



DSJ Keep Learning Limited

FORMERLY KNOWN AS DSJ COMMUNICATIONS LIMITED
CIN: L80100MH1989PLC054329

17th May, 2025

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

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

Dear Sir/Madam,

Subject: Annual Secretarial Compliance Report for the financial year ended March 31, 2025

Please find enclosed the Annual Secretarial Compliance Report for the financial year ended March 31, 2025, 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, 2025

**To,
DSJ Keep Learning Limited.**

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

I, Alok Khairwar & Associates Company Secretaries have examined:

- a) all the documents and records made available to me 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, 2025 ("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;
 - 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:-

S r . n o	Compl iance Requir ement (Regul ations /Circu lars/g uidelin es includi ng specifi	Regul ation / Circu lar No.	Devi atio ns	Acti on take n by	Type of Action (Advisor y/Clarif ication/ Fin e/Show Cause Notice/ Warnin g, etc.)	Detail s of Viola tion	Fine Amo unt	Obser vatio ns / Rema rks of the Pract icing Com pany	Manag ement Respo nse



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& ASSOCIATES

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F214 B wing, Express Zone Mall,
Western Express Highway,
Near Oberoi Mall, Malad East,
Mumbai - 400 097.

	c clause)								
1	Board Composition – One-third / Half of the Board to be Independent (as applicable)	Regulation 17 of SEBI (LODR), 2015	Initial observation of non-compliance noted post rights issue	NSE Ltd	Clarification	Company was observed to have less than half Independent Directors after rights issue	Nil	As informed by the company, the Corporate Governance Report (CGR) filed for December 31, 2024, confirms full compliance with Regulation 17. The Rights Issue allotment was completed on June 14, 2024, and Corporate Governance	The Rights Issue allotment was completed on June 14, 2024. Accordingly, CGR provisions became applicable from December 31, 2024 quarter. As on 31st Dec 2024, the Board comprises 5 Independent Directors out of 9, meeting the requirement fully. Auditor's certificate confirming



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								provisions became applicable from the quarter ending December 31, 2024. As of that date, the Board comprises 5 Independent Directors out of 9. Auditor's certificate confirming the earlier non-applicability has been provided.	earlier non-applicability is enclosed.
2	Changes in Commi	Regulation 18,	Historical	Stock Exc	Clarification	Obsolete comm	Nil	Auditor's certifi	The Company last



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	<p>tee Compo sitions – Audit Commi ttee, Nomin ation and Remun eration Commi ttee, Stakeh olders Relatio nship Commi ttee</p>	<p>19, 20 of SEBI (LOD R), 2015</p>	<p>com mitt ee me mbe r data refle cted due to volu ntar y CGR sub miss ion in FY 201 8-19</p>	<p>han ge</p>		<p>ittee comp ositio ns reflec ted in recor ds due to no subse quent mand atory CGR filings since FY 2018- 19</p>		<p>cate confir ms CGR non- applic ability post FY 2018- 19 until Dece mber 2024</p>	<p>submit ted a CGR for the period ended March 31, 2019 on April 12, 2019 under volunt ary compli ance. Since CGR provisi ons were not applica ble post- FY 2018- 19, no further CGRs were submit ted until it becam e manda tory again. The curren t applica ble compo sition has been disclos</p>
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									ed, and an auditor 's certific ate is attache d.
3	Change in Category of Directors and Committee Composition — Director Cessation and Update	Regulation 17, 18, 19, 20 of SEBI (LODR), 2015	Names of ceased directors reflected due to outdated voluntarily CGR record	Stock Exchange	Clarification	Historical names of directors still appearing due to no updated CGR filed post-FY 2018-19		Auditor's certificate confirms CGR non-applicability post FY 2018-19	The following directors ceased to be on the Board before CGR applicability resumed: 1. Mr. Ganesh Ravindra Pawar – March 13, 2021 2. Ms. Sujata Poojari – March 13, 2021 3. Mr. Nitin Sawant – February 13, 2021 4. Mr. Vijaysingh Padode –



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									August 13, 2019. Intimation letters were filed with the stock exchange. As of December 31, 2024, committee composition is fully compliant.
4	Approval of directors appointed by the Board at the next general meeting or within 3 months, whichever is earlier	Regulation 17(1C) of SEBI (LODR) Regulations, 2015	Shareholder approval not obtained within the prescribed time line	SEBI (expected, if initiated)	Observation / Non-compliance noted	Mr. Rakesh Mediratta and Mrs. Sridevi Putha were appointed on 13-Dec-2024 but not regularized by shareholders by	Not Determined	Non-compliance with Regulation 17(1C). Required approvals were not sought in time.	The directors appointed on 13th December 2024 were required to be regularized within three months. However, Mr. Rakesh Mediratta and Mrs. Sridevi Putha



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						13-Mar-2025. Both resigned from the close of business hours on 14-Apr-2025 before regularization.			resigned from the close of business hours on 14th April 2025. Consequently, their appointments were not placed before the shareholders for approval.
5	100% of promoter and promoter group shareholding must be in dematerialized form	SEBI Circular dated November 30, 2015; Regulation 31(2) of SEBI (LODR) Regulations, 2015	Yes	SEBI (expected, if initiated)	Observation / Non-compliance noted	Shares held by DSJ Finance Corporation Ltd. (under liquidation) are in physical form, not dematerialized	Nil	Company is not in full compliance due to circumstances beyond control; DSJ Finance is under liquidation since 1998	In accordance with SEBI Circular dated November 30, 2015, 100% of promoters and promoter group shareholding must be in dematerialized



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									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
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									e Corpor ation Limite d manag ement is in control of the liquida tor and hence the proces s of demate rializat ion has not happe ned in terms of the SEBI Circula r.
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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 in so far 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: **Not applicable, as this is the first year of applicability of Annual Secretarial Compliance Report for the listed entity pursuant to SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019. Accordingly, there are no prior year observations to report.**

S r . n o	Compl iance Requir ement (Regul ations /Circu lars/g uidelin es includi	Regul ation / Circu lar No.	Devi atio ns	Acti on take n by	Type of Action (Advisor y/Clarif ication/ Fin e/Show Cause Notice/ Warnin g, etc.)	Detail s of Viola tion	Fine Amo unt	Obser vatio ns / Rema rks of the Pract icing Com pany	Manag ement Respo nse
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	ng specifi c clause)								
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Further we hereby report that, during the Review Period the compliance status of the listed entity is appended as below-

S r. n o	Particulars	Compli ance Status (Yes/No /NA)	Observations /Remarks by PCS
1	<p><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</p>	Yes	The Company has duly complied with the SS issued by the ICSI.
2	<p><u>Adoption and timely updation of the Policies:</u></p> <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	<p><u>Maintenance and disclosures on Website:</u></p> <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 	Yes	The listed entity has maintained fully functional website https://dsjkeeplearning.com/ and disclosures are made in compliance with the requirements.



	corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website		
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; • Requirements with respect to disclosure of material as well as other subsidiaries 	NA	The listed entity does not have any subsidiary.
6	<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.	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	<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.	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	<u>Related Party Transactions:</u> <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 	Yes	The listed entity has obtained the prior approval of Audit Committee for related party transactions, if required under the applicable law.



	confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit committee.		
9	<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.	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	<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.	Yes	The listed entity has duly complied with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the 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	Yes	No actions has been taken against Company/its 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	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> 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	NA	No such instances during the review period



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	the LODR Regulations by listed entities.		
1 3	<u>Additional non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	Yes	None

**For Alok Khairwar & Associates
Company Secretaries**

Alok Omprakash
Khairwar
h Khairwar

Digitally signed by
Alok Omprakash
Khairwar
Date: 2025.05.15
11:40:48 +05'30'

(Alok Khairwar)

Proprietor

FCS No: 10031

C. P. No: 12880

P.R. No.: 1761/2022

UDIN: F010031G000346171

Place: Mumbai

Date: May 15, 2025

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 2024-25.

Dear Sir,

We have been engaged by DSJ Keep Learning Limited (hereinafter referred to as the "Company"), bearing CIN: L80100MH1989PLC054329, whose equity shares are listed on BSE Limited (BSE) and NSE Limited (NSE), to conduct an audit in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, including any subsequent amendments or updates, and to issue the Annual Secretarial Compliance Report thereon.

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

Our responsibility is to verify the compliance of the Company with the applicable SEBI Regulations and circulars/guidelines issued from time to time and to issue a report thereon.

Our audit was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India, and in a manner which involved such examinations and verifications as were considered necessary and appropriate for the said purpose.

The Annual Secretarial Compliance Report for the financial year 2024-25 is attached herewith.

**For Alok Khairwar & Associates
Company Secretaries**

Alok
Ompakash
Khairwar

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Ompakash Khairwar
Date: 2025.05.15
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(Alok Khairwar)

Proprietor

FCS No: 10031

C. P. No: 12880

P.R. No.: 1761/2022

UDIN: F010031G000346171

Place: Mumbai

Date: May 15, 2025