

04<sup>th</sup> September, 2025

To,

The Manager – CRD

**BSE Limited**

Phiroze Jeejeebhoy Tower,

Dalal Street, Fort, Mumbai – 400 001

The Manager

**National Stock Exchange of India Limited**

Exchange Plaza, Bandra – Kurla Complex,

Bandra (East), Mumbai – 400 051

**Scrip Code: 526677**

**SYMBOL: KEEPLEARN**

Dear Sir/Madam,

**Sub: Intimation of 35<sup>th</sup> Annual General Meeting to be held on Tuesday, 30<sup>th</sup> September, 2025 through Video Conference/Other Audio-Visual Means and Book Closure**

With reference to the above captioned subject, we wish to inform you that the 35<sup>th</sup> Annual General Meeting ("AGM") of the Company will be held on **Tuesday 30<sup>th</sup> September 2025 at 3:00 p.m. (IST)** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the Ordinary and Special Business as set out in the Notice convening the 35<sup>th</sup> AGM, dated 29<sup>th</sup> August, 2025. A Copy of the Notice of 35<sup>th</sup> AGM is attached with this letter.

Further pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday 24<sup>th</sup> September 2025 to Tuesday 30<sup>th</sup> September 2025 (both days inclusive) for the purpose of AGM.

Intimation of book closure in prescribed format is also enclosed herewith.



## **DSJ Keep Learning Limited**

FORMERLY KNOWN AS DSJ COMMUNICATIONS LIMITED

**CIN: L80100MH1989PLC054329**

Kindly take the same on your records.

Thanking You,  
Yours faithfully,

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

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

Encl.: A/a

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)**



## DSJ Keep Learning Limited

FORMERLY KNOWN AS DSJ COMMUNICATIONS LIMITED

CIN: L80100MH1989PLC054329

**Attn. Market Operations Department**

**Name of the Company: DSJ Keep Learning Limited**

Scrip Code	Type of Security	Book Closure		Record date	Purpose
		From	To		
526677	Equity	Wednesday 24 <sup>th</sup> September, 2025	Tuesday 30 <sup>th</sup> September 2025	N.A.	35 <sup>th</sup> Annual General Meeting

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

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

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)**

## DSJ Keep Learning Limited

(Formerly Known as DSJ Communications Limited)

CIN: L80100MH1989PLC054329

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

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

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

### NOTICE

NOTICE is hereby given that the 35<sup>th</sup> (Thirty Fifth) Annual General Meeting ("AGM") of the Members of **DSJ KEEP LEARNING LIMITED (the "Company")** will be held on **Tuesday, 30<sup>th</sup> day of September, 2025** at 3:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025, together with the Reports of the Board of Directors and Auditors thereon:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025, together with the reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

2. To appoint a Director in place of Mr. Sanjay Padode, Chairman and Managing Director (DIN: 00338514), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers himself for re- appointment:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013, Mr. Sanjay Padode, Chairman and Managing Director (DIN: 00338514), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To appoint a Director in place of Mrs. Kalpana Padode, Director (DIN: 02390915), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers herself for re- appointment:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies

Act, 2013, Mrs. Kalpana Padode (DIN: 02390915), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

#### **SPECIAL BUSINESS:**

4. TO RE-APPOINT MR. SAMEER PADDALWAR (DIN: 02664589) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Schedule IV thereto and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or reenactment(s) thereof for the time being in force, and the Articles of Association of the Company, Mr. Sameer Paddalwar (DIN: 02664589), who was appointed as an Independent Director for a term of 5 (five) consecutive years to hold office upto 12<sup>th</sup> March 2026 and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years commencing from 13<sup>th</sup> March, 2026 upto 12<sup>th</sup> March 2031 (both days inclusive).

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

5. TO APPROVE CHANGE IN DESIGNATION OF MR. SANJAY PADODE, CHAIRMAN AND MANAGING DIRECTOR AS CHAIRMAN AND EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in partial modification of the resolution approved by shareholders at the Annual General Meeting held on 29<sup>th</sup> September 2023 and pursuant to the

provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant provisions of Articles of Association of the Company and other requisite approvals, if any required, approval of shareholders be and is hereby accorded to re-designate Mr. Sanjay Padode (DIN: 00338514) as Chairman and Executive Director of the Company w.e.f. 04<sup>th</sup> October 2025 till the end of his current term i.e. upto 29<sup>th</sup> August, 2029 and that the other terms and conditions of his appointment shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of the Company, be and is hereby authorised to vary, alter and modify the terms and conditions of appointment of Mr. Sanjay Padode and further authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary, expedient or desirable, with power on behalf of the Company to settle all such questions, difficulties or doubts whatsoever that may arise while giving effect to this resolution, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit, without requiring the Board to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** 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 necessary to give effect to the above resolution."

**6. TO APPROVE CHANGE IN DESIGNATION OF MR. PRANAV PADODE, CEO AND WHOLE TIME DIRECTOR AS MANAGING DIRECTOR AND CEO OF THE COMPANY:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in partial modification of the resolution approved by shareholders at the Annual General Meeting held on 29<sup>th</sup> September 2023 and pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant provisions of Articles of Association of the Company and other requisite approvals, if any required, approval of

shareholders be and is hereby accorded to re-designate Mr. Pranav Padode (DIN: 08658387) as Managing Director and CEO of the Company w.e.f. 04<sup>th</sup> October, 2025 till the end of his current term i.e. 04<sup>th</sup> December, 2026 and that the other terms and conditions of his appointment except remuneration shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits specified in Schedule V to the Act and as agreed by and between the Board and Mr. Pranav Padode.

**RESOLVED FURTHER THAT** notwithstanding anything contained to the contrary in the Act, wherein any financial year the Company has no profits or inadequate profit, Mr. Pranav Padode will be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Act or any modification or re-enactment thereof.

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

**7. TO APPROVE REVISION OF REMUNERATION OF MR. PRANAV PADODE (DIN: 08658387) AS WHOLE TIME DIRECTOR DESIGNATED AS "WHOLE TIME DIRECTOR AND CHIEF EXECUTIVE OFFICER" OF THE COMPANY UPTO 03<sup>RD</sup> OCTOBER 2025 AND THERAFTER DESIGNATED AS THE MANAGING DIRECTOR AND CEO:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in suppression of the resolution passed in this regard by the members of the Company at 34<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2024 and pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions of the Act including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the members be

and is hereby accorded for revision in remuneration of Mr. Pranav Padode (DIN : 08658387), Whole Time Director and CEO (upto 03<sup>rd</sup> October 2025) thereafter designated as the Managing Director & CEO, with effect from 04<sup>th</sup> October, 2025 for the remaining period of his tenure as detailed in the explanatory statement attached hereto, as a minimum remuneration where the Company has no profits or the profits of the Company are inadequate, notwithstanding that the aforesaid remuneration may be in excess of the limits specified under Section 197 and Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board of the Company, be and is hereby authorised to vary, alter and modify the terms and conditions of remuneration of Mr. Pranav Padode and further authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary, expedient or desirable, with power on behalf of the Company to settle all such questions, difficulties or doubts whatsoever that may arise while giving effect to this resolution, without requiring the Board to secure any further consent or approval of the members of the Company.

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

**8. TO APPOINT M/S. ALOK KHAIRWAR AND ASSOCIATES, AS THE SECRETARIAL AUDITOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) FINANCIAL YEAR COMMENCING FROM FINANCIAL YEAR 2025-26:**

To consider and, if thought fit, to pass the following resolution as a **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 179 and 204, and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended from time to time, M/s. Alok Khairwar & Associates (Firm registration No. S2014MH257300), be and are hereby appointed as Secretarial Auditors of the Company for a term of five (5) consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30, on such remuneration and on such terms and conditions as may be decided by the Board of Directors in consultation with the Secretarial Auditors of the Company and to avail any other services, certificates, or reports as may be permissible under the applicable laws.

**RESOLVED FURTHER THAT** Mrs. Nidhi Mishra, Chief Financial Officer, Mr. Pranav Padode, Whole Time Director and Chief Executive Officer and Mr. Jaiprakash Gangwani, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

**9. TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) WITH THE FOLLOWING RELATED PARTIES:**

- CENTRE FOR DEVELOPMENTAL EDUCATION
- VIJAYBHOO MI UNIVERSITY
- NEW BONANZA IMPEX PRIVATE LIMITED
- GET AHEAD EDUCATION LIMITED

To consider and, if thought fit, to pass the following resolution as a **Ordinary Resolution**:

“**RESOLVED THAT** in continuation to the earlier resolution passed by the shareholders and 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) and subject to the approval of the competent authority of the respective related parties.

**Summary of proposals placed for approval of the shareholders of the Company through this Annual General Meeting are given below:**



Name of the Related Parties	Nature of Transactions	Approximate Value of Transactions (Rs. in Crores)
		01 <sup>st</sup> April 2026 up to the date of next AGM to be held in the Financial year 2026-27
Centre for Developmental Education	Availing or rendering of any services	15
	<b>Total</b>	<b>15</b>
Vijaybhoomi University	Availing or rendering of any services	15
	<b>Total</b>	<b>15</b>
New Bonanza Impex Private Limited	Availing or rendering of any services	15
	Borrowing	10
	<b>Total</b>	<b>25</b>
Get Ahead Education Limited	Availing or rendering of any services	15
	Borrowing	10
	<b>Total</b>	<b>25</b>

**RESOLVED FURTHER THAT** 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. Pranav Padode, Mrs. Nidhi Mishra, or Mr. Jaiprakash Gangwani, who are hereby severally authorized to sign the same on behalf of the Company."

**By Order of the Board of Directors**

**Jaiprakash Gangwani**  
**Company Secretary &**  
**Compliance Officer**

**Place: Mumbai**

**Date: 29<sup>th</sup> August, 2025**

ICSI Membership No. ACS 55760

#### **NOTES:**

- Pursuant to the acquisition of Link Group by Mitsubishi UFJ Trust & Banking Corporation, accordingly the name of RTA of the Company is changed from Link Intime India Private Limited to MUFG Intime India Private Limited with effect from 31<sup>st</sup> December 2024.
- The Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), in respect of the Special Business to be transacted at the Annual General Meeting ("AGM") held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) is annexed hereto.
- The Ministry of Corporate Affairs (MCA) vide its General Circular No. 20/2020 dated 05<sup>th</sup> May, 2020, read with the relevant circulars on the subject, including General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024 (collectively referred to as 'MCA Circulars') and in line with the Circulars issued by the Securities and Exchange Board of India (SEBI) has permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) and MCA Circulars, the 35<sup>th</sup> AGM of the Company is being held through VC / OAVM on 30<sup>th</sup> September 2025 at 3.00 p.m. (IST). The deemed venue for the 35<sup>th</sup> AGM shall be 419-A, Arun Chambers, 4<sup>th</sup> Floor, next to AC Market, Tardeo, Mumbai-400034.
- The AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- Corporate Members intending to appoint their authorised representatives pursuant to Sections 113 of the Act to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Company.
- Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members upto and including the date of AGM. All documents referred to in the Notice will also

be available for electronic inspection by the members from the date of circulation of this Notice up to the date of AGM, i.e. 30<sup>th</sup> September 2025. Members seeking to inspect such documents can send an email to [compliance@dsjkeeplearning.com](mailto:compliance@dsjkeeplearning.com) from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers

9. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") and the Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system on the date of the AGM will be provided by CDSL.
10. In compliance with the aforesaid Circulars, Notice of the 35<sup>th</sup> AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or CDSL / NSDL ("Depositories").
11. Members may note that the Notice of the 35<sup>th</sup> AGM and Annual Report 2024-25 will also be available on the Company's website [dsjkeeplearning.com](http://dsjkeeplearning.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. The recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the Listing Regulations is also provided in the said statement. Necessary information of the Directors as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice. The Statement read together with the Annexures hereto and these notes form an integral part of this Notice.
14. Pursuant to Section 91 of the Companies Act 2013, Register of Members & Share Transfer Books of the Company will remain closed from Wednesday, 24<sup>th</sup> September, 2025 to

Tuesday, 30<sup>th</sup> September, 2025 (both days inclusive) for the purpose of AGM held through VC / OAVM.

15. In line with the MCA Circulars and Regulation 36 of the SEBI Listing Regulations, the Notice of the AGM along with Annual Report 2024-25 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants (DPs)/ Registrar & Transfer Agent (RTA). In accordance with the provisions of Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is sending a letter to those Members whose e-mail addresses are not registered with the Company / DPs / RTA, providing the weblink of Company's website from where the Annual Report can be accessed and downloaded. The Company shall send a physical copy of the Annual Report to those Members who request for the same at [compliance@dsjkeeplearning.com](mailto:compliance@dsjkeeplearning.com) mentioning their Folio No./DP ID and Client ID. The Notice convening the 35<sup>th</sup> AGM and the Annual Report 2024-25 have been uploaded on the website of the Company at [dsjkeeplearning.com](http://dsjkeeplearning.com) and may also be accessed from the relevant section on the websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The Notice of the AGM is also available on the website of CDSL <https://www.evotingindia.com/>.
16. As per Regulations 39 and 40 of the SEBI Listing Regulations, as amended, listed companies can effect **issuance of duplicate securities certificate; renewal / exchange, endorsement, sub-division / split, consolidation of securities certificate; transfer, transmission and transposition, as applicable in Dematerialised form only with effect from 24<sup>th</sup> January, 2022.**

Further, SEBI has introduced common and simplified norms for processing investors' service requests by Registrar and Transfer Agent ("RTA") and norms for furnishing PAN (Aadhar linked, if applicable), KYC (postal address with PIN code, mobile number, bank account details and specimen signature) and Nomination details. Accordingly, the RTA cannot process any service requests or complaints received from the holder(s) / claimant(s), till PAN and KYC details are updated. FAQs in respect of Investors' Service Requests, can be viewed at the following link on the RTA website: <https://web.in.mpms.mufig.com/faq.html>

The physical shareholders are requested for furnishing the PAN, KYC and Nomination details. In view of the aforesaid requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are once again requested to update these details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA



from link <https://web.in.mpms.mufig.com/KYC-downloads.html>. For assistance in this regard, Members may contact the Company's RTA – MUFG Intime India Private Limited ('RTA' or 'MUFG Intime') at:

Address: C-101, Embassy 247, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, Phone: (0) 810 811 6767

Website: <https://web.in.mpms.mufig.com>

Link to raise service request/queries: [https://web.in.mpms.mufig.com/helpdesk/service\\_request.html](https://web.in.mpms.mufig.com/helpdesk/service_request.html)

As per the provisions of the Act and applicable SEBI requirements, Members holding shares in physical form may file nomination / make changes to their nomination details / opt out of nomination in the prescribed Form SH-13 / Form SH-14 / Form ISR-3 with the RTA. The relevant forms are available at the Company's website at <https://dsjkeeplearning.com/investor-services/> or <https://web.in.mpms.mufig.com/KYC-downloads.html>. In respect of shares held in dematerialized form, the nomination forms may be filed with the respective DPs.

17. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login> and the same can also be accessed through the Company's Website at [dsjkeeplearning.com](https://dsjkeeplearning.com)
18. Members seeking any information about the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 24<sup>th</sup> September 2025 through email on [Compliance@dsjkeeplearning.com](mailto:Compliance@dsjkeeplearning.com). The same will be replied by the Company suitably.
19. The Equity shares of the Company are listed at BSE Limited and National Stock Exchange of India Limited.
20. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participants with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the RTA of the Company.
21. Non-Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable, if such details were not furnished earlier.

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

- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended), the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a Member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice of AGM. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
- Pursuant to MCA Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13<sup>th</sup> April 2020, the Notice calling the AGM is available on the website of the Company at <https://dsjkeeplearning.com/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www](http://www).

[evotingindia.com](http://evotingindia.com).

- The Company has appointed M/s. Anshul Bhatt & Associates, Company Secretaries, Mumbai as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process at the AGM in a fair and transparent manner. The Company has fixed Tuesday 23<sup>rd</sup> September 2025 as the 'Cut-off Date'. The e-voting /voting rights of the Members/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. Tuesday 23<sup>rd</sup> September 2025.

### 23. THE INTRUCTIONS OF MEMBERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- The voting period begins on Friday 26<sup>th</sup> September, 2025 at 09:00 A.M. (IST) and ends on Monday 29<sup>th</sup> September, 2025 at 05:00 P.M.(IST). During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Tuesday 23<sup>rd</sup> September 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09<sup>th</sup> December, 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 Members, in respect of all Members' resolutions. However, it has

been observed that the participation by the public non-institutional Members/retail Members 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 Members.

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 Members holding shares in demat mode.

- In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members 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 and joining virtual meetings for Individual Members holding securities in Demat mode CDSL/NSDL is given below:

Type of Members	Login Method
<b>Individual Members holding securities in Demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>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.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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>If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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.cdslindia.com">www.cdslindia.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>

<b>Individual Members holding securities in demat mode with NSDL</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 or joining virtual meeting &amp; voting during the meeting.</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 <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>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 or joining virtual meeting &amp; voting during the meeting.</li> </ol>
	<ol style="list-style-type: none"> <li>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.</li> </ol>
<b>Individual Members (holding securities in demat mode) login through their 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 or joining virtual meeting &amp; voting during the meeting.</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](#).

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

Login type	Helpdesk details
Individual Members holding securities in Demat mode with CDSL	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 Members holding securities in Demat mode with NSDL	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 toll free no.: 022-4886 7000 and 022-24997000

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

- Login method for e-Voting and joining virtual meetings for Physical Members and Members other than individual holding in Demat form.
  - The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - Click on “Members” module.
  - Now enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Members 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:

	For Physical Members and other than individual Members holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members)  Members 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.
Dividend Bank Details OR 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.  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.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members 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.
- (iv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <DSJ Keep Learning Limited> on which you choose to vote.
- (vi) 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.

- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Note for Non – Individual Shareholders and Custodians**

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.
- 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), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## 24. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least Three (3) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [compliance@dsjkeeplearning.com](mailto:compliance@dsjkeeplearning.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [compliance@dsjkeeplearning.com](mailto:compliance@dsjkeeplearning.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting

through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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).

- For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- 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 attending AGM & 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 toll free no. 1800 21 09911.

## 26. OTHER INSTRUCTION:

1. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date Tuesday 23<sup>rd</sup> September 2025.
2. Any person becoming a Member of the Company after the Notice of the Meeting is sent out through e-mail and holds shares as on the cut-off date i.e. Tuesday 23<sup>rd</sup> September 2025 may obtain the User ID and Password by sending a request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and can exercise their voting rights through remote e-voting by following the instructions listed herein above or by voting facility provided during the meeting.
3. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories, as on the cut-off date shall only be entitled to avail the facility of remote e-voting or casting vote through e-voting during the AGM.



4. Mr. Anshul Bhatt, Proprietor of M/s Anshul Bhatt & Associates, Practicing Company Secretaries (Membership No. 23502 and CP No. 8589) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.
5. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the meeting and thereafter unblock the votes cast and make, not later than two working days from the conclusion of the AGM, a consolidated scrutinizer's report and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
6. The results declared along with the report of the scrutinizer shall be placed on the website of the Company at [dsjkeeplearning.com](http://dsjkeeplearning.com) and on the website of the CDSL after declaration of results by the Chairman or person authorised by him in this behalf. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
7. Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the date of the AGM, i.e. 30<sup>th</sup> September 2025.
8. The Scrutinizer will submit his report to the Chairman or to any other person authorized by the Board after the completion of the scrutiny of the e-Voting (votes cast before/during the AGM), within two working days from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchanges on which the Company's shares are listed, CDSL and will also be displayed on the Company's website [dsjkeeplearning.com](http://dsjkeeplearning.com).

**By Order of the Board of Directors**

**Jaiprakash Gangwani**  
**Company Secretary &**  
**Compliance Officer**

**Place: Mumbai**  
**Date: 29<sup>th</sup> August, 2025**

ICSI Membership No. ACS 55760

## **ANNEXURE TO NOTICE**

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

#### **ITEM NO.4:**

The Shareholders of the Company at the Annual General Meeting held on 28<sup>th</sup> September, 2021 approved the appointment of Mr. Sameer Paddalwar (DIN: 02664589) as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years with effect from 13<sup>th</sup> March, 2021 upto 12<sup>th</sup> March, 2026. Mr. Sameer Paddalwar is also the Chairman of the Committees of the Board of Directors of the Company (the "Board").

Based on the recommendations of Nomination and Remuneration Committee, the Board at its meeting held on Friday 29<sup>th</sup> August 2025, has recommended the reappointment of Mr. Sameer Paddalwar as an Independent Director of the Company, for a second term of 5 (five) consecutive years with effect from 13<sup>th</sup> March, 2026.

Notices under Section 160 of the Companies Act, 2013 (as amended) (the "Act") have been received by the Company from members proposing the candidature of Mr. Sameer Paddalwar as an Independent Director of the Company, not liable to retire by rotation. Further, since this re-appointment is recommended by the Nomination and Remuneration Committee, the requirement for deposit of Rs. 100,000/- is not applicable.

Based on the aforesaid recommendations and consent of Mr. Sameer Paddalwar to act as a Director of the Company and other statutory disclosures including declaration confirming that he meets the criteria of independence under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations"), it is proposed to re-appoint Mr. Sameer Paddalwar as an Independent Director of the Company whose period of office shall not be liable to determination by retirement of directors by rotation. Further as per the declarations received by the Company, Mr. Sameer Paddalwar is not disqualified under Section 164 of the Act. The directorship(s) held by Mr. Sameer Paddalwar are within the limits prescribed under the Act and the Listing Regulations. The said proposal is in compliance with the Nomination and Remuneration Policy of the Company. On the basis of the report of performance evaluation, Mr. Sameer Paddalwar is re-appointed as an Independent Director of the Company to hold office, subject to the approval of Company for a second term after considering the overall good performance

In the opinion of the Board, Mr. Sameer Paddalwar fulfils the conditions specified in the Act and the rules made thereunder and the Listing Regulations, for his re-appointment as an Independent Director of the Company and he is independent of the management. He has further confirmed that he is not aware of any circumstance or situation which exist or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In terms of Section 150 of the Act and the rules made thereunder, Mr. Sameer Paddalwar is registered with the Indian Institute of Corporate Affairs (IICA) and he has passed the online proficiency self-assessment test.

Mr. Sameer Paddalwar is entitled to sitting fees for attending the meetings of the Board and its committee(s) and also remuneration in terms of Section 197 of the Act, read with Schedule V thereto, in line with the Nomination and Remuneration Policy of the Company.

He has expertise in Global Corporate Structuring, strategic partners and investor relationship management, M & A synergies, Post acquisition business integration management, financial re-engineering and systems transformation and reducing product portfolio complexity.

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

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

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

Except Mr. Sameer Paddalwar, being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

#### ITEM NO.5:

The Shareholders vide special resolution passed in their 33<sup>rd</sup> Annual General Meeting held on 29<sup>th</sup> September, 2023, approved the re-appointment of Mr. Sanjay Padode as Chairman and Managing Director of the Company for a period of five years from 30<sup>th</sup> August 2024. The terms and conditions of his re-appointment, were approved by the shareholders in accordance with the provisions contained in Sections 196, 197, 198 and Schedule V and other applicable provisions of the Act.

As part of the long-term strategy, from time to time, the Company undertakes a structured transformation in role and responsibilities of the directors and senior managerial personnel including succession planning and based on recommendation of the Nomination and Remuneration Committee, the Board of Directors has considered and approved the redesignation of Mr. Sanjay Padode as 'Chairman and Executive Director' on same terms and conditions for the remaining period of his appointment, i.e. upto 29<sup>th</sup> August, 2029.

The brief profile and other information of Mr. Sanjay Padode is given in this Notice in compliance of SEBI Listing Regulations and SS- 2 on General Meeting.

The Board recommends the Special Resolution at Item No. 5 of the Notice for the approval of the Members.

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.

#### ITEM NO.6:

The shareholders vide special resolution passed in their 33<sup>rd</sup> Annual General Meeting held on 29<sup>th</sup> September, 2023, approved the re-appointment of Mr. Pranav Padode as Whole Time Director and CEO of the Company for a period of five years from 05<sup>th</sup> December 2023. The terms and conditions of his reappointment, including remuneration was approved by the shareholders in accordance with the provisions contained in Sections 196, 197, 198 and Schedule V and other applicable provisions of the Act.

As part of the long-term strategy, from time to time, the Company undertakes a structured transformation in role and responsibilities of the directors and senior managerial personnel including succession planning and based on recommendation of the Nomination and Remuneration Committee, the Board of Directors has considered and approved the redesignation of Mr. Pranav Padode as 'Managing Director & CEO' on same terms and conditions for the remaining period of his appointment, i.e. upto 04<sup>th</sup> December, 2026 except his remuneration.

The brief profile and other information of Mr. Pranav Padode is given in this Notice in compliance of SEBI Listing Regulations and SS- 2 on General Meeting.

The Company has received consent, intimation(s), disclosure(s) as required under the Act, and rules made thereunder from Mr. Pranav Padode for considering his appointment. Mr. Pranav Padode satisfies the conditions as set out in Sections 196, 197 and Schedule V to the Act, for being eligible for appointment.

The Board recommends the Special Resolution at Item No. 6 of the Notice for the approval of the Members.

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.

**ITEM NO.7:**

Mr, Pranav Padode is currently the Whole time Director & CEO of the Company. He was re-appointed as the Whole Time Director & CEO of the Company for a period of 3 (three) years, commencing from 05<sup>th</sup> December, 2023 to 04<sup>th</sup> December, 2026

Taking into consideration the increased business activities of the Company and the higher responsibilities cast on Mr. Pranav Padode in addition to that as part of the long-term strategy, from time to time, the Company undertakes a structured transformation in role and responsibilities of the directors and senior managerial personnel including succession planning, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has approved the proposal to revise his remuneration. Accordingly, Mr. Pranav Padode, who is presently designated as Whole-Time Director & CEO up to 03<sup>rd</sup> October 2025 and shall be re-designated as Managing Director & CEO with effect from 04<sup>th</sup> October 2025, will be entitled to a revised remuneration of

₹ 30,00,000 (Rupees Thirty Lakhs only) per annum as against the existing remuneration of ₹ 24,00,000 (Rupees Twenty-Four Lakhs only) per annum, with effect from 04<sup>th</sup> October, 2025 for the remaining period of his tenure, subject to approval of shareholders, as set out in Item No. 7 of the accompanying Notice.

The details of revised remuneration of Mr. Pranav Padode are as under (per annum):

Basic Salary (Fixed)	15,00,000
House Rent Allowance	6,00,000
Conveyance allowance	9,600
Medical allowance	7,500
Leave Travel Allowance	3,840
Telephone Reimbursements	9,600
Special Allowance	8,69,460
<b>Gross Annual Income</b>	<b>30,00,000</b>

The details as required under Clause (iv) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013 (as amended) are given below:

I	General Information					
	(1)	Nature of industry	Our Company works across 3 product/service verticals.  Student Recruitment Services- Under this vertical, we provide manpower, process, and technology to higher educational institutions which enables them to efficiently outsource their whole student recruitment.  Technology Platform- A SaaS platform to manage all academic and institutional operations for an institution.  Program Delivery & Management Services- Provide trained manpower, process, and technology to higher education institutions which enable them to take their offline degree programs, online.			
	(2)	Date or expected date of commencement of commercial production.	The Company is in existence and operation since 1989.			
	(3)	In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus.	Not Applicable as the Company is an existing Company.			
	(4)	Financial performance based on given indicators (Rs in Lakhs)	Particulars	FY2024-25	FY2023-24	FY2022-23
			Total Income	1021.06	648.83	574.89
			Profit/(Loss) before tax	48.88	53.39	34.37
			Tax Expenses	(16.00)	(21.24)	(28.13)
			Net Profit/(Loss)	32.88	32.15	6.23
			Earnings/ (Losses) per Equity Share (Face Value Rs. 1/- each)	0.02	0.04	0.01
	(5)	Foreign investments or collaborators, if any	The Company has not made any Foreign Investments and neither entered into any collaborations during the last Financial Year.			

II	Information about the appointee		
	<b>A</b>	<b>Mr. Pranav Padode</b>	
	1	Background details/ Recognition or awards/ Job profile and his suitability	<p>Mr. Pranav Sanjay Padode aged 28 years did his undergraduate in Electrical Engineering from Stanford University and graduated in 2019.</p> <p>During the course of his undergraduate degree, Pranav Sanjay Padode worked at multiple companies like PayPal, YotaScale, Team Indus and the Stanford Solar Car Project. Some of his notable work includes being a part of building the world's first privately-funded moon mission as part TeamIndus and building a fraud detection system for PayPal to detect suspicious purchases.</p> <p>Prior to stepping up as the role of DSJ Keep Learning's CEO, he was part of entrepreneur first: an incubator for young age start-ups based in the UK.</p>
	2	Past Remuneration	During the financial year ended 31 <sup>st</sup> March, 2025 Rs.21,00,000/- was paid as remuneration to Mr. Pranav Padode.
	3	Remuneration proposed	Rs 30,00,000 (Rupees Thirty Lakhs Only) per annum
	4	Comparative remuneration profile with respect to industry, size of the Company profile of the position.	Considering his vast experience, the terms of the remuneration payable to Mr. Pranav Padode are considered fair, just and reasonable, and are at par with the standards of the industry in which the Company operates.
	5	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Pranav Padode is a part of promoter group of the Company and is also a relative of Mr. Sanjay Padode and Mrs. Kalpana Padode, Director of the Company.
III	<b>Other Information</b>		
	1	Reasons of loss or inadequate profits	The reasons for inadequate profits are largely due to stiff competition in the Education industry.
	2	Steps taken or proposed to be taken for improvement	The Company intends to widen its scope of services to include providing educational services to Institutions, Universities, and the learner community. Covid Pandemic has impacted the education providers significantly and has propelled online learning into the main stream. Electronic course development, delivery and e-publishing is expected to grow exponentially in the world. The company intends to leverage this opportunity.
	3	Expected increase in productivity and profits in measurable terms	The Company expects good demand for education all over the country. The Company expects a higher operating income thus resulting into higher profit margins.

**Other Parameters under Section 200 of the Companies Act, 2013 (as amended) Read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended)**

**1. Financial and operating performance of the Company during the three preceding financial years.**

Details provided under Clause (iv) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013.

**2. Remuneration or commission drawn by individual concerned in any other capacity.**

Mr. Pranav Padode has not drawn any remuneration or commission in any other capacity from the Company.

**3. Remuneration or Commission drawn from any other Company.**

Mr. Pranav Padode has not drawn any remuneration or commission from any other company.

**4. Professional qualification and experience.**

Mr. Pranav Padode aged 28 years did his undergraduate in Electrical Engineering from Stanford University and graduated in 2019.

During the course of his undergraduate degree, Pranav Padode worked at multiple companies like PayPal, YotaScale, TeamIndus and the Stanford Solar Car Project. Some of his notable work includes being a part of building the world's first privately-funded moon mission as part TeamIndus and building a fraud detection system for PayPal to detect suspicious purchases.

Prior to stepping up as the role of DSJ Keep Learning's CEO, he was part of entrepreneur first: an incubator for young age start-ups based in the UK.

**5. Relationship between remuneration and performance.**

The relationship of remuneration to performance is clear and meets appropriate performance benchmarks and such remuneration comprises a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

**6. The principle of proportionality of remuneration within the Company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receive remuneration and employees or executives of the Company.**

The relationship of remuneration to performance is clear and meets appropriate performance benchmarks and such remuneration comprises a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

**7. Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference.**

The remuneration paid to the managerial personnel is based on the recommendations of the Nomination and Remuneration Committee and as approved by the Board.

**8. Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year.**

Mr. Pranav Padode holds 39,62,115 (2.54%) Equity Shares

**9. Reasons and justification for payment of remuneration.**

Taking into consideration the Increased Business activities of the Company coupled with higher responsibilities cast on Mr. Pranav Padode and Considering the overall growth of the company and redesignated as the Managing Director of the Company, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company has approved the proposal to increase the remuneration of Mr. Pranav Padode subject to the approval of shareholders, as set out in the resolution being item no. 7 of the accompanying notice w.e.f. 04<sup>th</sup> October, 2025 to the remaining period of his tenure.

**ITEM NO.8:**

Pursuant to the provisions of Section 204 and other applicable provisions of the Act, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company is required to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in Practice.

Further, pursuant to Regulation 24A of the SEBI Listing Regulations, as amended from time to time, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and the appointment of such Secretarial Auditor shall be approved by the Members of the Company at the Annual General Meeting.

In view of that above, after evaluating and considering various factors such as industry experience, competence of the audit team efficiency in conduct of audit, independence, etc., the Board of Directors of the Company in its meeting held on 30<sup>th</sup> May 2025, approved the appointment of M/s. Alok Khairwar & Associates, (Firm registration No. S2014MH257300) Peer Reviewed Firm of Company Secretaries, as the Secretarial Auditors of the Company, for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30, subject to approval of the shareholders of the Company at the ensuing Annual General Meeting at such remuneration as mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

Mr. Alok Khairwar proprietor of M/s Alok Khairwar & Associates is a Fellow Member of The Institute of appointment) Company Secretaries of India (ICSI). Having good working experience and proficiency in all matters related to company law, SEBI and various other business laws and have command over compliance management with respect to statutory reporting and other statutory requirements.

The Secretarial Audit Firm has consented to their appointment and have confirmed that their appointment, if made, would be pursuant to Regulation 24A of SEBI Listing Regulations and that they are not disqualified to be appointed as the Secretarial Auditors in terms of the provisions of SEBI Listing

Regulations. The Secretarial Audit Firm holds a valid Peer Review Certificate issued by ICSI.



The proposed remuneration to be paid to M/s Alok Khairwar & Associates for secretarial audit services for the financial year ending March 31, 2026, is Rs 1,50,000 lakh (Rupees One lakh Fifty Thousand) plus applicable taxes and out-of-pocket expenses. Besides the secretarial audit services, the Company may also obtain certifications from Alok Khairwar & Associates under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors and for subsequent year(s) of their term, such fee as maybe mutually agreed between the Board of Directors and the Secretarial Audit Firm.

The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.

In view of the above, the consent of the Members is requested to pass an Ordinary Resolution as set out at Item No. 8 of the Notice.

None of the Directors or KMPs of the Company or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 6 of the Notice.

The Board recommends the Resolution set forth in Item No.8 for the approval of the Members of the Company by way of an Ordinary Resolution

#### ITEM NO. 9:

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/lending from/to an entities where Directors and Promoters have significant influence as per the applicable Accounting Standards. As a result, it is proposed to seek approval from 01<sup>st</sup> April 2026 up to the date of next AGM of the Company to be held in the financial year 2026-27.

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.

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 Friday 29<sup>th</sup> August, 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 the above related parties from 01<sup>st</sup> April 2026 up to the Date of next AGM of the Company to be held in the financial year 2026-27

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 has introduced the Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ("**Standards**") to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("**SEBI Circular**"). The Standards *inter alia* requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

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. 9 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.

The Information required under Regulation 23 of SEBI LODR read with information with respect to the proposal along with disclosure as required under applicable rules and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and the Industry Standard Note on Minimum information to be provided for Review of the Audit Committee and Shareholders for approval of Related Party Transaction (RPT) is as under:

**FOR ITEM NO.9: DETAILS OF MATERIAL RELATED PARTY TRANSACTION WITH CENTRE FOR DEVELOPMENTAL EDUCATION AND VIJAYBHOOMI UNIVERSITY**

Sr. No	Description	Details	
1	Name of the related Parties	Centre For Developmental Education	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
3	Tenure of the proposed transaction	01 <sup>st</sup> April 2026 up to the date of next AGM of the Company to be held in the financial year 2026-27	
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	The proposed limits for transactions with each of the related parties including the nature, duration and value of transactions, are detailed in the resolution table forming part of this Notice of Annual General Meeting.	
5.	Particulars of the proposed transaction	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 including the nature, duration and value of transactions, are detailed in the resolution table forming part of this Notice of Annual General Meeting.	
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 and Mrs. Kalpana Padode
8.	The percentage of the listed entity's annual consolidated turnover, considering FY2024-25 as the immediately preceding financial year	150%	150%
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	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	Not Applicable
9(c)	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Not Applicable	Not Applicable

9(d)	Purpose for which funds will be utilized by the Company	Not Applicable	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>	<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	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	Not Applicable
13	Any other information that may be relevant	All relevant information setting out material facts forms part of this Notice.	All relevant information setting out material facts forms part of this Notice.

**FOR ITEM NO.9: DETAILS OF MATERIAL RELATED PARTY TRANSACTION WITH NEW BONANZA IMPEX PRIVATE LIMITED AND GET AHEAD EDUCATION LIMITED**

Sr. No	Description	Details	
1	Name of the related Parties	New Bonanza Impex Private Limited	Get Ahead Education Limited
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
3	Tenure of the proposed transaction	01 <sup>st</sup> April 2026 up to the date of next AGM of the Company to be held in the financial year 2026-27	
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	The proposed limits for transactions with each of the related parties including the nature, duration and value of transactions, are detailed in the resolution table forming part of this Notice of Annual General Meeting.	
5.	Particulars of the proposed transaction	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 including the nature and value of transactions, are detailed in the resolution table forming part of this Notice of Annual General Meeting.	
7.	Name of the director or key managerial personnel who is related, if any	Mr. Sanjay Padode, Mrs Kalpana Padode and Mr. Pranav Padode	Mr. Sanjay Padode, Mrs. Kalpana Padode and Mr. Pranav Padode
8.	The percentage of the listed entity's annual consolidated turnover, considering FY2024-25 as the immediately preceding financial year	250%	250%

9.	Transaction related to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	Not Applicable	Not Applicable
9 (a)	Details of the source of funds in connection with the Proposed Transaction	Not Applicable	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	Not Applicable
9(c)	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Not Applicable	Not Applicable
9(d)	Purpose for which funds will be utilized by the Company	Not Applicable	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>	<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	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	Not Applicable
13	Any other information that may be relevant	All relevant information setting out material facts forms part of this Notice.	All relevant information setting out material facts forms part of this Notice.

The Information as per Industry Standard Note on Minimum information to be provided for Review of the Audit Committee and Shareholders for approval of Related Party Transaction (RPT) is as under :

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
A.	Details of the related party and transactions with the related party		
A (1).	Basic details of the related party		
1.	Name of the related party	Centre For Developmental Education (CDE)	
2.	Country of incorporation of the related party	India	
3.	Nature of business of the related party	Education Services	

A (2). Relationship and ownership of the related party					
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Directors and their relatives having influence in the entity			
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.  Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	DSJ Keep Learning Limited does not have any shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.			
6.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).  Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	% Shareholding - NIL			
A (3). Financial performance of the related party (CDE)					
		Amount (Rs in crore) FY 23-24	Amount (Rs in crore) FY 22-23	Amount (Rs in crore) FY 21-22	
7	Standalone turnover of the related party for each of the last three financial years:	69.88	72.47	44.56	
8	Standalone net worth of the related party for each of the last three financial years:	16.00	14.79	43.00	
9	Standalone net profits of the related party for each of the last three financial years.	1.22	7.47	19.36	
A(4) Details of previous transactions with the related party (CDE)					
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.  Note: Details need to be disclosed separately for listed entity and its subsidiary.	FY 2024-25 Receiving & Rendering of Services and Other Transactions: 494.21 lakhs FY 2023-24 Receiving & Rendering of Services and Other Transactions: 400.86 lakhs FY 2022-23 Receiving & Rendering of Services and Other Transactions: 541.93 lakhs			
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Rs 2.017 crores			
12.	Whether prior approval of Audit Committee has been taken for the abovementioned transactions?	Yes			
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No			



<b>A(5) Amount of the proposed transactions (All types of transactions taken together)</b>		
14	Total amount of all the proposed transactions being placed for approval in the current meeting.	The proposed limits for transactions with each of the related parties including the nature, duration and value of transactions, are detailed in the resolution table forming part of this Notice of Annual General Meeting.
15	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	150
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	21.47%

<b>B Details for specific transactions</b>		
<b>B(1)</b>	<b>Basic details of the proposed transaction (In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)</b>	
1.	Specific type of the proposed transaction (eg. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The Transaction involves purchase of services including admissions outsourcing, marketing, branding, advertising, promotion and software licensing and other transaction for business purpose.
2.	Details of the proposed transaction	The proposed limits for transactions with each of the related parties including the nature, duration and value of transactions, are detailed in the resolution table forming part of this Notice of Annual General Meeting.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The proposed limits for transactions with each of the related parties including the nature, duration and value of transactions, are detailed in the resolution table forming part of this Notice of Annual General Meeting.
4.	Indicative date / timeline for undertaking the transaction.	The proposed limits for transactions with each of the related parties including the nature, duration and value of transactions, are detailed in the resolution table forming part of this Notice of Annual General Meeting.
5.	Whether omnibus approval is being sought?	Yes
6.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract.  If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Aggregate value of transactions for is Rs 15 crore. The details of the transactions are provided above in the table.

7.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party.	Yes
8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	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.  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.  Contribute to the Company's mission of delivering high-quality, affordable, and innovative education, ultimately improving learning outcomes and stakeholder value.
9.	Details of the promoter(s)/ director(s) / key managerial personnel (KMPs) of the listed entity who have interest in the transaction, whether directly or indirectly.  The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.  Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives	
	(a) Name of the director / KMP	Mr. Sanjay Padode, Mrs. Kalpana Padode and Mr. Pranav Padode
	(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	CDE is a registered society under Karnataka Societies Registration Act, 1960. Hence this is not applicable
10.	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.  Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.	
	(a) Name of the director / KMP/ partner	Mr. Sanjay Padode and Mr. Pranav Padode
	(b) Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	Mr. Sanjay Padode, Chairman and Managing Director, holds 1,09,73,679 equity shares, representing 7.05% of the paid-up equity share capital of the Company. Mr. Pranav Padode, Wholetime Director & CEO, holds 39,62,115 equity shares, representing 2.54% of the paid-up equity share capital of the Company.
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
12.	Other information relevant for decision making.	Not applicable

B(2)	Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction		
13.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	Bids/quotations were not invited, as DSJ Keep Learning Limited already has an existing long-term business agreement with Centre for Developmental Education (CDE) for admissions outsourcing services and licensing of the “kOS” SaaS platform. The arrangement is strategic in nature and aligned with the academic and operational requirements of the Principal Institutions (CDE)	The Audit Committee concurred with the rationale provided by the Management and accordingly approved the transaction.
14.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not applicable, since no competitive bids were invited. The transaction is pursuant to a pre-existing contractual arrangement.	
15.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not applicable. Since no comparable bids exist and the services are proprietary to DSJ Keep Learning Limited, there is no additional cost or potential loss compared to a “best bid/quotation” scenario.	
16.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	The services (student admissions outsourcing and kOS SaaS platform) are specialized and proprietary in nature, available only through DSJ Keep Learning Limited, which functions as the execution engine for the institutions. Hence, bids were not invited	
17.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	The proposed transactions are routine in nature and in the ordinary course of business & at arm’s length. The terms of proposed transactions are as per the market practice and beneficial to the Company and its Shareholders.	
Point no. B(3) to B(8) of table forming part of Clause 4 of the Standards is not applicable.			

<b>Sr. No</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>	<b>Comments of the Audit Committee</b>
<b>A.</b>	<b>Details of the related party and transactions with the related party</b>		
<b>A (1).</b>	<b>Basic details of the related party</b>		
1.	Name of the related party	Vijaybhoomi University (VU)	
2.	Country of incorporation of the related party	India	
3.	Nature of business of the related party	Education Service	
<b>A (2).</b>	<b>Relationship and ownership of the related party</b>		
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Directors and their relatives having influence in the entity	
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	DSJ Keep Learning Limited does not have any shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	

6.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).  Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	% Shareholding - NIL			
A (3). Financial performance of the related party (VU)					
		Amount (Rs in crore) FY 23-24	Amount (Rs in crore) FY 22-23	Amount (Rs in crore) FY 21-22	
7	Standalone turnover of the related party for each of the last three financial years:	16.90	16.75	8.55	
8	Standalone net worth of the related party for each of the last three financial years:	12.00	13.00	7.00	
9	Standalone net profits/(loss) of the related party for each of the last three financial years.	(1.86)	3.65	(3.17)	
A(4) Details of previous transactions with the related party VU					
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.  Note: Details need to be disclosed separately for listed entity and its subsidiary.	FY 2024-25 Receiving & Rendering of Services and Other Transactions: 92.54 lakhs  FY 2023-24 Receiving & Rendering of Services and Other Transactions: 147.22 lakhs  FY 2022-23 Receiving & Rendering of Services and Other Transactions: 23.73 lakhs			
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Rs 50 lakhs			
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes			
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No			
A(5) Amount of the proposed transactions (All types of transactions taken together)					
14	Total amount of all the proposed transactions being placed for approval in the current meeting.	The proposed limits for transactions with each of the related parties including the nature, duration and value of transactions, are detailed in the resolution table forming part of this Notice of Annual General Meeting.			
15	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes			

16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	150%
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	88.76%
<b>B</b>	<b>Details for specific transactions</b>	
<b>B(1)</b>	<b>Basic details of the proposed transaction (In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)</b>	
1.	Specific type of the proposed transaction (eg. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The Transaction involves purchase of services including admissions outsourcing, marketing, branding, advertising, promotion and software licensing and other transaction for business purpose.
2.	Details of the proposed transaction	The proposed limits for transactions with each of the related parties including the nature, duration and value of transactions, are detailed in the resolution table forming part of this Notice of Annual General Meeting.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The proposed limits for transactions with each of the related parties including the nature, duration and value of transactions, are detailed in the resolution table forming part of this Notice of Annual General Meeting.
4.	Indicative date / timeline for undertaking the transaction.	The proposed limits for transactions with each of the related parties including the nature, duration and value of transactions, are detailed in the resolution table forming part of this Notice of Annual General Meeting.
5.	Whether omnibus approval is being sought?	Yes
6.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract.  If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Aggregate value of transactions for is Rs 15 crore. The details of the transactions are provided above in the table.
7.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party.	Yes



8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	<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>
9.	<p>Details of the promoter(s)/ director(s) / key managerial personnel (KMPs) of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives</p>	
	(a) Name of the director / KMP	Mr. Sanjay Padode and Mrs. Kalpana Padode
	(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	VU is a university established for imparting education and does not have a share capital structure. Accordingly, the concept of shareholding is not applicable in this case.
10.	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.</p> <p>Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.</p>	
	(a) Name of the director / KMP/ partner	Mr. Sanjay Padode and Mr. Pranav Padode
	(b) Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	<p>Mr. Sanjay Padode, Chairman and Managing Director, holds 1,09,73,679 equity shares, representing 7.05% of the paid-up equity share capital of the Company.</p> <p>Mr. Pranav Padode, Wholtime Director &amp; CEO, holds 39,62,115 equity shares, representing 2.54% of the paid-up equity share capital of the Company.</p>
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
12.	Other information relevant for decision making.	Not applicable
<b>B(2)</b>	<b>Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction</b>	
13.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	<p>Bids/quotations were not invited, as DSJ Keep Learning Limited already has an existing long-term business agreement with VU for admissions outsourcing services and licensing of the "kOS" SaaS platform. The arrangement is strategic in nature and aligned with the academic and operational requirements of the Principal Institutions (VU)</p> <p>The Audit Committee concurred with the rationale provided by the Management and accordingly approved the transaction.</p>
14.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not applicable, since no competitive bids were invited. The transaction is pursuant to a pre-existing contractual arrangement.
15.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not applicable. Since no comparable bids exist and the services are proprietary to DSJ Keep Learning Limited, there is no additional cost or potential loss compared to a "best bid/quotation" scenario.

16.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	The services (student admissions outsourcing and kOS SaaS platform) are specialized and proprietary in nature, available only through DSJ Keep Learning Limited, which functions as the execution engine for the institutions. Hence, bids were not invited
17.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	The proposed transactions are routine in nature and in the ordinary course of business & at arm's length. The terms of proposed transactions are as per the market practice and beneficial to the Company and its Shareholders.
<b>Point no. B(3) to B(8) of table forming part of Clause 4 of the Standards is not applicable.</b>		

Sr. No	Particulars of the information	Information provided by the management		Comments of the Audit Committee	
A.	Details of the related party and transactions with the related party				
A (1).	Basic details of the related party				
1.	Name of the related party	New Bonanza Impex Private Limited (NBIPL)			
2.	Country of incorporation of the related party	India			
3.	Nature of business of the related party	Goods and Education Service			
A (2). Relationship and ownership of the related party					
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Promoter Entity			
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	DSJ Keep Learning Limited does not have any shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.			
6.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	% Shareholding – 20.41%			
A (3).	Financial performance of the related party (NBIPL)				
		Amount (Rs in thousand) FY 23-24	Amount (Rs in thousand) FY 22-23	Amount (Rs in thousand) FY 21-22	
7	Standalone turnover of the related party for each of the last three financial years:	8000	4800	16129	
8	Standalone net worth of the related party for each of the last three financial years:	31578.88	36588.37	36175.95	
9	Standalone net profits/(loss) of the related party for each of the last three financial years.	(5009.49)	412.42	24262.06	

<b>A(4)</b>	<b>Details of previous transactions with the related party (NBIPL)</b>	
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.  Note: Details need to be disclosed separately for listed entity and its subsidiary.	FY 2024-25 Loan Taken:116 lakhs Loan Repaid:221.82 lakhs Issue of equity shares on conversion of loan:190 lakhs FY 2023-24 Loan taken: 96 lakhs Loan repayment:87.06 lakhs FY 2022-23 Issue of Equity Shares on Preferential Basis: 43.62 lakhs
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	None
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No
<b>A(5)</b>	<b>Amount of the proposed transactions (All types of transactions taken together)</b>	
14	Total amount of all the proposed transactions being placed for approval in the current meeting.	The proposed limits for transactions with each of the related parties including the nature, duration and value of transactions, are detailed in the resolution table forming part of this Notice of Annual General Meeting.
15	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	250%
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	3125%
<b>B</b>	<b>Details for specific transactions</b>	
<b>B(1)</b>	<b>Basic details of the proposed transaction (In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)</b>	

1.	Specific type of the proposed transaction (eg. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)	The transaction involves availing and/or rendering of services in the future, and/or availing borrowings for meeting business requirements of the Company.
2.	Details of the proposed transaction	The proposed limits for transactions with each of the related parties including the nature, duration and value of transactions, are detailed in the resolution table forming part of this Notice of Annual General Meeting.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The proposed limits for transactions with each of the related parties including the nature, duration and value of transactions, are detailed in the resolution table forming part of this Notice of Annual General Meeting.
4.	Indicative date / timeline for undertaking the transaction.	The proposed limits for transactions with each of the related parties including the nature, duration and value of transactions, are detailed in the resolution table forming part of this Notice of Annual General Meeting.
5.	Whether omnibus approval is being sought?	Yes
6.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract.  If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Aggregate value of transactions for is Rs 25 crore. The details of the transactions are provided above in the table.
7.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party.	Yes
8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	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.  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.  Contribute to the Company's mission of delivering high-quality, affordable, and innovative education, ultimately improving learning outcomes and stakeholder value.
9.	Details of the promoter(s)/ director(s) / key managerial personnel (KMPs) of the listed entity who have interest in the transaction, whether directly or indirectly.  The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.  Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives	
	(c) Name of the director / KMP	Mr. Sanjay Padode, Mr. Pranav Padode and Mrs. Kalpana Padode

	(d) Shareholding of the director / KMP, whether direct or indirect, in the related party	Sanjay Padode holding 35,499 share representing 99.99% paid up equity share capital Kalpana Padode holding 1 equity share representing 0.001 paid up equity share capital
10.	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.	
	(c) Name of the director / KMP/ partner	Mr. Sanjay Padode and Mr. Pranav Padode
	(d) Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	Mr. Sanjay Padode, Chairman and Managing Director, holds 1,09,73,679 equity shares, representing 7.05% of the paid-up equity share capital of the Company. Mr. Pranav Padode, Wholetime Director & CEO, holds 39,62,115 equity shares, representing 2.54% of the paid-up equity share capital of the Company.
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
12.	Other information relevant for decision making.	Not applicable
<b>B(2)</b>	<b>Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction</b>	
13.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	No bids/quotations were invited in respect of the proposed transaction. The Audit Committee concurred with the rationale provided by the Management and accordingly approved the transaction.
14.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not applicable, as no bids were invited.
15.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not applicable.
16.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	No bids were invited since the proposed transaction with New Bonanza Impex Private Limited is being entered into based on the Company's future requirements and strategic considerations. There is no existing agreement or draft transaction document available at present.
17.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	The proposed transaction is recommended to the Audit Committee on the basis that it is in the ordinary course of business, will facilitate business continuity, and is in the best interest of the Company and its shareholders.
<b>B(7)</b>	<b>Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary</b>	
18.	Material covenants of the proposed transaction	
19.	Interest rate (in terms of numerical value or base rate and applicable spread)	To be decided at the time of actual borrowing, subject to prevailing market conditions and mutual agreement with New Bonanza Impex Private Limited.
20.	Cost of borrowing (This shall include all costs associated with the borrowing)	Not determinable at this stage. Will be disclosed at the time of actual drawdown based on agreed terms.
21.	Maturity / due date	To be finalized at the time of borrowing depending on business requirements.

22.	Repayment schedule & terms	To be decided based on the mutually agreed terms at the time of borrowing.
23.	Whether secured or unsecured?	Likely to be unsecured. In case security is agreed, details will be disclosed at the time of transaction.
24.	If secured, the nature of security & security coverage ratio	Not Applicable
25.	The purpose for which the funds will be utilized by the listed entity / subsidiary	For meeting business requirements, working capital needs, and general corporate purposes.
26.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	0.25
	b. After transaction	1.65
27.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
	Before transaction	0.50
	After transaction	0.39
<b>Point no. B(3) B(4) (B5) (B6) and B(8) of table forming part of Clause 4 of the Standards is not applicable.</b>		

Sr. No	Particulars of the information	Information provided by the management			Comments of the Audit Committee
A.	Details of the related party and transactions with the related party				
A (1).	Basic details of the related party				
1.	Name of the related party	Get Ahead Education Limited (GAEL)			
2.	Country of incorporation of the related party	India			
3.	Nature of business of the related party	Education Support Service			
A (2).	Relationship and ownership of the related party				
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Directors and their relatives having influence in the entity			
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.  Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	DSJ Keep Learning Limited does not have any shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.			
6.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).  Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	% Shareholding – Nil			
A (3).	Financial performance of the related party (GAEL)				
		Amount (Rs in thousand) FY 23-24	Amount (Rs in thousand) FY 22-23	Amount (Rs in thousand) FY 21-22	
7	Standalone turnover of the related party for each of the last three financial years:	6472.96	9853.61	8314.57	



8	Standalone net worth of the related party for each of the last three financial years:	(44386.112)	(43,481.125)	(42,709.560)	
9	Standalone net profits/(loss) of the related party for each of the last three financial years.	(904.99)	(771.57)	(3397.43)	
<b>A(4) Details of previous transactions with the related party (GAEL)</b>					
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.  Note: Details need to be disclosed separately for listed entity and its subsidiary.	None			
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year  (till the date of approval of the Audit Committee / shareholders).	None			
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes			
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No			
<b>A(5) Amount of the proposed transactions (All types of transactions taken together)</b>					
14	Total amount of all the proposed transactions being placed for approval in the current meeting.	The proposed limits for transactions with each of the related parties including the nature, duration and value of transactions, are detailed in the resolution table forming part of this Notice of Annual General Meeting.			
15	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes			
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	250%			
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable			
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	3906.25%			
<b>B</b>	<b>Details for specific transactions</b>				
<b>B(1)</b>	<b>Basic details of the proposed transaction (In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)</b>				

1.	Specific type of the proposed transaction (eg. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The transaction involves availing and/or rendering of services in the future, and/or availing borrowings for meeting business requirements of the Company.	
2.	Details of the proposed transaction	The proposed limits for transactions with each of the related parties including the nature, duration and value of transactions, are detailed in the resolution table forming part of this Notice of Annual General Meeting.	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The proposed limits for transactions with each of the related parties including the nature, duration and value of transactions, are detailed in the resolution table forming part of this Notice of Annual General Meeting.	
4.	Indicative date / timeline for undertaking the transaction.	The proposed limits for transactions with each of the related parties including the nature, duration and value of transactions, are detailed in the resolution table forming part of this Notice of Annual General Meeting.	
5.	Whether omnibus approval is being sought?	Yes	
6.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Aggregate value of transactions for is Rs 25 crore. The details of the transactions are provided above in the table.	
7.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party.	Yes	
8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	<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>	

9.	<p>Details of the promoter(s)/ director(s) / key managerial personnel (KMPs) of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives</p>	None	
	(e) Name of the director / KMP		
	(f) Shareholding of the director / KMP, whether direct or indirect, in the related party		
10.	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.</p> <p>Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.</p>		
	(e) Name of the director / KMP/ partner	Mr. Sanjay Padode and Mr. Pranav Padode	
	(f) Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	<p>Mr. Sanjay Padode, Chairman and Managing Director, holds 1,09,73,679 equity shares, representing 7.05% of the paid-up equity share capital of the Company.</p> <p>Mr. Pranav Padode, Wholetime Director &amp; CEO, holds 39,62,115 equity shares, representing 2.54% of the paid-up equity share capital of the Company.</p>	
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable	
12.	Other information relevant for decision making.	Not applicable	
<b>B(2)</b>	<b>Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction</b>		
13.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	No bids/quotations were invited in respect of the proposed transaction.	The Audit Committee concurred with the rationale provided by the Management and accordingly approved the transaction.
14.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not applicable, as no bids were invited.	
15.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not applicable.	
16.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	No bids were invited since the proposed transaction with GAEL is being entered into based on the Company's future requirements and strategic considerations. There is no existing agreement or draft transaction document available at present.	

17.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	The proposed transaction is recommended to the Audit Committee on the basis that it is in the ordinary course of business, will facilitate business continuity, and is in the best interest of the Company and its shareholders.	
<b>B(7) Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary</b>			
18.	Material covenants of the proposed transaction		
19.	Interest rate (in terms of numerical value or base rate and applicable spread)	To be decided at the time of actual borrowing, subject to prevailing market conditions and mutual agreement with GAEL.	
20.	Cost of borrowing (This shall include all costs associated with the borrowing)	Not determinable at this stage. Will be disclosed at the time of actual drawdown based on agreed terms.	
21.	Maturity / due date	To be finalized at the time of borrowing depending on business requirements.	
22.	Repayment schedule & terms	To be decided based on the mutually agreed terms at the time of borrowing.	
23.	Whether secured or unsecured?	Likely to be unsecured. In case security is agreed, details will be disclosed at the time of transaction.	
24.	If secured, the nature of security & security coverage ratio	Not Applicable	
25.	The purpose for which the funds will be utilized by the listed entity / subsidiary	For meeting business requirements, working capital needs, and general corporate purposes.	
26.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements		
	c. Before transaction	0.25	
	d. After transaction	1.66	
27.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements		
	Before transaction	0.50	
	After transaction	0.39	
<b>Point no. B(3) B(4) (B5) (B6) and B(8) of table forming part of Clause 4 of the Standards is not applicable.</b>			

By Order of the Board of Directors

Place: Mumbai  
Date: 29<sup>th</sup> August, 2025

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

## Details of Directors seeking appointment/re-appointment in forthcoming Annual General Meeting

(In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings)

Name of Director	Mr. Sanjay Padode	Mrs. Kalpana Padode
Category of Director/ Designation /Position in the Company	Executive Director	Non-executive Non-Independent Director
Director Identification No (DIN)	00338514	02390915
Date of Birth (Age)	31 <sup>st</sup> August, 1965 (60 years)	22 <sup>nd</sup> June, 1969 (56 years)
Nationality	Indian	Indian
Date of first appointment as Director	11 <sup>th</sup> June, 2011	13 <sup>th</sup> March, 2021
Designation	Chairman and Managing Director	Non-Independent and Non-executive Director
Qualification	Master in Science (Maths) and Bachelor of Engineering (B.E.)	MA in English from Kurukshetra University and a women's entrepreneurship summer program from IIM Bangalore.
Experience/Expertise	He is specialized in IT Skills and has worked on large projects like implementing paperless offices, Office automation and work flow management.	She has been running Home Catering Services Private Limited as an entrepreneur catering more than 1200 meals per day for the last 10 years.
Expertise in specific functional areas	People Management and Leadership	People Management and Leadership
Terms and Conditions of appointment	No change in terms and conditions upto 03 <sup>rd</sup> October 2025 as Mr. Sanjay Padode is being re-appointed pursuant to his liability to retire by rotation at the AGM.  Redesignated as the Chairman and Executive Director with effect from 04 <sup>th</sup> October 2025.	No change in terms and conditions as Mrs. Kalpana Padode is being re-appointed pursuant to his liability to retire by rotation at the AGM.
Remuneration Last drawn (including sitting fees, if any)	Nil	Nil
Details of Remuneration sought to be paid	Nil	Nil
Number of Meetings of the Board attended during the year	9	9
Shareholding in the Company (Equity Shares of Re. 1/- each)	10,973,679 (7.05%) Equity Shares	Nil

<b>List of directorships held in other Companies(excluding Foreign Companies and Section 8 Companies and DSJ Keep Learning Limited)</b>	<ul style="list-style-type: none"> <li>• Dataline and Research Technologies (India) Limited</li> <li>• Nine Media and Information Services Limited</li> <li>• Get Ahead Education Limited</li> <li>• Sphere Agrotech Limited</li> <li>• Resolute Resource Solutions Private Limited</li> <li>• Home Catering Services Private Limited</li> <li>• New Bonanza Impex Private Limited</li> <li>• Padode Communications Private Limited</li> <li>• Academy of Indian Marketing professionals</li> </ul>	<ul style="list-style-type: none"> <li>• Sphere Agrotech Limited</li> <li>• Shree Ramdeoji Farms Private Limited</li> <li>• Home Catering Services Private Limited</li> <li>• Dalal Street Press Limited</li> <li>• Resolute Resource Solutions Private Limited</li> <li>• Akkadian Commercial and Agencies Private Limited</li> <li>• Narad Investment and Trading Private Limited</li> <li>• New Bonanza Impex Private Limited</li> <li>• Nine Media and Information Services Limited</li> <li>• Dataline and Research Technologies (India) Limited</li> </ul>
<b>Membership/ Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)</b>	Nil	Nil
<b>Inter-se relationship with other Directors and Key Managerial Personnel</b>	Father of Mr. Pranav Padode and Husband of Mrs. Kalpana Padode	Spouse of Mr. Sanjay Padode and Mother of Mr. Pranav Padode
<b>Names of listed entities from which Director has resigned in the past three years</b>	None	None



## Details of Directors seeking appointment/re-appointment in forthcoming Annual General Meeting

(In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings)

<b>Name of Director</b>	<b>Mr. Sameer Paddalwar</b>
<b>Category of Director/ Designation /Position in the Company</b>	Independent Director
<b>Director Identification No (DIN)</b>	02664589
<b>Date of Birth (Age)</b>	29 <sup>th</sup> August, 1968 (56 years)
<b>Nationality</b>	Indian
<b>Date of first appointment as Director</b>	13 <sup>th</sup> March, 2021
<b>Designation</b>	Independent Director
<b>Qualification</b>	Post Graduation(CPA) from American Institute of Certified Public Accountants
<b>Experience/Expertise</b>	He is expertise in Global Corporate Structuring, strategic partners and investor relationship management, M&A synergies, Post-acquisition business integration management, financial re-engineering and systems transformation and reducing product portfolio complexity
<b>Expertise in specific functional areas</b>	Global Corporate Structuring, strategic partners and investor relationship management, M & A synergies, Post-acquisition business integration management, financial re-engineering and systems transformation and reducing product portfolio complexity
<b>Terms and Conditions of appointment</b>	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).
<b>Remuneration Last drawn (including sitting fees, if any)</b>	Refer to report on Corporate Governance
<b>Details of Remuneration sought to be paid</b>	Sitting fees for attending each meeting of the Board/Committees and as may be decided by the Board of Directors of the Company from time to time for each of the Financial Year within the limits prescribed under the Companies Act, 2013.
<b>Number of Meetings of the Board attended during the year</b>	9
<b>Shareholding in the Company (Equity Shares of Re. 1/- each)</b>	45,000 (0.02%) Equity shares
<b>List of directorships held in other Companies (excluding Foreign Companies and Section 8 Companies and DSJ Keep Learning Limited)</b>	<ul style="list-style-type: none"> <li>Agility delivered India Private Limited (Formerly known as Delivery Blueprints India Private Limited)</li> <li>Enterprise Blueprints India Private Limited</li> <li>Boston Financial Advisory Group Private Limited</li> <li>Boston Financial Advisory Services Private Limited</li> <li>Intelym Technologies Private Limited</li> <li>Enterprise Blueprints Consulting India Private Limited</li> <li>Avaneesh Advisory Services Private Limited</li> <li>Accountants Tech Labs. Private Limited</li> <li>Sycamore Informatics India Private Limited</li> </ul>
<b>Membership/ Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)</b>	Nil
<b>Inter-se relationship with other Directors and Key Managerial Personnel</b>	None
<b>Names of listed entities from which Director has resigned in the past three years</b>	None

## Details of Directors seeking appointment/re-appointment in forthcoming Annual General Meeting

(In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings)

<b>Name of Director</b>	<b>Mr. Pranav Padode</b>
<b>Category of Director/ Designation /Position in the Company</b>	Whole-time Director and Chief Executive Officer (KMP)
<b>DIN</b>	08658387
<b>Date of Birth (Age)</b>	05 <sup>th</sup> December, 1996 (28 years)
<b>Nationality</b>	Indian
<b>Date of appointment as Director</b>	05 <sup>th</sup> December, 2020
<b>Designation</b>	Whole-Time Director and CEO
<b>Qualification</b>	Undergraduate in Electrical Engineering from Stanford University and graduated in 2019.
<b>Experience/Expertise</b>	Mr. Pranav Padode is a Computer Engineer and possesses fair knowledge of IT Skills.
<b>Terms and Conditions of appointment</b>	No change in terms and conditions upto 03 <sup>rd</sup> October 2025 as Mr. Pranav Padode is being re-appointed pursuant to his liability to retire by rotation at the AGM. Redesignated as the Managing Director & CEO with effect from 04 <sup>th</sup> October 2025.
<b>Remuneration Last drawn (including sitting fees, if any)</b>	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).
<b>Details of Remuneration sought to be paid</b>	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).
<b>Number of Meetings of the Board attended during the year (Financial Year 2024-25)</b>	9 (Nine)
<b>Shareholding in the Company (Equity Shares of Re. 1/- each)</b>	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).
<b>List of directorships held in other Companies(excluding Foreign Companies and Section 8 Companies)</b>	<ul style="list-style-type: none"> <li>• Dalal Street Press Limited</li> <li>• Get Ahead Education Limited</li> <li>• New Bonanza Impex Private Limited</li> <li>• Padode Communications Private Limited</li> <li>• Narad Investment And Trading Private Limited</li> </ul>
<b>List of Chairmanship and Membership in Other Companies</b>	Nil
<b>Inter-se relationship with other Directors and Key Managerial Personnel</b>	Mr. Pranav Padode is the son of Mr. Sanjay Padode and Mrs. Kalpana Padode
<b>Names of listed entities from which Director has resigned in the past three years</b>	Nil

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

**By Order of the Board of Directors**

Place: Mumbai  
Date: 29<sup>th</sup> August, 2025

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