

12th November, 2021

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

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

Dear Sir/Madam,

Sub: Outcome of Board Meeting held today i.e. Friday, 12th November, 2021

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we wish to inform you that the Board of Directors of the Company in their Meeting held today i.e. Friday, 12th November, 2021, *inter alia* considered and approved the following matters:

1. The Un-audited Financial Results of the Company for the quarter and half year ended 30th September, 2021.

In terms of the provisions of Regulation 33 of the Listing Regulations, we are enclosing herewith the copy of following as Annexure-I:

- a. Un-audited Financial Results for the quarter and half year ended 30th September, 2021;
 - b. Statement of Assets and Liabilities as at 30th September, 2021;
 - c. Cash Flow statement for the half year ended 30th September, 2021; and
 - d. Limited Review Report on the said un-audited financial results received from the Statutory Auditors of the Company.
2. On the recommendation of the Audit Committee and subject to the approval of the shareholders, appointment of M/s Jayesh Dadia & Associates LLP, Mumbai (FRN:121142W/W100122) as a statutory auditor of the Company w.e.f. 12th November, 2021 subject to the approval of the shareholders, to fill the casual vacancy arising out of the resignation of the existing statutory auditors M/s J D Jhaveri & Associates (FRN:111850W) as a statutory auditor of the Company.

Pursuant to SEBI Circular CIR/ CFD / CMD / 4/ 2015 dated 9th September, 2015 a brief profile of M/s Jayesh Dadia & Associates LLP, Chartered Accountants is enclosed as "Annexure II.



3. Approval of the notice of postal ballot (by E-voting).

The Board also approved the draft notice of postal ballot to be issued to the shareholders for seeking their approval inter alia for:

- a. Issue of equity shares on preferential basis on conversion of loan into equity.
- b. Appointment of M/s Jayesh Dadia & Associates LLP, Chartered Accountant (FRN:121142W/W100122) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s J. D. Jhaveri & Associates, Chartered Accountant as a statutory auditor of the Company.
4. Appointment of Mr. Anshul Bhatt, Proprietor of Anshul Bhatt & Associates, Practicing Company Secretary as scrutinizer to conduct the proposed Postal Ballot and e-voting process in a fair and transparent manner.
5. The Board subject to approval of Members of the Company, approved conversion into equity an amount of the loan aggregating up to Rs.5,00,00,000/- (Rupees Five Crores Only), arising in the Company on account of unsecured loan agreement entered between DSJ Keep Learning Limited (Borrower) and New Bonanza Impex Private Limited (Lender). The conversion of loan into equity shall be in accordance with the applicable laws, regulations, consents, approvals as required.

The issuance/allotment of equity shares shall be in terms of the loan agreement entered between the Company and New Bonanza Impex Private Limited.

The information in connection with the preferential issue pursuant to Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015, is enclosed as 'Annexure-III' to this letter.

Further, we wish to inform you that Mr. Pravin Gaonkar (DIN: 09041578) has tendered his resignation from the office of Independent Director of the Company w.e.f. closing of business hours on 12th November, 2021. The Board of Directors of the Company appreciates his valuable contribution provided during his association as Director of the Company.

In this regard, please find below requisite disclosure as per Regulation 30 read with Para A of Part A of Schedule III to the Listing Regulations:



Sr. No.	Disclosure requirement	Details
1	Reason for change	Resignation due to pre-occupation and other commitments
2	Date of cessation	Close of business hours on 12 th November, 2021

Further, the Company has received confirmation from Mr. Pravin Gaonkar that there are no material reasons for his resignation other than those mentioned in his resignation letter. Copy of their resignation letter is appended herewith and marked as "Annexure IV".

The meeting of the Board of Directors commenced at 7:00 p.m. and concluded at 08:10 p.m.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

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

Jaiprakash

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



Encl.: A/a

DSJ KEEP LEARNING LIMITED
(Formerly known as DSJ Communications Limited)
CIN : L80100MH1989PLC054329

Regd. Office: 419-A, Arun Chambers, 4th Floor, Tardeo, Mumbai-400034
Tel: 022 43476017 Email id: compliance.ds@gmail.com, Website: dsjkeeplearning.com

STATEMENT OF UN-AUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30.09.2021

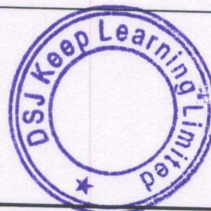
(Rs in Lakhs except EPS)

Sr. No.	Particulars	Quarter Ended			Half Year ended		Year Ended
		30.09.2021 (Un-audited)	30.06.2021 (Un-Audited)	30.09.2020 (Un-audited)	30.09.2021 (Un-audited)	30.09.2020 (Un-audited)	31.03.2021 (Audited)
I	Income						
	(a) Revenue From Operations						
	(b) Other Income	111.71	68.61	-	180.32	4.96	17.57
	Total Income	2.15	2.88	3.52	5.03	3.52	17.63
II	Expenses	113.86	71.49	3.52	185.35	8.48	35.21
	(a) Employees Benefit Expenses						
	(b) Finance Costs	28.32	27.00	2.75	55.32	4.03	19.94
	(c) Depreciation	11.08	6.17	-	17.25	-	31.16
	(d) Other Expenditure	0.06	0.03	-	0.09	-	0.01
	(e) Advertisement Expenses	46.06	26.18	0.88	72.24	8.74	388.31
	Total expenses	86.16	59.38	5.00	145.54	14.14	442.02
III	Profit before exceptional items and tax	27.71	12.10	-1.48	39.81	-5.66	-406.81
IV	Exceptional items	-	-	-	-	-	-
V	Profit/ (Loss) before tax	27.71	12.10	-1.48	39.81	-5.66	-406.81
	Tax Expense						
	(a) Current tax	-	-	-	-	-	-
	(b) Deferred tax	0.47	0.33	-	0.80	-	1.07
VI	Total tax expenses	0.47	0.33	-	0.80	-	1.07
VII	Net Profit/ (Loss) for the period	27.24	11.77	-1.48	39.01	-5.66	-407.88
VIII	Other Comprehensive Income (Net of Taxes)						
	(a)(i) Items that will not be reclassified to profit or loss (net of tax) :	-	-	-	-	-	-
	(a)(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-
	(b)(i) Item that will be reclassified to profit or loss	-	-	-	-	-	-
	(b)(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
IX	Total other Comprehensive Income (net of taxes)	-	-	-	-	-	-
X	Total Comprehensive Income for the period	0.00	0.00	0.00	0.00	0.00	0.00
XI	Net Profit/ (Loss) for the period	27.24	11.77	-1.48	39.01	-5.66	-407.88
XII	Paid-up equity share capital (Face Value of ₹ 1/- each)	732.97	732.97	732.97	732.97	732.97	732.97
XIII	Reserve excluding Revaluation Reserve as per balance sheet of Previous accounting Year						-946.67
XIV	Earnings per equity share						
	(i) Basic earnings Profit/(loss) per share	0.04	0.02	-0.00	0.05	-0.01	-0.56
	(ii) Diluted earnings Profit/(loss) per share	0.04	0.02	-0.00	0.05	-0.01	-0.56

Notes on Financial Results:

- The above unaudited standalone financial results for the quarter and half year ended 30th September 2021 have been prepared in accordance with the applicable Indian Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India in compliance with Regulation 33 of the Listing Regulations.
- The above unaudited financial results for the quarter and half year ended 30th September 2021 have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on Friday, 12th November 2021.
- The limited review under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, has been carried out by the statutory auditors. Auditor's Review Report does not contain any observation which would have an impact on the above results.
- The Company has only one operating & reportable segment i.e. Education activities, during the quarter and half year ended 30th September, 2021 therefore disclosures as required by Ind-As 108, 'Operating Segments' are not given.
- Figures of the previous periods have been regrouped, wherever necessary.
- The above results are available on the Company's website dsjkeeplearning.com and also on the website of BSE (www.bseindia.com) and NSE (www.nseindia.com) where the shares of the Company are listed.

Place : Mumbai
Dated: 12th November 2021



For DSJ Keep Learning Limited

SANJAY PADODE
CHAIRMAN & MANAGING DIRECTOR
DIN - 00338514

DSJ KEEP LEARNING LIMITED
(Formerly Knowns as DSJ COMMUNICATIONS LIMITED)
(CIN No. L80100MH1989PLC054329)

STATEMENT OF UNAUDITED ASSETS AND LIABILITES AS AT HALF YEAR ENDED SEPTEMBER 30TH 2021

Particulars	Amount in Lakhs	
	As at 30/09/2021	As at 31/03/2021
ASSETS		
1. Non Current Assets		
a) Property, Plant & Equipment	1.45	0.18
a) Non-current Investments	17.28	12.35
b) Loans and advances	-	-
Subtotal(A)	18.73	12.53
2. Current Assets		
a) Financial Assets		
- Trade Receivables	135.13	14.66
- Cash and Cash Equivalents	128.34	0.65
- Short Term Loans & Advances	19.08	2.05
- Other Current Assets	3.15	-
Subtotal(B)	285.71	17.35
Total(A+B)	304.44	29.88
EQUITY AND LIABILITIES		
Equity		
a) Equity Share Capital	741.97	741.97
b) Other Equity	(907.66)	(946.67)
	(165.70)	(204.71)
Liabilities		
1. Non-Current Liabilities		
a) Long term borrowings	370.00	217.09
b) Deferred Tax Liability (Net)	1.87	1.07
	371.87	218.15
2. Current Liabilities		
a) Trade Payable		
(i) Total outstanding dues of micro enterprises and small enterprises; and	0.91	0.25
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	7.81	9.70
b) Other Current Liabilities	89.55	6.49
	98.27	16.44
Total	304.44	29.88

By order of the Board for DSJ Keep Learning Limited



(Signature)

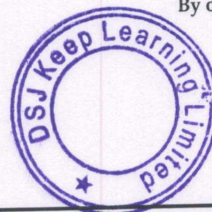
Sanjay Padode
Chairman and Managing Director
DIN :00338514

DSJ KEEP LEARNING LIMITED
(Formerly Known as DSJ COMMUNICATIONS LIMITED)
(CIN No. : L80100MH1989PLC054329)
Unaudited Cash Flow Statement for the Half year ended 30/09/2021

Amt in lakhs

Sr.No.	Particulars	For the half Year 30/09/2021	For the Year 31/03/2021
A	Cash Flow from Operating Activities		
	Net Profit Before Tax and Extraordinary Items	39.81	(406.81)
	Adjustments for :		
	Depreciation	0.09	0.01
	Dividend received	-	(0.03)
	(Gain) / Loss on fair value of investments	(4.93)	(7.36)
	Interest Expense	12.17	31.10
	provision for Doubtful Advances	-	350.00
	Tax Paid under Vivaad Se Vishwas Scheme	-	17.71
	Loss on write off of investments	-	-
	Interest on FD	(0.09)	-
	Interest under MSMED Act	-	0.01
	Sundry Balances written back	-	(10.24)
	Operating Profit Before Working Capital Changes	47.05	(25.62)
	Adjustments for :		
	(Increase)/Decrease in Trade Receivables	(120.47)	(5.69)
	(Increase)/Decrease in Other Current Assets	(3.06)	-
	Increase/(Decrease) in Other Current Liabilities	83.05	4.52
	Increase/(Decrease) in Trade Payable	(1.22)	5.81
	(Increase)/Decrease in Net Current Assets	(41.70)	4.64
	Cash Generated from Operations	5.35	(20.98)
	Direct Taxes Paid	(17.04)	(18.30)
	Net Cash from Operating Activities	(11.69)	(39.28)
B	Cash Flow from Investing Activities		
	Purchase of Property, Plant & Equipment	(1.36)	(0.19)
	Dividend received	-	0.03
	Interest Received	-	-
	Net Cash Used in Investing Activities	(1.36)	(0.16)
C	Cash Flow from Financing Activities		
	Term Loan Taken / (Repaid)	140.74	38.35
	Net Cash from Financing activities	140.74	38.35
	Net Increase in Cash & Cash Equivalents	127.70	(1.09)
	Cash & Cash Equivalents at the beginning of Year	0.65	1.74
	Cash & Cash Equivalents at the end of the Year	128.34	0.65

By order of the Board for DSJ Keep Learning Limited



(Signature)
Sanjay Padode
Chairman and Managing Director

DIN :00338514

J. D. JHAVERI & ASSOCIATES

Chartered Accountants

Head Office:-

A-105, Silver Arch,
Ceaser Road, Amboli,
Opp. Filmalaya Studio,
Andheri (West),
Mumbai 400 058.



Mr. Jatin D. Jhaveri

B.Com, F.C.A.

Mobile No:- 9821195140

Tel No:- +91 22 2679 0595

E-Mail:- jdjhaveri@gmail.com

LIMITED REVIEW REPORT

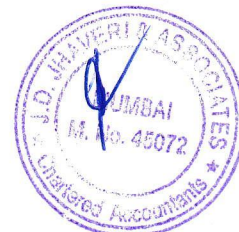
To

The Board of Directors

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

We have reviewed the accompanying statement of unaudited financial results of DSJ Keep Learning Limited ('the Company') for the quarter and half year ended 30th September, 2021 together with notes thereon ('the Statement'), attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"). This statement is the responsibility of the Company's Management and approved by Board of Directors, and has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard "Internal Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting practices and policies generally accepted in India. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410 'Review of Interim Financial Information performed by Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.



Based on our review, conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable Indian Accounting Standards and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of Regulation 33 of the of the Listing Regulations including the manner in which it is to be disclosed, or that it contains any material misstatement.

For J. D. Jhaveri & Associates
Chartered Accountants

Jat D. Jhaveri



Jatin D. Jhaveri

Proprietor

Membership Number- 045072

Place: Mumbai

Date: 12/11/2021

UDIN: - 21045072AAAAKV2915

Annexure-II- Appointment of Statutory Auditors to fill up the Casual Vacancy in the Office of Statutory Auditor:

Sr. No	Disclosure	Details
1.	Name of the Statutory Auditors	M/s Jayesh Dadia & Associates LLP, Mumbai (FRN:121142W/W100122)
2.	Reason for change	To fill up the casual vacancy caused by the resignation of M/s. J D Jhaveri & Associates, Chartered Accountant, as statutory Auditor of the Company.
3.	Date of Appointment	12 th November, 2021
4.	Terms of Appointment	To hold office till the conclusion of ensuing Annual General Meeting (AGM). Subject to the approval of the shareholder of the Company.
5.	Brief Profile of the Audit Firm	<p>M/s. Jayesh Dadia & Associates LLP (FRN:121142W/W10122) is a firm of chartered accountants rendering a gamut of professional & value added services related to audits, accountancy, direct taxation, company law matters, advisory services & FEMA matters.</p> <p>Mr. Jayesh Dadia, a Fellow Member of the Institute of Chartered Accountants of India, is the founder and senior partner of the firm with over 38 years of experience in the profession with expertise in areas of Companies Act, Income Tax Act and auditing & assurance services.</p>



Annexure-III Details regarding preferential issue

a)		type of securities proposed to be issued (viz. equity shares, convertibles etc.);	Equity Shares
b)		type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Conversion of loan into Equity shares
c)		total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	Upto 5,00,000,00 Equity Shares at a price of Re.1/- per share.
d)		in case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):	
	i	names of the investor(s);	The Equity shares are proposed be allotted to New Bonanza Impex Private Limited (Proposed Promoter)
	ii	post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	Not applicable
	iii	in case of convertibles – intimation on conversion of securities or on lapse of the tenure of the instrument:	Not applicable



PRAVIN GAONKAR
307, DSR Daffodil, Bellandur Main Road, Near Trinity Meadows, Bellandur, Bangalore 560103

Date: 12th November, 2021

To,

The Board of Directors,
DSJ Keep Learning Limited,
419-A, Arun Chambers, 4th Floor,
Tardeo, Mumbai-400 034

Subject: Resignation from the post of Independent Director of the Company

Dear Sir/Madam,

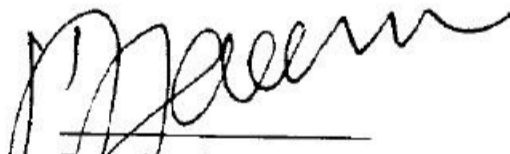
Due to my pre-occupation and other commitments, I am not in a position to devote my time to the affairs of the Company. Accordingly, I tender my resignation from the post of Independent Director of the Company with effect from close of business hours on 12th November, 2021.

I hereby confirm that there are no other material reasons for my resignation other than those provided above.

I would like to convey my thanks to the Board for giving me opportunity of being associated with the Company. Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully



Pravin Gaonkar
DIN: 09041578