150, 152, 161 and other applicable provisions, if any, of The Companies Act, 2013 ("the Act") read with Rule 8 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or reenactment thereof for the time being in force] and Schedule IV to the Act and various Regulation 16, 17, 25(2A) and other relevant regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulation"), as amended from time to time and the Articles of Association of the Company and Nomination and Remuneration Policy of the Company, based on the recommendation of Nomination and remuneration committee and approval of the Board vide its meeting dated 26<sup>th</sup> March 2025, Mr. Raju Poojari (DIN: 11001717), who was appointed pursuant to Section 161 of the Act as an Additional Non-Executive Independent Director, by the Board on recommendation of Nomination & Remuneration Committee with effect from 27<sup>th</sup> March, 2025, who possesses relevant expertise and experience and is not being disqualified under Section 164 of the Companies Act and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment, along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and other relevant disclosure / declarations, and in respect of whom the Company has received a notice in writing under section 160 of the Act from member proposing his candidature for the office of a Director, the Consent of member of the Company be and is hereby accorded to appoint Mr. Raju Poojari (DIN: 11001717) as a "Non- Executive Independent Director" of the Company to hold office for a first term of 5 (five) consecutive years commencing from 27<sup>th</sup> March, 2025 to 26<sup>th</sup> March, 2030 (both days inclusive), not liable to retire by rotation and that he shall be paid sitting fees as approved by the Board and reimbursement of expenses (if any) as may be permissible under the law from time to time."

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**RESOLVED FURTHER THAT** Mr. Sanjay Padode, Chairman & Managing Director, Mr. Pranav Padode, Whole Time Director & Chief Executive Officer, Mrs. Nidhi Mishra, 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 considered necessary, desirable or expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company, inter-alia, filings of required forms / documents with the Ministry of Corporate Affairs and Stock Exchange and / or other authorities as may be required to give effect to this resolution.

**RESOLVED FURTHER THAT,** a certified true copy of the above resolution be furnished to all concerned under the signature of any one of Mr. Sanjay Padode, Mr. Pranav Padode, Mrs. Nidhi Mishra, or Mr. Jaiprakash Gangwani, who are hereby severally authorized to sign the same on behalf of the Company."

**By the Order of the Board**  
**For DSJ Keep Learning Limited**  
**(Formerly known as DSJ Communications Limited)**

**Place : Mumbai**  
**Date: 21<sup>st</sup> May 2025**

**Sd/-**  
**Jaiprakash Gangwani**  
**Company Secretary**  
**(ICSI Membership No. ACS 55760)**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, read with SS-2 and other applicable provisions, as amended from time to time setting out material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

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2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent via electronic mode only, to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company and as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ("Depositories") as on Friday, May 16, 2025 ("Cut-off date") and whose e-mail addresses are registered with the Company/ the Registrar and Transfer Agent (RTA) – MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), the Depositories/ Depository Participants. The Company has also made necessary arrangements for the members to register their email address for receiving the Postal Ballot Notice. Members who have not registered their email address are requested to register the same as per the process mentioned below.
3. As per the MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelopes are not being sent to the Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote e-Voting only. A Member cannot exercise his vote by proxy on postal ballot.
4. The Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, May 16, 2025, the Cut-off Date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.
5. Members may note that this Notice will be available on the Company's website at [dsjkeeplearning.com](http://dsjkeeplearning.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the website of Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com).
6. In compliance with provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and the Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India on General Meetings, the Company is pleased to provide e-voting facility to the Members to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by Central Depository Services (India) Limited (CDSL).
7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, May 16, 2025. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

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8. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on Friday, May 16, 2025 Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.
9. The relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement shall be available for inspection electronically, during business hours on all working days, from the date of dispatch until the last date of the Remote e-Voting, on the basis of the request of the Member(s) being sent on [compliance@dsjkeeplearning.com](mailto:compliance@dsjkeeplearning.com) mentioning their name, Folio no./Client ID and DP ID and the name of the document they wish to inspect, with a self-attested copy of their PAN Card attached to the e-mail.
10. The e-voting period commences on Tuesday, May 27, 2025, at 9:00 A.M. (IST) and ends on Wednesday, June 25, 2025 at 5:00 P.M. (IST). During this period, Members of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-Off date i.e., Friday, May 16, 2025, may cast their vote by e-voting. The e-voting module shall be disabled by Central Depository Services (India) Limited (CDSL) after the aforesaid date and time for voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
11. The Company has appointed Anshul Bhatt (Membership No. 23502), Practicing Company Secretaries, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company or any other person duly authorised by the Chairman and the results of the voting by Postal Ballot will be announced as per prescribed limits under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, from the conclusion of the Remote e-voting.
12. The Proposed Resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. **Wednesday, 25<sup>th</sup> June, 2025**. The said results will be available on the Company's website at [dsjkeeplearning.com](http://dsjkeeplearning.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the website of Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com).

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13. SEBI has mandated the updation of PAN, contact details, Bank account, specimen signature and nomination details, against folio/ demat account. PAN is also required to be updated for participating in the securities market, deletion of name of deceased holder and transmission / transposition of shares. As per applicable SEBI Circular, PAN details are to be compulsorily linked to Aadhar details by the date specified by Central Board of Direct Taxes. Shareholders are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their DP in case of holding in dematerialised form or to Company's RTA, through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available on the Company's website at <https://dsjkeeplearning.com/> and on the website of MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited) at [https://web.in.mpms.mufig.com/helpdesk/Service\\_Request.html](https://web.in.mpms.mufig.com/helpdesk/Service_Request.html) in case of holdings in physical form.
14. Shareholders may note that SEBI vide its Circular no. SEBI /HO /MIRSD /MIRSD\_RTAMB/P /CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing certain prescribed service requests. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 and ISR-5, as the case may be, the formats of which are available on the Company's website at <https://dsjkeeplearning.com/> and on the website of MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited) <https://in.mpms.mufig.com/>. Members are requested to note that any service request would only be processed after the folio is KYC Compliant.
15. SEBI vide its notification dated 24<sup>th</sup> January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, the members are advised to dematerialize their holdings.

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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- (i) The voting period begins on **Tuesday, May 27, 2025, at 9:00 A.M. (IST) and ends on Wednesday, June 25, 2025 at 5:00 P.M. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, May 16, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** :Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:



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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdsiindia.com">www.cdsiindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdsiindia.com">www.cdsiindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdsiindia.com">www.cdsiindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal or click at</li> </ol>

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	<p><a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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), Password/OTP and a Verification 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**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.

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**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant DSJ Keep Learning Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;[compliance@dsjkeeplearning.com](mailto:compliance@dsjkeeplearning.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [compliance@dsjkeeplearning.com](mailto:compliance@dsjkeeplearning.com).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911

**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 READ WITH SECTION 110 OF THE ACT:**

**ITEM NO. 1: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015 FOR FINANCIAL YEAR 2025-26:**

The Company may require to avail support services for running education and other services from related parties in which Directors of the Company are interested in addition to obtain loans from an entities where Directors and Promoters have significant influence as per the applicable Accounting Standards. As a result, it is proposed to seek approval for the financial year 2025-26.

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

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Pursuant to the amended **Regulation 23** of the SEBI Listing Regulation, effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore (Rupees One thousand crores) or 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Based on current applicable threshold for determining the related party transactions that require prior Shareholders approval and to facilitate seamless contracting and rendering/availing of services between the Company and “related parties”, the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution.

The aforesaid transactions would be considered as a related party transactions as all the parties mentioned above are related parties of the Company as per the definition of related party prescribed under the Companies Act, 2013 and SEBI Listing Regulations.

The Audit Committee and Board of Directors of the Company have, on the basis of relevant details provided by the management, as required by the law, at their respective meetings held on March 26, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company. Accordingly, as per the SEBI Listing Regulations, approval of the Members is being sought for contracts /arrangements / transactions proposed to be undertaken by the Company with during financial years 2025-26.

As per the SEBI LODR, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolutions.

The Board recommends passing of the Ordinary Resolution as set out in Item nos. 1 of this Notice for approval by the Members of the Company.

Except Mr. Sanjay Padode (Chairman & Managing Director), Mrs. Kalpana Padode (Non-executive & Non Independent Director), Mr. Pranav Padode (Whole-Time Director & CEO), and entities where these Directors have significant influence or shareholding—such as promoter/group entities and their relatives—none of the other Directors, Key Managerial Personnel, or their relatives are concerned or interested in the said resolution.

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**Information required under Regulation 23 of SEBI LODR read with SEBI Circular dated November 22, 2021, is provided below:**

**FOR ITEM NO.1: DETAILS OF MATERIAL RELATED PARTY TRANSACTION WITH CENTRE FOR DEVELOPMENTAL EDUCATION, VIJAYBHOO MI EDUCATION FOUNDATION AND VIJAYBHOO MI UNIVERSITY**

<b>Sr. No</b>	<b>Description</b>	<b>Details</b>		
1	Name of the related Parties	Centre For Developmental Education	Vijaybhoomi Education Foundation	Vijaybhoomi University
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Directors and their relatives having influence in the entity	Directors and their relatives having influence in the entity	Directors and their relatives having influence in the entity
3	Tenure of the proposed transaction	Financial Year 2025-26		
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	The proposed limits for transactions with each of the related parties for FY 2025–26, including the nature and value of transactions, are detailed in the resolution table forming part of this Notice of postal ballot.		
5.	Particulars of the proposed transaction	Same as per Point 4	Same as per Point 4	Same as per Point 4
6	Value of the proposed Transaction	The proposed limits for transactions with each of the related parties for FY 2025–26, including the nature and value of transactions, are detailed in the resolution table forming part of this Notice of postal ballot.		
7.	Name of the director or key managerial personnel who is related, if any	Mr. Sanjay Padode, Mrs. Kalpana Padode Mr. Pranav Padode and Mrs. Laxmi Padode	Mr. Sanjay Padode, Mrs. Kalpana Padode and Mr. Pranav Padode	Mr. Sanjay Padode and Mrs. Kalpana Padode



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8.	The percentage of the listed entity's annual consolidated turnover, considering FY2023-24 as the immediately preceding financial year	1187.35%	1187.35%	1187.35%
9. Transaction related to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary				
9 (a)	Details of the source of funds in connection with the Proposed Transaction	Not Applicable		
9 (b)	If any financial indebtedness is incurred to make or give such loans/advances/securities for loan and Nature of Indebtedness/Cost of Funds/Tenure	Not Applicable		
9(c)	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Not Applicable		
9(d)	Purpose for which funds will be utilized by the Company	Not Applicable		
10.	Justification as to why the proposed transaction is in the interest of the Company	<p>The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.</p> <p>Given the nature of the Education industry, the Company works closely with its related parties (including its promoter and other entities) to achieve its business objectives.</p> <p>Contribute to the Company's mission of delivering high-quality, affordable, and innovative education, ultimately improving learning outcomes and stakeholder value.</p>		

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

**CIN: L80100MH1989PLC054329**

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**Tel:** 8976958625, **E-mail:** [compliance@dsjkeeplearning.com](mailto:compliance@dsjkeeplearning.com),

**Website:** [dsjkeeplearning.com](http://dsjkeeplearning.com)

11.	Details about valuation report	Not Applicable
12	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Not Applicable
13	Any other information that may be relevant	All relevant information setting out material facts forms part of this Notice.

**FOR ITEM NO.1: DETAILS OF MATERIAL RELATED PARTY TRANSACTION WITH NEW BONANZA IMPEX PRIVATE LIMITED, GET AHEAD EDUCATION LIMITED AND MR. SANJAY PADODE**

Sr. No	Description	Details		
1	Name of the related Parties	New Bonanza Impex Private Limited	Get Ahead Education Limited	Sanjay Padode
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Promoter entity	Directors and their relatives having influence in the entity	Chairman, Managing Director and Promoter
3	Tenure of the proposed transaction	Financial Year 2025-26		
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	The proposed limits for transactions with each of the related parties for FY 2025–26, including the nature and value of transactions, are detailed in the resolution table forming part of this Notice of postal ballot.		
5.	Particulars of the proposed transaction	Same as per Point 4	Same as per Point 4	Same as per Point 4
6	Value of the proposed Transaction	The proposed limits for transactions with each of the related parties for FY 2025–26, including the nature and value of transactions, are detailed in the resolution table forming part of this Notice of postal ballot.		

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7.	Name of the director or key managerial personnel who is related, if any	Mr. Sanjay Padode, and Mrs. Kalpana Padode	Mr. Sanjay Padode, Mrs. Kalpana Padode and Mr. Pranav Padode	Mr. Sanjay Padode is the Chairman, Managing Director and Promoter of the Company.
8.	The percentage of the listed entity's annual consolidated turnover, considering FY2023-24 as the immediately preceding financial year	1583.14%	158.31%	395.78%
9. Transaction related to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary				
9 (a)	Details of the source of funds in connection with the Proposed Transaction	Not Applicable		
9 (b)	If any financial indebtedness is incurred to make or give such loans/advances/securities for loan and Nature of Indebtedness/Cost of Funds/Tenure	Not Applicable		
9(c)	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Not Applicable		
9(d)	Purpose for which funds will be utilized by the Company	Not Applicable		
10.	Justification as to why the proposed transaction is in the interest of the Company	Not Applicable		
11.	Details about valuation report	Not Applicable		

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12	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Not Applicable
13	Any other information that may be relevant	All relevant information setting out material facts forms part of this Notice

**FOR ITEM NO.1: DETAILS OF MATERIAL RELATED PARTY TRANSACTION WITH MR. PRANAV PADODE, SPHERE AGROTECH LIMITED AND NINE MEDIA AND INFORMATION SERVICES LIMITED**

Sr. No	Description	Details		
1	Name of the related Parties	Sphere Agrotech Limited	Nine Media and Information Services Limited	Mr. Pranav Padode
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Directors and their relatives having influence in the entity	Promoter entity	Whole Time Director, Chief Executive Officer (CEO) and Promoter
3	Tenure of the proposed transaction	Financial Year 2025-26		
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	The proposed limits for transactions with each of the related parties for FY 2025–26, including the nature and value of transactions, are detailed in the resolution table forming part of this Notice of postal ballot.		
5.	Particulars of the proposed transaction	Same as per Point 4	Same as per Point 4	Same as per Point 4
6	Value of the proposed Transaction	The proposed limits for transactions with each of the related parties for FY 2025–26, including the nature and value of transactions, are detailed in the resolution table forming part of this Notice of postal ballot.		

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**Website:**[dsjkeeplearning.com](http://dsjkeeplearning.com)

7.	Name of the director or key managerial personnel who is related, if any	Mr. Sanjay Padode, and Mrs. Kalpana Padode	Mr. Sanjay Padode and Mrs. Kalpana Padode	Mr. Pranav Padode is the Whole Time Director, Chief Executive Officer (CEO) and Promoter of the Company.
8.	The percentage of the listed entity's annual consolidated turnover, considering FY2023-24 as the immediately preceding financial year	63.33%	63.33%	395.78%
9. Transaction related to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary				
9 (a)	Details of the source of funds in connection with the Proposed Transaction	Not Applicable		
9 (b)	If any financial indebtedness is incurred to make or give such loans/advances/securities for loan and Nature of Indebtedness/Cost of Funds/Tenure	Not Applicable		
9(c)	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Not Applicable		
9(d)	Purpose for which funds will be utilized by the Company	Not Applicable		

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10.	Justification as to why the proposed transaction is in the interest of the Company	<p>The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.</p> <p>Given the nature of the Education industry, the Company works closely with its related parties (including its promoter and other entities) to achieve its business objectives.</p> <p>Contribute to the Company's mission of delivering high-quality, affordable, and innovative education, ultimately improving learning outcomes and stakeholder value.</p>
11.	Details about valuation report	Not Applicable
12	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Not Applicable
13	Any other information that may be relevant	All relevant information setting out material facts forms part of this Notice

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**FOR ITEM NO.1: DETAILS OF MATERIAL RELATED PARTY TRANSACTION WITH SANKALP FAMILY TRUST, HOME CATERING SERVICE PRIVATE LIMITED AND RESOLUTE RESOURCE SOLUTIONS PRIVATE LIMITED**

Sr. No	Description	Details			
1	Name of the related Parties	Sankalp Family Trust	Home Catering Service Private Limited	Resolute Resource Solutions Private Limited	
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Directors and their relatives having influence in the entity	Directors and their relatives having influence in the entity	Directors and their relatives having influence in the entity	
3	Tenure of the proposed transaction	Financial Year 2025-26			
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	The proposed limits for transactions with each of the related parties for FY 2025–26, including the nature and value of transactions, are detailed in the resolution table forming part of this Notice of postal ballot.			
5.	Particulars of the proposed transaction	Same as per Point 4	Same as per Point 4	Same as per Point 4	
6	Value of the proposed Transaction	The proposed limits for transactions with each of the related parties for FY 2025–26, including the nature and value of transactions, are detailed in the resolution table forming part of this Notice of postal ballot.			
7.	Name of the director or key managerial personnel who is related, if any	Mr. Sanjay Padode, and Mrs. Kalpana Padode	Mr. Sanjay Padode, Mrs. Kalpana Padode and Mrs. Kritika Padode	Mr. Sanjay Padode, and Mrs. Kalpana Padode	

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8.	The percentage of the listed entity's annual consolidated turnover, considering FY2023-24 as the immediately preceding financial year	15.83%	253.30%	31.67%
9. Transaction related to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary				
9 (a)	Details of the source of funds in connection with the Proposed Transaction	Not Applicable		
9 (b)	If any financial indebtedness is incurred to make or give such loans/advances/securities for loan and Nature of Indebtedness/Cost of Funds/Tenure	Not Applicable		
9(c)	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Not Applicable		
9(d)	Purpose for which funds will be utilized by the Company	Not Applicable		
10.	Justification as to why the proposed transaction is in the interest of the Company	<p>The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.</p> <p>Given the nature of the Education industry, the Company works closely with its related parties (including its promoter and other entities) to achieve its business objectives.</p> <p>Contribute to the Company's mission of delivering high-quality, affordable, and innovative education, ultimately improving learning outcomes and stakeholder value.</p>		



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11.	Details about valuation report	Not Applicable
12	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Not Applicable
13.	Any other information that may be relevant	All relevant information setting out material facts forms part of this Notic

**ITEM NO. 2: APPOINTMENT OF MRS. SASMITA GIRI (DIN: 11098304) AS A NON-EXECUTIVE INDEPENDENT WOMAN DIRECTOR OF THE COMPANY:**

Pursuant to the relevant provisions of the Companies Act, 2013 (**the 'Act'**) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations"**), in terms of the Nomination and Remuneration Policy of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, in their meeting held on 21<sup>st</sup> May, 2025 appointed **Mrs. Sasmita Giri (DIN: 11098304)** an Additional Director in the category of Independent Woman Director of the Company under Section 149, 150, 152 and 161 read with Schedule IV of the Act, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

Further, as per Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the appointment, re-appointment or removal of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a **special resolution**.

The Company has received requisite disclosures/declarations from **Mrs Sasmita Giri**.

- Consent to act as Director u/s 152 of the Act (Form DIR-2);
- Disclosure of interest u/s 184(1) of the Act (Form MBP-1);
- Declaration u/s 164 of the Act (Form DIR- 8) to the effect that she is not disqualified to become Director;
- Declaration of independence u/s 149(6) of the Act and Reg. 16 of the Listing Regulations;
- Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that she has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority;
- Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company (as per Reg. 25(8) of SEBI Listing Regulations);
- Disclosure as per Regulation 26(2) of SEBI Listing Regulations

The Company has, in terms of Section 160(1) of the Act, received a notice from a member in writing proposing her candidature for appointment as an Independent Director.

The Nomination and Remuneration Committee ("NRC") of the Board, considering the knowledge, experience, diverse skills, expertise, contribution, and based on the Nomination and Remuneration Policy of the Company, has recommended to the Board for appointment of Mrs. Sasmita Giri as an Independent Director for the term of five consecutive years commencing from 22<sup>nd</sup> May 2025.

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The draft letter of appointment of an Independent Director setting out the terms and conditions is available on the website of the Company and is available for inspection without any fee by the Members at the Company's Registered Office from 11:00 A.M. to 4:00 P.M. from the date of dispatch of notice until the e-Voting module is disabled on the last day of e-Voting i.e., 25<sup>th</sup> June 2025.

Considering her 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 her as an Independent Director for a period of five consecutive years with effect from 22<sup>nd</sup> May, 2025 to 21<sup>st</sup> May, 2030 (both days inclusive).

The resolution seeks the approval of members by way of special resolution for appointment of Mrs. Sasmita Giri as an Independent Woman Director pursuant to Regulation 17 (1C) of the SEBI (LODR) Regulation and Section 149 and other applicable provisions of the Act and rules made there under to hold office for a first term of five consecutive years **w.e.f. 22<sup>nd</sup> May, 2025 to 21<sup>st</sup> May, 2030 (both days inclusive)**.

Mrs. Sasmita Giri would be entitled to sitting fees or reimbursement of expenses (if any) as may be permissible under the law from time to time, for attending the Meetings of the Board of Directors and/or Committees thereof as may be approved by the Board, from time to time.

**Brief Resume of Mrs. Sasmita Giri (DIN: 11098304)**

Mrs. Sasmita Giri has more than 15 years of teaching and research experience. She was awarded a university gold medal in MBA and attained JRF/NET certification by UGC. Her Doctoral thesis is on financial econometrics, titled 'Impact of introduction index futures on Indian stock market volatility: application of GARCH Model. Currently as Assistant Dean for Internationalization and Programs, she is in-charge of strategic development of the PGDM Programs. She also looks into International Relations and Exchange Programs.

As the Faculty in Finance, she is using her knowledge and skills as well as various modern pedagogical methods in teaching and research. Her areas of interest in teaching are Security Analysis & Portfolio Management; Financial Management; Cost & Management Accounting; Financial Modelling.

Mrs. Sasmita Giri is not debarred from holding office of director by virtue of any Order passed by the Listing Regulations or any other such authority.

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As per the provisions contained under Section 161 of the Act, the “Additional Director” so appointed shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However, pursuant to amendment (effective from 1<sup>st</sup> January, 2022) to Regulation 17(1C) of Listing Regulations, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for the appointment of Mrs. Sasmita Giri, as an Independent Director of the Company.

In the opinion of the Board, Mrs. Sasmita Giri fulfils the conditions for independence specified in the Act, the Rules made there under and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board is of the view that, given the knowledge and rich experience of Mrs. Sasmita Giri in field of Education and other fields her appointment will be of immense benefit and in the best interest of the Company. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mrs. Sasmita Giri as an Independent Director for a period of five consecutive years with effect from 22<sup>nd</sup> May, 2025 to 21<sup>st</sup> May, 2030 (both days inclusive) and recommends the Special resolution as set out in the Notice for approval of Members.

**Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):**

<b>Name of the Director</b>	Mrs. Sasmita Giri
<b>Category of Designation</b>	Non-Executive Independent Woman Director
<b>Age</b>	42
<b>Fathers Name</b>	Nepal Chandra Giri
<b>Date of Birth</b>	05/12/1982
<b>Nationality</b>	Indian
<b>Date of Appointment on Board</b>	22 <sup>nd</sup> May, 2025
<b>Appointment/ Re-appointment</b>	Appointment
<b>Qualification, Functional Expertise and Experience</b>	<p>Ph.D., Management, Sambalpur University, India MBA UGC – JRF / NET, India MBA MBA, RIMS – School of Management and Information Science, India</p> <p>Dr. Sasmita Giri has more than 15 years of teaching and research experience. She was awarded a university gold medal in MBA and attained JRF/NET certification by UGC. Her Doctoral thesis is on financial econometrics, titled ‘Impact of introduction index futures on Indian stock market volatility: application of GARCH Model’.</p>

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	<p>Currently as Assistant Dean for Internationalization and Programs, she is in-charge of strategic development of the PGDM Programs. She also looks into International Relations and Exchange Programs.</p> <p>As the Faculty in Finance, she is using her knowledge and skills as well as various modern pedagogical methods in teaching and research. Her areas of interest in teaching are Security Analysis &amp; Portfolio Management; Financial Management; Cost &amp; Management Accounting; Financial Modelling.</p> <p>Her research interest is financial econometrics and capital markets.</p>
<b>Relationship with other Board members or KMP</b>	Mrs. Sasmita Giri is not related to any Director / Key Managerial Personnel of the Company.
<b>Directorship in other companies</b>	Nil
<b>Name of other listed Companies, where she is a director</b>	Nil
<b>List of Listed Companies in which Memberships/ Chairmanships of Board Committees held including this listed entity</b>	Nil
<b>Listed entities in which she has resigned in the past three years</b>	Nil
<b>Shareholding in the company as on date of this report (including shareholding as a Beneficial owner)</b>	Nil
<b>The skills and capabilities required for the role and the manner in which the proposed person meets such requirement</b>	Dr. Sasmita Giri has more than 15 years of teaching and research experience. She was awarded a university gold medal in MBA and attained JRF/NET certification by UGC. Her Doctoral thesis is on financial econometrics, titled 'Impact of introduction index futures on Indian stock market volatility: application of GARCH Model'.

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<b>Justification for choosing the appointee for appointment- Skills and capability required for the role and the Director meets Such requirement (in case of Independent Directors) &amp; Performance evaluation report or summary.</b>	Considering her 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 her as an Independent Director for a period of five consecutive years with effect from 22 <sup>nd</sup> May, 2025 to 21 <sup>st</sup> May, 2030 (both days inclusive).
<b>Board Meeting Attendance during the year</b>	Nil
<b>Terms and conditions of Appointment</b>	She shall not be liable to retire by rotation.  Remuneration to be drawn from the Company shall comprise of the sitting fees to be paid for attending the meetings of the Board of Directors and its Committees, reimbursement of expenses (if any) for participating in the Board and other meetings, as may be approved by the Board, from time to time.
<b>Remuneration last drawn</b>	Nil

Accordingly, the Board recommends the Special Resolution as set out in item No. 2 of this notice for the approval of Members.

Mrs. Sasmita Giri is concerned or interested in the resolution no. 2 of the accompanying notice relating to her appointment and her relatives are concerned or interested to the extent their shareholding, if any, in the Company.

None of the other Directors/ Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

**ITEM NO. 3: APPOINTMENT OF MR. RAJU POOJARI (DIN: 11001717) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

Pursuant to the relevant provisions of the Companies Act, 2013 (**the 'Act'**) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations"**), in terms of the Nomination and Remuneration Policy of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, in their meeting held on 26<sup>th</sup> March, 2025 appointed **Mr. Raju Poojari (DIN: 11001717) with effect from 27<sup>th</sup> March 2025** as an Additional Director in the category of Independent Director of the Company under Section 149, 150, 152 and 161 read with Schedule IV of the Act, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

Further, as per Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the appointment, re-appointment or removal of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a **special resolution**.

The Company has received requisite disclosures/declarations from **Mr. Raju Poojari**.

- Consent to act as Director u/s 152 of the Act (Form DIR-2);
- Disclosure of interest u/s 184(1) of the Act (Form MBP-1);
- Declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director;
- Declaration of independence u/s 149(6) of the Act and Reg. 16 of the Listing Regulations;
- Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority;
- Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company (as per Reg. 25(8) of SEBI Listing Regulations);
- Disclosure as per Regulation 26(2) of SEBI Listing Regulations

The Company has, in terms of Section 160(1) of the Act, received a notice from a member in writing proposing his candidature for appointment as an Independent Director.

The Nomination and Remuneration Committee ("NRC") of the Board, considering the knowledge, experience, diverse skills, expertise, contribution, and based on the Nomination and Remuneration Policy of the Company, has recommended to the Board for appointment of Mr. Raju Poojari as an Independent Director for the term of five consecutive years commencing from 27<sup>th</sup> March 2025.

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The draft letter of appointment of an Independent Director setting out the terms and conditions is available on the website of the Company and is available for inspection without any fee by the Members at the Company's Registered Office from 11:00 A.M. to 4:00 P.M. from the date of dispatch of notice until the e-Voting module is disabled on the last day of e-Voting i.e., 25<sup>th</sup> June 2025.

Considering his knowledge and experience in the domains of education, administration, Leadership 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 27<sup>th</sup> March, 2025 to 26<sup>th</sup> March, 2030 (both days inclusive).

The resolution seeks the approval of members by way of special resolution for appointment of Mr. Raju Poojari as an Independent Director pursuant to Regulation 17 (1C) of the SEBI (LODR) Regulation and Section 149 and other applicable provisions of the Act and rules made there under to hold office for a first term of five consecutive years **w.e.f. 27<sup>th</sup> March, 2025 to 26<sup>th</sup> March, 2030 (both days inclusive)**

Mr. Raju Poojari would be entitled to sitting fees or reimbursement of expenses (if any) as may be permissible under the law from time to time, for attending the Meetings of the Board of Directors and/or Committees thereof as may be approved by the Board, from time to time.

**Brief Resume of Mr. Raju Poojari (DIN: 11001717)**

Mr. Raju Poojari is having 29 years of extensive experience across diverse domains, demonstrating consistent excellence in leadership, mentorship, and industry engagement. Over the years, he has built a strong professional network, particularly with alumni and industry leaders, fostering valuable collaborations and knowledge-sharing opportunities.

Mr. Raju Poojari has a robust background in managing various facets of institutional operations, including general administration, project execution, hostel management, and a wide range of business-related activities.

Mr. Raju Poojari expertise spans overseeing administrative functions, managing hostel facilities, infrastructure maintenance, vendor coordination, and ensuring compliance with relevant regulations. His leadership has contributed to the smooth functioning of educational institutions.

Mr. Raju Poojari is not debarred from holding office of director by virtue of any Order passed by the Listing Regulations or any other such authority.



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

**CIN: L80100MH1989PLC054329**

**Regd. Off.:** 419-A, Arun Chambers, 4<sup>th</sup> Floor, Tardeo, Next to AC Market, Mumbai - 400034 India

**Tel:** 8976958625, **E-mail:** [compliance@dsjkeeplearning.com](mailto:compliance@dsjkeeplearning.com),

**Website:** [dsjkeeplearning.com](http://dsjkeeplearning.com)

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As per the provisions contained under Section 161 of the Act, the “Additional Director” so appointed shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However, pursuant to amendment (effective from 1<sup>st</sup> January, 2022) to Regulation 17(1C) of Listing Regulations, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for the appointment of Mr. Raju Poojari, as an Independent Director of the Company.

In the opinion of the Board, Mr. Raju Poojari fulfils the conditions for independence specified in the Act, the Rules made there under and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board is of the view that, given the knowledge and rich experience of Mr. Raju Poojari in field of Education administration, Leadership and other fields his appointment will be of immense benefit and in the best interest of the Company. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Raju Poojari as an Independent Director for a period of five consecutive years with effect from 27<sup>th</sup> March, 2025 to 26<sup>th</sup> March, 2030 (both days inclusive) and recommends the Special resolution as set out in the Notice for approval of Members.

**Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):**

<b>Name of the Director</b>	Raju Poojari
<b>Category of Designation</b>	11001717
<b>Age</b>	48
<b>Fathers Name</b>	Shena
<b>Date of Birth</b>	19/02/1976
<b>Nationality</b>	Indian
<b>Date of Appointment on Board</b>	27 <sup>th</sup> March 2025
<b>Appointment/ Re-appointment</b>	Appointment
<b>Qualification, Functional Expertise and Experience</b>	<p>Bachelor of Arts from Karnataka State Open University</p> <p>Mr. Raju Poojari is having 29 years of extensive experience across diverse domains, demonstrating consistent excellence in leadership, mentorship, and industry engagement. Over the years, he has built a strong professional network, particularly with alumni and industry leaders, fostering valuable collaborations and knowledge-sharing opportunities.</p>

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	<p>Mr. Raju Poojari has a robust background in managing various facets of institutional operations, including general administration, project execution, hostel management, and a wide range of business-related activities.</p> <p>Mr. Raju Poojari expertise spans overseeing administrative functions, managing hostel facilities, infrastructure maintenance, vendor coordination, and ensuring compliance with relevant regulations. His leadership has contributed to the smooth functioning of educational institutions.</p>
<b>Relationship with other Board members or KMP</b>	Mr. Raju Poojari is not related to any Director / Key Managerial Personnel of the Company.
<b>Directorship in other companies</b>	Nil
<b>Name of other listed Companies, where he is a director</b>	Nil
<b>List of Listed Companies in which Memberships/ Chairmanships of Board Committees held including this listed entity</b>	Nil
<b>Listed entities in which he has resigned in the past three years</b>	Nil
<b>Shareholding in the company as on date of this report (including shareholding as a Beneficial owner)</b>	Nil
<b>The skills and capabilities required for the role and the manner in which the proposed person meets such requirement</b>	<p>Mr. Raju Poojari is having 29 years of extensive experience across diverse domains, demonstrating consistent excellence in leadership, mentorship, and industry engagement. Over the years, he has built a strong professional network, particularly with alumni and industry leaders, fostering valuable collaborations and knowledge-sharing opportunities.</p>

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<b>Justification for choosing the appointee for appointment- Skills and capability required for the role and the Director meets Such requirement (in case of Independent Directors) &amp; Performance evaluation report or summary.</b>	Considering his knowledge and experience in the domains of education administration, Leadership 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 her as an Independent Director for a period of five consecutive years with effect from 27 <sup>th</sup> March, 2025 to 26 <sup>th</sup> March, 2030 (both days inclusive).
<b>Number of Meetings of the Board attended during the year</b>	1 (till the date of this Postal Ballot Notice)
<b>Terms and conditions of Appointment</b>	<p>Mr. Raju Poojari shall not be liable to retire by rotation.</p> <p>Remuneration to be drawn from the Company shall comprise of the sitting fees to be paid for attending the meetings of the Board of Directors and its Committees, reimbursement of expenses (if any) for participating in the Board and other meetings, as may be approved by the Board, from time to time.</p>
<b>Remuneration last drawn</b>	Nil

Accordingly, the Board recommends the Special Resolution as set out in item No. 3 of this notice for the approval of Members.

Mr. Raju Poojari is concerned or interested in the resolution no. 3 of the accompanying notice relating to her appointment and his relatives are concerned or interested to the extent their shareholding, if any, in the Company.

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None of the other Directors/ Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

**By the Order of the Board**  
**For DSJ Keep Learning Limited**  
**(Formerly known as DSJ Communications Limited)**

**Place : Mumbai**  
**Date: 21<sup>st</sup> May 2025**

**Sd/-**  
**Jaiprakash Gangwani**  
**Company Secretary**  
**(ICSI Membership No. ACS 55760)**