



DSJ Keep Learning Limited

FORMERLY KNOWN AS DSJ COMMUNICATIONS LIMITED
CIN: L80100MH1989PLC054329

27th April, 2026

To,
The Manager – CRD
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort, Mumbai – 400 001
Scrip Code: 526677

The Manager
National Stock Exchange of India Limited
Exchange Plaza, Bandra – Kurla Complex,
Bandra (East), Mumbai – 400 051
SYMBOL: KEEPLEARN

Dear Sir/Madam,

Subject: Annual Secretarial Compliance Report for the financial year ended March 31, 2026

Please find enclosed the Annual Secretarial Compliance Report for the financial year ended March 31, 2026, issued by Alok Khairwar & Associates, Practicing Company Secretaries, pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with circular(s) issued in this regard.

Kindly take the same on your record.

Thanking you.

Yours faithfully,
For DSJ Keep Learning Limited

Jaiprakash Gangwani
Company Secretary & Compliance Officer

Encl.: A/a

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

Tel: +91-8976958625 | Email: compliance@dsjkeeplearning.com | Website: dsjkeeplearning.com

Annual Secretarial Compliance Report of DSJ Keep Learning Limited for the year ended March 31, 2026

To,

DSJ Keep Learning Limited.

419-A, Arun Chambers, 4th Floor, Tardeo,
Mumbai, Maharashtra, India, 400034.

We, Alok Khairwar & Associates Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by DSJ Keep Learning Limited ("the listed entity"),
- b) the filings/submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended March 31, 2026 ("Review Period") in respect of compliance with the provisions of:
 - i. the Securities and Exchange Board of India Act, 1992 ("SEBI ACT") and the Regulations, circulars, guidelines issued there under; and
 - ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");
 - iii. The specific Regulations (including amendments, modifications from time to time), whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-
 - a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as Listing Regulation);
 - b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018(The provisions of the said regulations are not applicable to the Listed Entity during the review period);
 - c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (The provisions of the said regulations are not applicable to the Listed Entity during the year review period);
 - e. The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021; (The provisions of the said regulations are not applicable to the Listed Entity during the review period);

- f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021. (The provisions of the said regulations are not applicable to the Listed Entity during the review period);
- g. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h. The Securities and Exchange Board of India (Depositories and Participant) Regulations 2018;
- i. The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Redeemable Preference Shares) Regulation, 2013. (The provisions of the said regulations are not applicable to the Listed Entity during the review period).
- j. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021. (The provisions of the said regulations are not applicable to the Listed Entity during the review period.)
- k. Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2006

l. any circulars/guidelines issued there under;

and based on the above examination, I hereby report that, during the Review Period the compliance status of listed entity is appended as below-

(a) The listed entity has complied with the provisions of the above regulations and circulars/guidelines issued there under, except in respect of matters specified below:-

Sr. no	Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisor y/Clarification/ Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company	Management Response
1	100% of promoter and promoter group shareholding must be in dematerialized form	SEBI Circular dated November 30, 2015; Regulation 31(2) of SEBI (LODR)	Yes, Promoter group shareholding not fully dematerialized	Not Applicable (No action initiated during the review period)	Observation / Non-compliance noted	Shares held by DSJ Finance Corporation Ltd. (under liquidation) are in	Nil	Company is not in full compliance due to circumstances beyond control ; DSJ	In accordance with SEBI Circular dated November 30, 2015, 100% of promoters and promote



		Regulations, 2015				physical form, not dematerialized		Finance is under liquidation since 1998	r group shareholding must be in dematerialized form. However, equity shares appearing in the name of DSJ Finance Corporation Limited ("DSJ Finance"), one of the entities falling under the Promoter Group, are in physical form and are not dematerialized since DSJ Finance is under liquidation since 1998. Due to the liquidation proceedings, DSJ Finance Corpora
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									tion Limited management is in control of the liquidator and hence the process of dematerialization has not happened in terms of the SEBI Circular .
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(b) The listed entity has maintained proper records under the provisions of the above regulation and circulars/ guidelines issued there under insofar as it appears from our examination of those records.

(c) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. no	Compliance Requirement (Regulations/Circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/Clarification/ Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observation/ Remarks of the Practicing Company	Management Response
1	Board Composition – One-third / Half of the Board to be	SEBI (Listing Obligations and Disclosure Requirements	Initial observation of non-compliance post Right	NSE Ltd	Clarification	Board composition was not in line immediately post	Nil	The Company has regularized the Board composition	The Company confirms that the provisions became

	Independent (as applicable)	ements) Regulations, 2015 – Regulation 17	s Issue			Rights Issue		and is in compliance as on March 31, 2026.	applicable from quarter ended December 31, 2024 and necessary changes were made. The Board continues to be compliant as on March 31, 2026.
2	Changes in Committee Composition – Audit, NRC, SRC	SEBI (Listing Obligations and Disclosure Requirements, 2015 – Regulations 18, 19, 20	Historical data reflected due to non-applicability of CGR	Stock Exchange	Clarification	Outdated committee composition appearing in records	Nil	The Company has updated and maintained proper committee composition in line with applicable provisions.	The Company confirms that post applicability (December 2024 onwards), correct committee compositions have been constituted and disclosed.
3	Change in Category of Directors and Committee	SEBI (Listing Obligations and Disclosure	Historical names continued in recor	Stock Exchange	Clarification	Ceased directors appearing due to outdated	Nil	No continuing non-compliance observed.	The Company confirms that all changes in

	Composi tion	Requir ement s) Regula tions, 2015 – Regula tions 17, 18, 19, 20	ds			CGR record s		Update d disclos ures reflect correct compo sition.	director s were duly intimate d and current composi tion is compli ant and updated .
4	Approva l of director s within prescrib ed timeline	SEBI (Listin g Obligat ions and Disclos ure Requir ement s) Regula tions, 2015 – Regula tion 17(1C)	Delay in share holde r appro val	SEBI (if initiated)	Observati on / Non- complan ce	Directo rs not regular ized within 3 month s; resigne d before approv al	Not Deter mine d	The non- compli ance was event- based and does not contin ue as on March 31, 2026.	The Compan y submits that the concern ed director s resigned before regulari zation. Necessa ry care is being taken to ensure compli ance with timeline s going forward.
5	100% Promote r Holding in Demat Form	SEBI Circul ar dated Novem ber 30, 2015 read with SEBI (Listin g Obligat ions and Disclos ure Requir ement	Share s held in physi cal form by prom oter group entity	SEBI (if initiated)	Observati on / Non- complan ce	Shares of DSJ Financ e Corpor ation Ltd. (under liquida tion) not demat erialize d	Nil	The non- compli ance contin ues due to factors beyond the control of the Compa ny.	The Compan y reiterate s that DSJ Finance Corpora tion Ltd. is under liquidati on since 1998 and under control of the liquidat or;

		s) Regula tions, 2015 – Regula tion 31(2)							hence demater ializatio n is not feasible presentl y.
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Further we hereby report that, during the Review Period the compliance status of the listed entity is appended as below-

Sr. no	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1	<u>Secretarial Standard</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under Section 118 (10) of the Companies Act, 2013 and mandatorily applicable.	Yes	The Company has duly complied with the SS issued by the ICSI.
2	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI 	Yes	The listed entity has updated all applicable policies under SEBI Regulations and the same are in conformity with SEBI Regulations and has been reviewed.
3	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> The listed entity is maintaining a functional website. Timely dissemination of the documents/information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Yes	The listed entity has maintained fully functional website https://dsjkeeplearning.com/ and disclosures are made in compliance with the requirements.
4	<u>Disqualification of Director:</u> None of the Directors of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity..	Yes	None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013
5	<u>To examine details related to Subsidiaries of listed entities:</u> <ul style="list-style-type: none"> Identification of material subsidiary companies; 	NA	The listed entity does not have any subsidiary.

	<ul style="list-style-type: none"> Requirements with respect to disclosure of material as well as other subsidiaries 		
6	<p><u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	As per the confirmations given by the listed entity, and on our test check basis, listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records is as per Policy of Preservation of Documents and Archival policy prescribed under Listing Regulations.
7	<p><u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees on an annual basis as prescribed in SEBI Regulations.
8	<p><u>Related Party Transactions:</u></p> <ul style="list-style-type: none"> The listed entity has obtained prior approval of Audit Committee for all Related party transactions. In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit committee. 	Yes	The listed entity has obtained the prior approval of Audit Committee for related party transactions, if required under the applicable law.
9	<p><u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.
10	<p><u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	The listed entity has duly complied with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the Company/ its</p>	Yes	No actions has been taken against Company/its

	promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder		Promoters/ Directors/Subsidiaries either by SEBI or Stock exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder
12	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the listed There were no entity or any of its material subsidiaries during the financial NA such transactions year, the listed entity and/ or its material subsidiary(ies) has during the review / have complied with paragraph 6.1 and 6.2 of section V-D period. of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	There was no resignation of statutory auditors during the review period; hence the provisions are not applicable.
13	<p><u>Additional non-compliances, if any:</u></p> <p>No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.</p>	Yes	None

For Alok Khairwar & Associates

Company Secretaries

Alok
Omprakash
h Khairwar

Digitally signed by
Alok Omprakash
Khairwar
Date: 2026.04.21
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(Alok Khairwar)

Proprietor

FCS No: 10031

C.P.No:12880

P.R. No.: 1761/2022

UDIN: F010031H000163877

Place: Mumbai

Date: April 21, 2026

**To,
DSJ Keep Learning Limited.**

419-A, Arun Chambers, 4th Floor, Tardeo,
Mumbai, Maharashtra, India, 400034.

Sub.: Annual Secretarial Compliance Report for the Financial Year 2025-26.

Dear Sir,

We have been engaged by DSJ Keep Learning Limited(hereinafter referred to as the "Company") bearing CIN: L80100MH1989PLC054329, whose Equity Share is listed on BSE Limited (BSE) to conduct an Audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, including recent update by SEBI on said Circular, and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company records, devise proper systems to ensure Compliance with the provisions of all the applicable SEBI Regulations and Circulars/Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify Compliance by the Company with the provisions of all applicable SEBI Regulations and Circulars/Guidelines issued from time to time and issue a Report thereon.

Our Audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involves such examinations and verifications considered and necessary and adequate for the said purpose. Annual Secretarial Compliance is attached herewith.

**For Alok Khairwar & Associates
Company Secretaries**

Alok Omprakash
Khairwar
Digitally signed by
Alok Omprakash
Khairwar
Date: 2026.04.21
15:10:17 +05'30'

(Alok Khairwar)

Proprietor

FCS No: 10031

C. P. No: 12880

P.R. No.: 1761/2022

UDIN: F010031H000163877

Place: Mumbai

Date: April 21, 2026