

419-A, 4th Floor, Arun Chambers,
Next to AC Market, Tardeo,
Mumbai-400034
Tel: 022 43476017,
E-mail:compliance.dsja@gmail.com,
Website:dsjkeeplearning.com

31st August, 2021

DSJ KEEP LEARNING LIMITED

(Formerly Known as DSJ Communications Limited)

CIN:L80100MH1989PLC054329

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: DALALSTCOM

Dear Sir/Madam,

Sub: Submission of Annual Report of 2020-21 pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report for the financial year 2020-21.

The said Annual Report is also available on the website of the Company dsjkeeplearning.com.

Kindly take the above 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



keep
learning

ENABLING HUMAN POTENTIAL
THROUGH EDUCATION

DSJ KEEP LEARNING LIMITED

(FORMERLY KNOWN AS DSJ COMMUNICATIONS LIMITED)

31ST ANNUAL REPORT

2020-2021

BOARD OF DIRECTORS AND KEY-MANAGERIAL PERSONNEL:

Mr. Sanjay Padode	:	Chairman & Managing Director
Mr. Pranav Sanjay Padode	:	Whole-Time Director (Appointed: w.e.f. 05 th December, 2020)
Mr. Pravin Gaonkar	:	Independent Director (Appointed w.e.f. 12 th February, 2021)
Mrs. Kalpana Padode	:	Non-executive & Non-Independent Director (Appointed w.e.f. 13 th March, 2021)
Mr. Sameer Paddalwar	:	Independent Director (Appointed w.e.f. 13 th March, 2021)
Mr. Nitin Sawant	:	Independent Director (Ceased w.e.f. 13 th February, 2021)
Mrs. Sujata Poojari	:	Independent Director (Ceased w.e.f. 13 th March, 2021)
Mr. Ganesh Pawar	:	Independent Director (Ceased w.e.f. 13 th March, 2021)

CHIEF FINANCIAL OFFICER

Mr. Shrikant Chilveri
(Appointed w.e.f. 12th March, 2021)
Mr. Arvind Manor
(Ceased w.e.f. 01st March, 2021)

CHIEF EXECUTIVE OFFICER

Mr. Pranav Sanjay Padode
(Appointed: w.e.f. 05th December, 2020)

COMPLIANCE OFFICER

Mr. Jaiprakash Gangwani
(Appointed w.e.f. 02nd November, 2020)
Ms. Disha Shah
(Ceased w.e.f. 27th August, 2020)

STATUTORY AUDITORS

M/s. J. D. Jhaveri & Associates
Chartered Accountants, Mumbai
A-105, Silver Arch, Ceaser Road, Amboli,
Opp. Filmalaya Studio, Andheri (West),
Mumbai 400 058
Contact No: +91 22 2679 0595

SECRETARIAL AUDITORS

M/s. Anshul Bhatt & Associates
Company Secretaries, Mumbai
57- Popular Arcade, Tata Rd. No.1,
Opera House, Charni Road East, Mumbai – 400004
Contact No: +91 9920778890

INTERNAL AUDITORS

M/s. Amit B. Agarwal & Associates
Chartered Accountants, Mumbai
11, Monica Tower, Chandan Park, Jesal Park,
Bhayander East, Thane-401105
Contact No: +91 022-28186869

BANKERS

HDFC Bank Limited
The Karur Vysya Bank

REGISTERED OFFICE

419-A, Arun Chambers, 4th Floor,
Next to AC Market, Tardeo,
Mumbai - 400034
Tel: 022-4347 6017

E-mail: compliance.dsj@gmail.com

Website: dsjkeeplearning.com

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited
C-101, 247 Park, LBS Marg,
Vikhroli West, Mumbai – 400 083

Tel: 022 – 49186270;

Fax: 022 – 49186060;

Email: rnt.helpdesk@linkintime.co.in

Website: www.linkintime.co.in

CORPORATE IDENTITY NUMBER (CIN)

L80100MH1989PLC054329

AUDIT COMMITTEE

Mr. Sameer Paddalwar	Chairman
Mr. Pravin Gaonkar	Member
Mr. Sanjay Padode	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Sameer Paddalwar	Chairman
Mr. Pravin Gaonkar	Member
Mr. Sanjay Padode	Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Sameer Paddalwar	Chairman
Mrs. Kalpana Padode	Member
Mr. Pravin Gaonkar	Member

STOCK EXCHANGE DETAILS

BSE Limited (BSE)

Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400001

(BSE Security Code: 526677)

National Stock Exchange of India Limited (NSE)

Exchange Plaza, Plot No. C-1, Block G,
Bandra Kurla Complex, Bandra (E), Mumbai - 400051

(NSE Symbol: DALALSTCOM)

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CEO'S Message to Shareholders

Dear Shareholders,

2021 has been an eventful year for us at DSJ Keep Learning Limited. We spent the majority of the year reviving the company, aligning it with new objectives, hiring a very competent team, and closing key partnerships with prominent players.

With all of this out of the way, the new direction for your company is clear, to be the largest educational services company in the country.

Why?

The education industry is one of the fastest-growing industries in this country and has witnessed significant growth both in terms of investments and innovation. Initiatives like the National Education Policy 2020 (NEP), coupled with the rising awareness amongst consumers about the importance of education, has this industry poised for rapid growth in the coming years.

At DSJ Keep Learning Limited, we have identified two key business verticals— higher education and continuing education—to focus all our attention on.

Higher Education – Enabling India's Higher Educational Institutes

The higher education space in India comprises over 1,000 universities and 40,000 individual colleges operating at levels from diploma programs to PhD programs. With a total student intake of roughly 3.74cr every year and the NEP's goal of reaching a Gross Enrolment Ratio (GER) of 50%, by 2030, from the current ~ 26%, the higher education space is poised for *massive growth*.

Business opportunity in this space is clear: enabling higher education institutes through technology and process outsourcing. Some of the common functions we outsource are admissions, placements, university IT and academic delivery. The core of our outsourcing business is the keeplearning *campus* platform, a fully serviced Platform-as-a-Service (PaaS) that is designed to manage and run all university functions on it.

Right now, we have tied up with 4 institutions where our systems are currently deployed: Jagdish Sheth School of Management, Vijaybhoomi University, IFIM Law School and IFIM College. We've also tied up with a Singapore-based course provider called Lithan Systems, which allows us to provide new-age relevant courses to universities.

Continuing Education – Powering India's Future Workforce

Continuing education is the latest buzz in this country, with many companies like upgrad, Great Learning etc. entering this space.

The core driver for continuing education is three-fold.

- Upskilling to climb up the corporate ladder.
- Reskilling to stay relevant in the changing workforce.
- Learning new skills/courses for joy.

With this in mind, we launched the keeplearning platform. Our platform is focused on the employment side of continuing education, where we are building programs by working top-down from corporate requirements to developing such programs at the grassroots levels from the best academic partners.

Our re-skilling platform combines the best of

- Academic Partners for Degree Programs & Content.
- Our Proprietary *Industry Readiness Program* to teach relevant competencies and skills for the targeted job profile.
- Our *employment testing platform* measures professionals for relevant competencies and skills, which then serves as a way for corporations to identify the right talent.

As of now, we have assembled a portfolio of 8 programs and 40+ faculty masterclasses. Some of our partners include Jagdish Sheth School of Management, INSOFE, True School of Music, Simplilearn and Skilledge.

In the coming months, we intend to expand this platform with a lot more program offerings and a larger customer paying base.

Closing Remarks – It all Starts Now

Times are exciting at DSJ Keep Learning Limited. Our office is buzzing with life, and with the new direction set, we're excited to see where this company is going to go.

Coming to the most important part of my note, I would like to take this opportunity to thank all our employees for their relentless contribution. I'd also like to take this time to thank all our shareholders who have believed in us and all our business partners who have and will be playing a key part in building future business.

To end: my grandfather, the late Mr Vijaysingh Padode, always believed that education is about enabling people.

We've adopted a more subtle version of what he used to say and set it as your company's mission: *Enabling human potential through education.*

Yours sincerely,

Pranav Padode
CEO
DSJ Keep Learning Limited

DSJ Keep Learning Limited
(Formerly Known as DSJ Communications Limited)
CIN: L80100MH1989PLC054329

Regd. Off.: 419-A, Arun Chambers, 4th Floor, Next to AC Market, Tardeo, Mumbai - 400034 India
Tel: 022 43476017, E-mail: compliance.ds@gmail.com, Website: dsjkeeplearning.com

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the Members of **DSJ KEEP LEARNING LIMITED** will be held Tuesday, 28th day of September, 2021 at 2:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjay Padode, Chairman and Managing Director (DIN: 00338514), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **APPROVAL FOR APPOINTMENT OF MR. PRAVIN GAONKAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

"RESOLVED THAT Mr. Pravin Gaonkar (DIN: 09041578), who was appointed as an Additional (Independent) Director of the Company, with effect from 13th February, 2021 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and who holds office as such upto the date of this ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member as required under Section 160 of the Act signifying his intention to propose the candidature of Mr. Pravin Gaonkar for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and the and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, statutory modifications or re-enactments thereon for the time being in force) to hold office for a term of 5 (five) consecutive years commencing from his date of appointment, i.e. 13th February, 2021 up to 12th February, 2026, who shall not be liable to retire by rotation."

RESOLVED FURTHER THAT Mr. Sanjay Padode, Chairman & Managing Director, Mr. Pranav Sanjay Padode, Whole Time Director & Chief Executive Officer, Mr. Shrikant Chilveri, 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."

4. **APPROVAL FOR APPOINTMENT OF MR. SAMEER PADDALWAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

"RESOLVED THAT Mr. Sameer Paddalwar (DIN: 02664589), who was appointed as an Additional (Independent) Director of the Company, with effect from 13th March, 2021 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and who holds office as such upto the date of this ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member as required under Section 160 of the Act signifying his intention to propose the candidature of Mr. Sameer Paddalwar for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and the and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 (including any amendments, statutory modifications or re-enactments thereon for the time being in force) to hold office for a term of 5 (five) consecutive years commencing from his date of appointment, i.e. 13th March, 2021, up to 12th March, 2026, who shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT Mr. Sanjay Padode, Chairman & Managing Director, Mr. Pranav Sanjay Padode, Whole Time Director & Chief Executive Officer, Mr. Shrikant Chilveri, 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.”

5. APPOINTMENT OF MRS.KALPANA PADODE AS A DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION:

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

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, Mrs. Kalpana Padode (DIN: 02390915), who was appointed as an Additional Director on the Board of Directors of the Company, pursuant to Section 161 of the Companies Act, 2013 with effect from 13th March, 2021, to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received notices in writing from members under Section 160 of the Act, signifying their intention to propose Mrs. Kalpana Padode (DIN: 02390915) as a candidate for the office of a director of the Company, be and is hereby appointed as a Director of the Company and whose period of office shall be liable to determination by retirement of directors by rotation.”

6. APPOINTMENT OF MR. PRANAV SANJAY PADODE AS A DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION:

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

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, Mr. Pranav Sanjay Padode (DIN: 08658387) who was appointed as an Additional Director of the Company w.e.f. 05th December, 2020 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received notices in writing from members under Section 160 of the Act, signifying their intention to propose Mr. Pranav Sanjay Padode as a candidate for the office of a director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

7. APPOINTMENT OF MR. PRANAV SANJAY PADODE AS A WHOLE-TIME DIRECTOR OF THE COMPANY AND FIXING HIS REMUNERATION:

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

“RESOLVED THAT pursuant to Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Schedule V thereto and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company and pursuant to the recommendations / approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company (the “Board”) accorded at their respective meetings held on 05th December, 2020 consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Pranav Sanjay Padode (DIN: 08658387), as a Whole-time Director of the Company, designated as Whole-time Director and Chief Executive Officer (with such other designation(s) as the Board may deem fit to confer upon him from time to time), liable to retire by rotation, for a period of 3 (Three) consecutive years commencing from 05th December, 2020, on such terms and conditions including remuneration payable to Mr. Pranav Sanjay Padode as set out in the Statement annexed hereto, with liberty to the Board to vary the terms and conditions of the said appointment including remuneration within the overall limits of Section 197 and / or Schedule V to the Act, as may be mutually agreed with Mr. Pranav Sanjay Padode from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives if any) as set out in the Statement annexed hereto payable to Mr. Pranav Sanjay Padode during his tenure in which inadequacy of profits or no profits arises as minimum remuneration) in terms of Sections 197 and 200 read with Schedule V to the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Mr. Sanjay Padode, Chairman & Managing Director, Mr. Shrikant Chilveri, 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.”

By Order of the Board of Directors

Place: Mumbai

Date: -27th August, 2021

Jaiprakash Gangwani

Company Secretary & Compliance Officer

ICSI Membership No. ACS 55760

NOTES:

1. 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.
2. Pursuant to the General Circular numbers 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020 and General Circular No. 02/2021 dated 13th January, 2021 issued by the Ministry of Corporate Affairs (“MCA”) and read with Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by the Securities and Exchange Board of India (“SEBI”) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through “VC”/ “OAVM”.
3. 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.
4. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
5. 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.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. 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. 28th September, 2021. Members seeking to inspect such documents can send an email to compliance.dsja@gmail.com from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers
8. 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 Securities Depository 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.

9. In compliance with the aforesaid Circulars, Notice of the 31stAGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or CDSL / NSDL ("Depositories").
10. Members may note that the Notice of the 31st AGM and Annual Report 2020-21 will also be available on the Company's website dsjkeeplearning.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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
11. 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.
12. 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 the Revised 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.
13. Pursuant to provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of Listing Regulations, the Register of Members & Share Transfer Books of the Company will remain closed from Wednesday, 22ndSeptember, 2021 to Tuesday, 28thSeptember, 2021 (both days inclusive) for the purpose of AGM held through VC / OAVM.
14. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company/Registrar & Share Transfer Agents (RTA) quoting their Folio Number and Bank Account Details alongwith self-attested documentary proof. Members holding shares in the electronic form may update such details with their respective Depository Participants.
15. In terms of SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20thApril, 2018 read with the SEBI press release PR No.: 51/2018 dated 3rdDecember, 2018, effective from 1stApril, 2019, company's shares can be transferred in dematerialized form only. Hence Members, who hold shares in physical form, are requested to dematerialize their shares, so they can transfer their shares in future, if they so desire.
16. Members holding shares in identical order of names in one or more folio are requested to write to the Company / RTA enclosing their Share Certificates to enable the Company to consolidate their holdings in one folio to facilitate better services.
17. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Compliance Officer at the registered office of the Company or by writing an email to compliance.dsja@gmail.com at least 7 (seven)days in advance of the meeting to enable the Company to provide the information required at the meeting.
18. The Equity shares of the Company are listed at BSE Limited and National Stock Exchange of India Limited.
19. 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 – M/s. Link Intime India Private Limited.
20. 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.
21. To comply with the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies

(Management and Administration) Rules, 2014, the Company is required to update its database by incorporating some additional details of its members.

Accordingly members are requested to kindly submit their e-mail ID and other details vide the e-mail updation form attached in this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and returning the same by post.

The e-mail ID provided shall be updated subject to successful verification of their signatures as per record available with the RTA of the Company.

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

- In compliance with 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, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide e-voting facility to its members to cast their vote electronically on the resolutions mentioned in the Notice of the 31st Annual General Meeting (AGM) of the Company dated 27th August, 2021. The members may cast their vote using an electronic voting system from a place other than the venue of the meeting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as agency to provide the e-voting facility
- The Members can join the AGM in the VC/OAVM mode thirty (30) 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 atleast 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.
- 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 21st September, 2021 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, 21st September, 2021.

The e-voting facility is available at the link www.evotingindia.com.

23. The Instructions of Members for e-voting and joining virtual Meetings are as under:

- (i) The voting period begins on Friday, 24th September, 2021 (9.00 a.m. IST) and ends on Monday, 27th September, 2021 (5:00 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 i.e., Tuesday, 21st September 2021, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of the Listing Regulations 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.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual 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 above-said 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
Individual Members holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting

Individual Members (holding securities in demat mode) login through their Depository Participants	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 & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

(v) **Login method for e-Voting and joining virtual meetings for Physical members and members other than individual holding in Demat form:**

- 1) The members should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Members” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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 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) <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.

- (viii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <DSJ Keep Learning Limited> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Members and Custodians –For Remote Voting only.**
- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 members are required 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 Company at the email address viz; Compliance.dsj@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Instructions for Members 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. Members 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. Members are encouraged to join the Meeting through Laptops / IPADS for better experience.
5. Further members 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. Members who would like to express their views/ask questions during the meeting may register themselves as a

speaker by sending their request in advance atleast **3 (Three) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance.ds@gmail.com. The members 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.ds@gmail.com. These queries will be replied to by the company suitably by email.

8. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those members, 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 members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.

Process for those Members whose Email/Mobile No. are not registered with the Company/Depositories.

1. For Physical members- 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 **Company's mail id** compliance.ds@gmail.com/RTA 's email id rnt.helpdesk@linkintime.co.in.
2. For Individual Demat members – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
3. 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 or contact at 022-23058738 and 022-23058542/43.
4. 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 or call on 022-23058542/43.

These details and instructions form an integral part of the Notice for the 31st Annual General Meeting to be held through VC / OAVM on Tuesday, 28th September 2021.

24. General instruction for Members:

- (i) 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 of Tuesday, 21st September, 2021.
- (ii) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, 21st September, 2021, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
- (iii) However, if members are already registered with CDSL for e-voting then they can use their existing user ID and password for casting the vote. If they forget their password, they can reset their password by using "Forgot User Details/Password" option available on www.evotingindia.com.
- (iv) 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 only shall be entitled to avail the facility of e-voting.
- (v) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast and make, not later than 48 working hours of conclusion of the AGM, a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company viz. dsjkeeplearning.com and on the website of the CDSL www.evotingindia.com. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed.

STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO:3

Mr. Pravin Gaonkar has been appointed as an Additional (Independent) Director of the Company for a term of 5 (five) consecutive years with effect from 13th February, 2021, subject to approval of shareholders at the this Annual General Meeting. He has vast knowledge and expertise in the field of Capital Market as a Database Analyst.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Pravin Gaonkar holds office as such up to the date of this ensuing Annual General Meeting. In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 ("the Act"), an Independent Director can be appointed for a term of 5 (five) consecutive years and shall not be liable to retire by rotation.

Mr. Pravin Gaonkar has given requisite declaration pursuant to Section 149(7) of the Act, to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act. The Company has also received notice from a member as per the provisions of Section 160 of the Act, proposing his candidature for the office of Independent Director. Further, he is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as such.

In the opinion of the Board, Mr. Pravin Gaonkar fulfills the conditions specified in the Act, the Rules made there under and Listing Regulations for appointment as an Independent Director and he is independent of the management. The Nomination & Remuneration Committee has also recommended his appointment as an Independent Director for a term of 5 (five) consecutive years.

Brief resume of Mr. Pravin Gaonkar 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.

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

The Board recommends the Ordinary Resolution as set out at Item No. 3 of the Notice for approval of the shareholders.

Mr. Pravin Gaonkar is not holding any shares in the Company. Except Mr. Pravin Gaonkar, 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: 4

Mr. Sameer Paddalwar has been appointed as an Additional (Independent) Director of the Company for a term of 5 (five) consecutive years with effect from 13th March, 2021, subject to approval of shareholders at the ensuing Annual General Meeting.

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.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Sameer Paddalwar holds office as such up to the date of this this Annual General Meeting. In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 ("the Act"), an Independent Director can be appointed for a term of 5 (five) consecutive years and shall not be liable to retire by rotation.

Mr. Sameer Paddalwar has given requisite declaration pursuant to Section 149(7) of the Act, to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act. The Company has also received notice from a member as per the provisions of Section 160 of the Act, proposing his candidature for the office of Independent Director. Further, he is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as such.

In the opinion of the Board, Mr. Sameer Paddalwar fulfills the conditions specified in the Act, the Rules made there under and Listing Regulations for appointment as an Independent Director and he is independent of the management. The Nomination & Remuneration Committee has also recommended his appointment as an Independent Director for a term of 5 (five) consecutive years.

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.

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 Ordinary 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

Mrs. Kalpana Padode was appointed as an Additional Director w.e.f 13th March, 2021 (Category: Non-Executive Director and Non-Independent) of the Company at the Board Meeting held on 12th March, 2021. In terms of Section 161 of the Companies Act, 2013, She holds office up to the date of this AGM of the Company. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors, pursuant to Section 152 of the Companies Act, 2013, the Rules framed thereunder read with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') proposed the appointment of Mrs. Kalpana Padode as a Director (Category: Non-Executive Director and Non-Independent) of the Company for the approval of Members by way of an Ordinary Resolution. The period of office of Mrs. Kalpana Padode as the Director of the Company shall be liable to determination by retirement of directors by rotation at every AGM.

Mrs. Kalpana Padode who is successfully running her food business comes from a sound educational background. She has done her Masters in English literature. She has done Diploma in Women Entrepreneurship from IIM Bangalore. She is the Secretary of Centre for Developmental Education and the Member of the Governing Body of Vijaybhoomi University. She has written article on Women Empowerment. She is heading Kanyathon, an initiative to educate girl child in association with CRY. She is very active in social causes like Swachh Bharat and generated funds to build 2 bathrooms for girls in Govt School jamrung. She believes in enablement of education for upliftment of society.

In terms of the provisions of the Companies Act, 2013, Mrs. Kalpana Padode filed her requisite consent(s) / disclosures before the Board. The Company has also received an intimation from Kalpana Padode in Form DIR-8 to the effect that she is not disqualified and further confirmed that she is not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority to be appointed as a Director in any Company.

Brief resume of Mrs. Kalpana Padode as stipulated under Regulation 36(3) of Listing Regulations and SS-2 issued by the ICSI forms part of the Notice.

The Company has received Notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Mrs. Kalpana Padode, as a Director of the Company. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail the expertise of Mrs. Kalpana Padode as an Non-Executive Director and Non-Independent Director.

The Board recommends the Ordinary Resolution as set out at Item No. 5 of the Notice for approval of the shareholders.

Except Mrs. Kalpana Padode, Mr. Sanjay Padode and Mr. Pranav Sanjay Padode, to the extent of their shareholding, if any, in the company, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

ITEM NO: 6

The Board of Directors of the Company (based on the recommendations of the Nomination and Remuneration Committee) has appointed Mr. Pranav Sanjay Padode (DIN: 08658387) as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013, with effect from 05th December, 2020. He has also been appointed as a Whole-time Director and the Chief Executive Officer (KMP) from that date, subject to approval of the Members of the Company.

Notices under Section 160 of the Companies Act, 2013 have been received by the Company from members proposing the candidature of Mr. Pranav Sanjay Padode as a Director of the Company, liable to retire by rotation..

Based on the recommendations/approvals received from the Nomination and Remuneration Committee and consent of Mr. Pranav Sanjay Padode to act as a Director of the Company and other statutory disclosures, it is proposed to appoint Mr. Pranav Sanjay Padode as a Director of the Company whose period of office shall be liable to determination by

retirement of directors by rotation. Further as per the declarations received by the Company, Mr. Pranav Sanjay Padode is not disqualified under Section 164 of the Companies Act, 2013. The directorships held by Mr. Pranav Sanjay Padode are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

Mr. Pranav Sanjay Padode did his undergraduate in Electrical Engineering from Stanford University and graduated in 2019. During the course of his undergraduate degree, Pranav Sanjay 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.

Keeping in view his vast expertise and knowledge, the Board considers that his association would be of immense benefit to the Company. Accordingly, the Board recommends the Resolution No. 6 as an Ordinary Resolution, in relation to the appointment of Mr. Pranav Sanjay Padode as a Director, for the approval of the Members of the Company.

Except, Mr. Pranav Sanjay Padode, being the concerned director, Mrs. Kalpana Padode and Mr. Sanjay Padode Chairman & Managing Director of the Company and relatives of Directors, to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution.

ITEM NO:7

Pursuant to Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (the "Board") accorded at their respective meetings held on 05th December, 2020 consent of the Members of the Company is hereby sought for the appointment of Mr. Pranav Sanjay Padode (DIN: 08658387), as a Whole-time Director (Designated as Whole-time Director and Chief Executive Officer) of the Company, on the remuneration as detailed hereinafter, for a period of 3 consecutive years w.e.f. 05th December, 2020 upto 4th December, 2023 and his office shall be liable to retire by rotation. Further as per the declarations received by the Company, Mr. Pranav Sanjay Padode is not disqualified under Section 164 of the Act. The directorships held by Mr. Pranav Sanjay Padode are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

Mr. Pranav Sanjay Padode did his undergraduate in Electrical Engineering from Stanford University, and graduated in 2019. During the course of his undergraduate degree, Pranav Sanjay 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.

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

Basic Salary (Fixed)	Rs. 4,80,000/-
HRA	Rs. 1,92,000/-
LTA	Rs. 38,400/-
Conveyance allowance	Rs. 9,600/-
Medical allowance	Rs. 7,500/-
Telephone allowance	Rs. 24,000/-
Fuel expenses	Rs. 28,800/-
Special allowance	Rs. 4,19,700/-
Gross Annual Income	Rs. 12,00,000/-

As per the provisions of Schedule V of the Companies Act, 2013, the appointment and remuneration payable to Mr. Pranav Sanjay Padode needs to be approved by the shareholders of the Company by way of special resolution in the general meeting of the Company.

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	The Company is engaged in the business of Educational Services Provider and some of the services which is offered by the Company are such as Campus Enablement, Online programs for continuing education, Quality Assurance Mentoring for Institutes and providing service to Universities & Institutions, Publication of Research., Licensing some Pedagogical Innovations and Platform as a service for campus management. The Company intends to pivot its business model to become an educational services provider for some of the leading providers of tertiary and vocational institutes and universities.			
	(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	Particulars	FY 2020-21	FY 2019-20	FY 2018-19
			Total Income	35,20,655	41,17,540	10,43,090
			Profit / (Loss) before tax	(4,06,81,162)	(34,40,643)	(19,97,121)
			Tax expenses	(1,06,636)	-	-
			Net Profit / (Loss)	(4,07,87,798)	(34,40,643)	(19,97,121)
			Earnings/ (Losses) per Equity Share (Face Value Rs. 1/- each)	(0.52)	(0.04)	(0.03)
	(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					
	A	Mr. Pranav Sanjay Padode				
	1	Background details/ Recognition or awards/ Job profile and his suitability	Mr. Pranav Sanjay Padode aged 24 years did his undergraduate in Electrical Engineering from Stanford University and graduated in 2019. During the course of his undergraduate degree, Pranav Sanjay 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.			
	2	Past Remuneration	During the financial year ended 31 st March, 2021 approximately Rs. 4,00,000/- was paid as remuneration to Mr. Pranav Sanjay Padode.			
	3	Remuneration proposed	Rs. 12,00,000/- 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 Sanjay 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.	Besides remuneration as stated hereinbefore, the said directors do not have any pecuniary relationship with the Company. Their relatives, to the extent of their shareholding, if any, in the Company may be deemed to be interested in the proposed resolutions. Further, the said directors are not related to each other and the managerial personnel or KMP of the Company.

III	Other Information	
1	Reasons of loss or inadequate profits	The financial year 2020-21 began amidst nation-wide lockdowns to contain the wide spreading of Covid-19 and the lockdowns were followed by systematic/ gradual removal of restrictions on the free movement of people by the Central and/or the State Governments. While the novel Corona virus has had a terrible humanitarian impact, it is also taking a heavy toll of economies across the world and one of the worst hit sectors is Retail. Accordingly, the operations and consequential financial performance of the Company during the financial year 2020-21 have been adversely impacted and may, due to the prevalent pandemic, remain impacted in the current financial year as well, regardless of the adequate measures taken by the Company to minimise the said impact. Consequent to that, the Company had during the financial year 2020-21 incurred losses and considering the current economic scenario, it may, in financial year 2021-22 and onwards, have a situation of inadequate profits or no profits.
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. During the financial year company has altered its main Objective to include provision of education services. The Company is now on its way to develop its business plan and start operating in this area.
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.

Ms. Pranav Sanjay Padode was appointed as Director and CEO w.e.f. 5th December, 2020 at the remuneration as given in the Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).

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

3. Remuneration or Commission drawn from any other Company.

Ms. Pranav Sanjay Padode was appointed as Director and CEO w.e.f. 5th December, 2020 at the remuneration as given in the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).

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

4. Professional qualification and experience.

Mr. Pranav Sanjay Padode aged 24 years did his undergraduate in Electrical Engineering from Stanford University and graduated in 2019.

During the course of his undergraduate degree, Pranav Sanjay 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.

Further, since Mr. Pranav Sanjay Padode are appointed during the current financial year, the comparison of remuneration proposed, and performance of the Company is not applicable.

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.

Nil

9. Reasons and justification for payment of remuneration.

The financial year 2020-21 was an unprecedented year. The Covid-19 pandemic led to a downturn and severely impacted businesses across sectors. The Company has managed to take quick actions and accordingly change the main object clause and owing to change in the main object clause the name of the Company has been changed.

Keeping in view the long experience and expertise of the Managerial Personnel, it is proposed to pay the remuneration to the Managerial Personnel with such merit increase as determined by the Nomination and Remuneration Committee of the Board of Directors of the Company.

By Order of the Board of Directors

Place: Mumbai

Date:- 27th August, 2021

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

In pursuance of the Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), details of Director seeking appointment/re-appointment at the ensuing Annual General Meeting are as follows:

Name of Director	Mr. Sanjay Padode	Mr. Pravin Gaonkar	Mr. Sameer Paddalwar	Mrs. Kalpana Padode	Mr. Pranav Sanjay Padode
Category of Director/ Designation /Position in the Company	Chairman and Managing Director (KMP)	Independent Director	Independent Director	Non-executive Non-Independent Director	Whole-time Director and Chief Executive Officer (KMP)
DIN	00338514	09041578	02664589	02390915	08658387
Date of Birth (Age)	31 st August, 1965 (55 years)	27 th April 1965 (55 years)	29 th August, 1968 (52 years)	22 nd June, 1969 (51 years)	05 th December, 1996 (24 years)
Nationality	Indian	Indian	Indian	Indian	Indian
Date of appointment as Director	11 th June, 2011	13 th February, 2021	13 th March, 2021	13 th March, 2021	05 th December, 2020
Designation	Managing Director	Independent Director	Independent Director	Non-Independent and Non-executive Director	Whole-Time Director and CEO
Qualification	Master in Science (Math) and Bachelor of Engineering (B.E.)	Post Graduation (MBA) from IFIM Business school	Post Graduation (CPA) from American Institute of Certified Public Accountants	MA in English from Kurukshetra University and a women's entrepreneurship summer program from IIM Bangalore.	Undergraduate in Electrical Engineering from Stanford University and graduated in 2019.
Experience/Expertise	He is specialized in IT Skills and has worked on large projects like implementing paperless offices, Office automation and work flow management.	He started off his career in 1986 with the Capital Markets, as a Database Analyst. After 3 years, he moved on to Anand bazaar Patrika's 'Business World'. He has also Worked in beyond Global Solution as a Vice President.	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	She has been running Home Catering Services Private Limited as an entrepreneur catering more than 1200 meals per day for the last 10 years.	Mr. Pranav Sanjay Padode is a Computer Engineer and possesses fair knowledge of IT Skills.
Terms and Conditions of appointment	No change in terms and conditions as Mr. Sanjay Padode is being re-appointed pursuant to his liability to retire by rotation at the AGM.	Please refer to the Statement given above pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).			
Remuneration last drawn (including sitting fees, if any)	Nil	Nil	Nil	Nil	During the financial year ended 31 st March, 2021 approximately Rs. 4,00,000/- was paid as remuneration to Mr. Pranav Sanjay Padode.

Details of Remuneration sought to be paid	Nil	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.	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.	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.	Please refer Item No 7 to the Statement given above pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).
Number of Meetings of the Board attended during the year (Financial Year 2020-21)	9	1	Not Applicable	Not Applicable	3
Shareholding in the Company (Equity Shares of Re. 1/- each)	29,37,200 (3.71%) Equity Shares	Nil	Nil	10,000 (0.01%) Equity shares	Nil

List of directorships held in other Companies(excluding Foreign Companies and Section 8 Companies)	Public Companies Dataline and Research Technologies (India) Limited Nine Media and Information Services Limited Get Ahead Education Limited Sphere Agrotech Limited Private Limited Tanveer Land Developers Private Limited Resolute Resource Solutions Private Limited Home Catering Services Private Limited New Bonanza Impex Private Limited Padode Communications Private Limited Laxmivijay Farms Private Limited Ramdeoji Developers Private Limited	None	Private Limited Delivery Blueprints India Private Limited Enterprise Blueprints India Private Limited Boston Financial Advisory Group Private Limited Boston Financial Advisory Services Private Limited Boston Financial Technology Private Limited Poyntpos Systems Private Limited Intelym Technologies Private Limited BFAG Allied Services Private Limited Enterprise Blueprints Consulting India Private Limited Avaneesh Advisory Services Private Limited	Public Companies Dalal Street Press Limited Sphere Agrotech Limited Dataline and Research Technologies (India) Limited Nine Media and Information Services Limited Private Limited Shree Ramdeoji Farms Private Limited Narad Investment and Trading Private Limited Shree Ramdeoji Holdings And Leasing Private Limited Home Catering Service Private Limited Resolute Resource Solutions Private Limited New Bonanza Impex Private Limited Laxmi Agrotech Private Limited Akkadian Commercial Agencies Private Limited	Public Companies Dalal Street Press Limited Get Ahead Education Limited Dalal Street Credit Capital Limited Private Limited Pranav Kumar Estate Private Limited
List of Chairmanship and Membership in Other Companies	None	None	None	None	None
Relationship with existing Directors of the company	Father of Mr. Pranav Sanjay Padode	Not related	Not related	Spouse of Mr. Sanjay Padode and Mother of Mr. Pranav Sanjay Padode	Son of Mr. Sanjay Padode and Mrs. Kalpana Padode

[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:- 27th August, 2021

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

BOARDS' REPORT

To,

The Members,

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

Your Directors hereby presents the 31st Annual Report covering the operational and financial performance of your company together with the Audited Financial Statements for the financial year ended 31st March, 2021.

FINANCIAL HIGHLIGHTS & PERFORMANCE:

The financial figures for the year under review are given below:

(Rs.In Lakhs)

Sr. No.	Particulars	For the Year ended	For the Year ended
		31 st March, 2021	31 st March, 2020
1.	Revenue from Operations	17.57	12.48
2.	Other Income	17.63	28.70
3.	Total Income	35.21	41.18
4.	Total Expenses	410.85	74.01
5.	Profit/ (Loss) before Finance Cost, Depreciation and Taxes	(375.64)	(32.83)
	Less: Finance Cost	31.16	1.58
	Less: Depreciation (Net)	0.01	-
6.	Profit/(Loss) Before Tax	(406.81)	(34.41)
7.	Less: Provision for Tax	1.07	-
8.	Profit/(Loss) After Tax	(407.88)	(34.41)
9.	Other Comprehensive Income	-	-
10.	Total Comprehensive Income/(Loss)	(407.88)	(34.41)
11.	Balance of Profit/(Loss) as per last Balance Sheet	(5118.28)	(5083.87)
12.	Balance of Profit/(Loss) carried to Balance Sheet	(5526.16)	(5118.28)

REVIEW OF OPERATIONS:

During the year under review, the Company has registered a turnover of Rs.17.57/- Lakhs (previous year Rs. 12.48/-Lakhs) and Net Loss after Tax of Rs.407.88/- Lakhs (previous year Net Loss Rs.34.41/- Lakhs). Your Company is undertaking active efforts towards accelerating the growth speed and is optimistic about better performance in the future.

FUTURE PROSPECTS AND OUTLOOK OF THE COMPANY:

The Company intends to widen its scope of services to include providing educational services to Institutions, Universities, and the learner community. Electronic course development, delivery and e-publishing are expected to grow exponentially in the world. The company intends to leverage this opportunity.

EMERGENCE OF COVID-19:

The Company has assessed the possible impact of Covid-19 on its financial statements based on the internal & external information available up to the date of approval of these financial results and concluded that no adjustments, in addition to the provision already made, are required in these results.

The management is of the opinion that there is unlikely to be any material impact on the carrying values of assets, liabilities and provisions as disclosed in these financial results. The management will continue to closely monitor any changes to future economic conditions and assess their impact on operations of the Company.

CHANGE OF NAME OF THE COMPANY:

As on the date of this report, owing to the change in the main objects clause of the Company from Publication business to Education Services business, Company has changed the name from '**DSJ Communications Limited to DSJ Keep Learning Limited**' to reflect the new business activities of the Company in their main object clause and the fresh certificate of incorporation consequent to change of name was obtained from the Registrar of Companies, Mumbai, Maharashtra on 29th June, 2021.

DIVIDEND:

In view of the accumulated losses, the Board of Directors do not recommend payment of dividend for the year under review.

TRANSFER TO RESERVES:

During the year under review, your Company has not made any transfer to reserves.

SHARE CAPITAL OF THE COMPANY:

There was no change in the Authorised & Paid up Share Capital of the Company during the financial year ended 31st March, 2021.

As at end of the financial year under review, the Authorised Share Capital stood at Rs.10,65,00,000/- (Rupees Ten Crores Sixty Five Lakhs only) and paid-up share capital stood at Rs.7,41,96,500/- (Rupees Seven Crores Forty One Lakhs Ninety Six Thousand Five Hundred only) which Excludes calls in arrears of Rs. 57,85,000/- (Rupees Fifty Seven Lakhs Eighty Five Thousand only).

CHANGE IN THE NATURE OF BUSINESS OF THE COMPANY:

The Members of the Company at the Annual General meeting held on 30th September, 2020 had approved the alteration in the Main object clause of the Company from 'Publication' business to 'Education Services' and received the approval from Registrar of Companies, Mumbai on 02nd November, 2020 accordingly the Company had changed the Main Object clause and line of business activity.

PUBLIC DEPOSITS:

During the year under review, the Company has not accepted any deposits within the meaning of Sections 73 and 76 of the Companies Act, 2013 ("the Act") read with Companies (Acceptance of Deposits) Rules, 2014.

COPY OF ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on 31st March, 2021 is available on the Company's website at [https:// dsjkeeplearning.com/annual-reports.php](https://dsjkeeplearning.com/annual-reports.php).

HOLDING, SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES:

The Company does not have any Holding, Subsidiary, Joint Venture or Associate Company as on 31st March, 2021. Also no Company ceased to be a Subsidiary, Joint Venture or Associate during the year under review. Hence, the requirement of reporting the highlights of performance of subsidiaries, associates and joint venture companies and their contribution to the overall performance of the Company during the period under review does not arise.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Nitin Sawant (DIN: 00350449) ceased to be an Independent Director of the Company w.e.f. the end of close of business hours on 12th February, 2021 owing to his other preoccupations and other commitments. The Board places on record its appreciation for his services toward the Company.

Further Mr. Ganesh Pawar (DIN:07547400) and Mrs. Sujata Poojari (DIN:08159263) ceased to be an Independent Directors of the Company w.e.f. the end of close of business hours on 12th March, 2021 due to change in the line of business of the Company from publication to education service sector. The Board places on record its appreciation of both directors for their services toward the Company.

In accordance with the provisions of Section 152 of the Act, read with rules made there under and the Articles of Association of the Company, Mr. Sanjay Padode, Chairman & Managing Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

At the Board Meeting held on 05th December, 2020, Mr. Pranav Sanjay Padode (DIN: 08658387) has been appointed as a Whole-time Director and CEO (KMP) of the Company, effective from 05th December, 2020.

Further the Board at its meeting held on 12th February, 2021 has appointed Mr. Pravin Gaonkar (DIN: 09041578) as an Independent Director of the Company effective from 13th February, 2021.

Further the Board at its meeting held on 12th March, 2021 has appointed Mr. Sameer Paddalwar (DIN: 02664589) as an Independent Director of the Company effective from 13th March, 2021 and Mrs Kalpana Padode as a Non-executive and Non-Independent Director of the Company effective from 13th March, 2021.

The said appointments are subject to approval of the Members of the Company. Further details in this regard, are given in the Notice convening the 31st AGM of the Company.

As stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), brief resume of the Directors proposed to be appointed/re-appointed is annexed to the Notice convening the 31st Annual General Meeting of the Company.

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act, and Regulation 16(1)(b) of the Listing Regulations. There has been no change in the circumstances affecting their status as independent directors of the Company. The Independent Directors of the Company have undertaken requisite steps towards the inclusion of their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act and rules framed thereunder.

As on the date of this report, Mr. Sanjay Padode (DIN:00338514) Chairman and Managing Director, Mr. Pranav Padode (DIN:08658387) Whole-Time Director and Chief Executive Officer, Mr. Shrikant Chilveri, Chief Financial Officer and Mr. Jaiprakash Gangwani (ACS-55760), Company Secretary & Compliance Officer are the Key Managerial Personnel (KMP) of the Company.

Ms. Disha Shah, an Associate Member of Institute of Company Secretaries of India was appointed as the Company Secretary & Compliance officer of the Company with effect from 01st July, 2020, however, she resigned from her office with effect from 27th August, 2020 on her personal grounds. Further Mr. Arvind Manor resigned from the position of Chief Financial Officer (KMP) of the Company with effect from 01st March, 2021 due to his personnel reason.

Based on the recommendation of the Nomination and Remuneration Committee of the Board, Mr. Jaiprakash Gangwani, a qualified Company Secretary, was appointed by the Board of Directors at its meeting held on 02nd November, 2020 as the Company Secretary & Compliance Officer and KMP of the Company, w.e.f. 02nd November, 2020.

Based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee of the Board, Mr. Shrikant Chilveri, was appointed by the Board of Directors at its meeting held on 12th March, 2021 as the Chief Financial Officer and KMP of the Company, w.e.f. 12th March, 2021.

As on the date of this Board's report i.e., as on 27th August, 2021 the Company's Board of Directors comprises of the following Directors:

Name of Directors	Director Identification Number (DIN)	Category
Mr. Sanjay Vijaysingh Padode	00338514	Chairman and Executive Director
Mrs. Kalpana Padode	02390915	Non-Executive and Non-Independent Director
Mr. Pranav Padode	08658387	Whole-Time Director and CEO
Mr. Sameer Paddalwar	02664589	Independent Director
Mr. Pravin Gaonkar	09041578	Independent Director

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134(3)(c) of the Act, the Board of Directors state that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31st March, 2021 and of the loss of the Company for that period;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MEETINGS OF THE BOARD:

The Board meets at regular intervals to discuss and decide on Companies/ business policy and strategy apart from other Board businesses. The Notice of the Board Meeting is given well in advance to all the Directors of the Company. The Agenda of the Board/ Committee Meeting is circulated 7 (seven) days prior to the date of the meeting, unless the matter is urgent, to enable the Director to take an informed decision.

During the year under review, the Board of Directors met 9 (Nine) times on 01st July, 2020, 31st July, 2020, 01st September, 2020, 11th September, 2020, 02nd November, 2020, 12th November, 2020, 05th December, 2020, 12th February, 2021 and 12th March, 2021 respectively and the maximum time gap between two board meetings did not exceed one hundred and twenty days. The necessary quorum was present for all the meetings.

The details of attendance of the Directors at the meetings held during the year under review is stated here with:

Sr. No.	Name of Directors	Category	No. of Meetings of Board attended
1.	Mr. Sanjay Padode	Chairman & Managing Director	9 out of 9
2.	Mr. Nitin Sawant*	Independent Director	8 out of 8
3.	Mrs. Sujata Poojari#	Independent Director	7 out of 9
4.	Mr. Ganesh Pawar#	Independent Director	9 out of 9
5.	Mr. Pravin Gaonkar^	Independent Director	1 out of 1
6.	Mr. Pranav Padode@	Whole-Time Director and Chief Executive Officer (CEO)	3 out of 3
7.	Mr. Sameer Paddalwar!	Independent Director	N.A.
8.	Mrs. Kalpana Padode!	Independent Director	N.A.

* Ceased to be as the independent director from the close of business hours on 12th February, 2021.

Ceased to be as the independent director from the close of business hours on 12th March, 2021.

^ Appointed as the Independent director of the Company with effect from 13th February, 2021.

@ Appointed as the Whole-Time Director and Chief Executive Officer with effect from 5th December, 2020.

! Sameer Paddalwar appointed as the Independent Director and Mrs. Kalpana Padode appointed as the Non-Executive and Non-Independent Director with effect from 13th March, 2021.

• Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under Schedule IV of the Act and Regulation 25(3) of the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 12th March, 2021, to review the performance of Non-Independent Directors (including the Chairman) and the Board as whole and to ensure that system devised for checking the flow of information between the Board and the Management is operating effectively and vice versa.

ANNUAL PERFORMANCE EVALUATION BY THE BOARD, ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS:

Pursuant to the provisions of the Act and Regulation 17(10) of the Listing Regulations, a formal annual evaluation needs to be made by the Board of its own performance and that of its Committees and Individual director. Schedule IV to the Act, states that the performance evaluation of the independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria.

The Board has carried out evaluation of its own performance, the directors individually as well as the working of its Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee of the Company. The Board has devised questionnaire to evaluate the performances of each of Executive, Non-Executive and Independent Directors. Such questions are prepared considering the business of the Company and the expectations that the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- Attendance at Board Meetings and Committee Meetings;
- Quality of contribution to Board deliberations;
- Strategic perspectives or inputs regarding future growth of Company and its performance;
- Providing perspectives and feedback going beyond information provided by the management.

During the financial year under review, performance of non-independent directors, the Board as a whole and the Chairman was evaluated in a separate meeting of Independent Directors.

COMMITTEES OF THE BOARD:

During the year, the Committees of the Board were re-constituted in accordance with the provisions of the Act and Listing Regulations.

There are currently 3 (three) Committees of the Board which are as follows:

1. Audit Committee;
2. Stakeholders' Relationship Committee; and
3. Nomination and Remuneration Committee.

The Composition of the Committees as on 31st March, 2021 are as follows:

Sr. No.	Name of Committee	Name of the Committee members	Category	Chairman / Member
1	Audit Committee	Mr. Sameer Paddalwar	Independent	Chairman
		Mr. Pravin Gaonkar	Independent	Member
		Mr. Sanjay Padode	Executive	Member
2	Nomination and Remuneration Committee	Mr. Sameer Paddalwar	Independent	Chairman
		Mrs. Kalpana Padode	Non-executive	Member
		Mr. Pravin Gaonkar	Independent	Member
3	Stakeholders' Relationship Committee	Mr. Sameer Paddalwar	Independent	Chairman
		Mr. Pravin Gaonkar	Independent	Member
		Mr. Sanjay Padode	Executive	Member

1. AUDIT COMMITTEE:

The Board has constituted an Audit Committee in accordance with the requirement of Section 177 of the Act and Regulation 18 of the Listing Regulations. As at 31st March, 2021, the Audit Committee comprised of two Independent Directors and one Executive Director of the Company.

The Audit Committee of the Company reviews the reports to be submitted with the Board of Directors with respect to auditing and accounting matters. It also supervises the Company's internal control and financial reporting process.

During the financial year 2020-21, the Audit Committee met 6 (Six) times on 31st July, 2020, 01st September, 2020, 11th September, 2020, 12th November, 2020, 12th February, 2021 and 12th March, 2021 and the maximum time gap between two meetings did not exceed one hundred and twenty days.

The composition and attendance of the members at the Audit Committee Meetings held during the financial year 2020-2021 are as follows:

Name of the Members	Designation	No. of Meetings	
		Held	Attended
Mr. Nitin Sawant	Past Chairman (Upto 12 th February, 2021)	5	5
Mrs. Sujata Poojari	Member (Upto 12 th March, 2021)	6	6
Mr. Sanjay Padode	Member	6	6
Mr. Pravin Gaonkar	^Member (w.e.f. 13 th February, 2021)	1	1
Mr. Sameer Paddalwar	Chairman (w.e.f. 13 th March, 2021)	NA	NA

^Induced as the Chairman w.e.f. 13th February, 2021 till 12th March, 2021 and thereafter continued as a member.

Mr. Nitin Sawant, Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on 30th September, 2020. The Company Secretary and/or Compliance Officer of the Company acts as the Secretary to the Committee.

The terms of reference of this Committee are wide. Besides having access to all the required information from the Company; the Committee acts as a link between the Statutory Auditors and the Board of Directors of the Company.

The scope of the activities and the terms of reference of the Audit Committee are as under:

The terms of reference of the Audit Committee are as per the guidelines set out in Regulation 18 of the Listing Regulations read with Section 177 of the Act. These broadly include:

- Develop an annual plan for Committee.
- Review of financial reporting processes.
- Review of risk management, internal control and governance processes.
- Discussions on quarterly, half yearly and annual financial statements.
- Interaction with statutory, internal and cost auditors.
- Recommendation for appointment, remuneration and terms of appointment of auditors.
- Risk management framework concerning the critical operations of the Company.
- Scrutiny of inter-corporate loans.
- Utilization of loans/advances /investment, if any made by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.

In addition to the above, the Audit Committee also reviews the following:

- Matter to be included in the Director's Responsibility Statement.
- Changes, if any, in the accounting policies.
- Major accounting estimates and significant adjustments in financial statement.
- Compliance with listing and other legal requirements concerning financial statements.
- Disclosures in financial statement including related party transactions.
- Management's Discussions and Analysis of Company's operations.
- Periodical review of Internal Audit Reports.
- Findings of any special investigations carried out by the Statutory Auditors.
- Letters of Statutory Auditors to management on internal control weakness, if any.
- Major non routine transactions recorded in the financial statements involving exercise of judgment by the management.
- Recommend to the Board, the appointment, re-appointment and if required the replacement or removal of the statutory auditors considering their independence and effectiveness, and recommend the audit fees.
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.
- Functioning of whistle blower mechanism and its policy.

2. NOMINATION AND REMUNERATION COMMITTEE:

In terms of provisions of Section 178 of the Act, the Nomination and Remuneration Committee should comprise of at least three Directors; all of whom should be Non-Executive Directors. At least half of the Committee members should be Independent with an Independent Director acting as the Chairman of the Committee.

The Composition of the Nomination and Remuneration Committee is in compliance with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations.

The Nomination and Remuneration Committee recommends the remuneration payable to Executive Directors of the Company. The Company pays no sitting fees to Independent Directors for attending Board and Committee meetings and professional services rendered to the Company.

During the financial year 2020-21, the Nomination and Remuneration Committee met 7 (Seven) times on 01st July, 2020, 31st July, 2020, 01st September, 2020, 02nd November, 2020, 05th December, 2020, 12th February, 2021 and 12th March, 2021.

The composition and attendance of the members at the Nomination & Remuneration Committee Meetings held during the financial year 2020-2021 are as follows:

Name of the Member	Designation	No. of Meetings	
		Held	Attended
Mr. Nitin Sawant	Past Chairman(Upto 12 th February, 2021)	6	6
Mrs. Sujata Poojari	Member(Upto 12 th March, 2021)	7	6
Mr. Ganesh Pawar	Member(Upto 12 th March, 2021)	7	7
Mr. Sameer Paddalwar	Chairman(w.e.f. 13 th March, 2021)	NA	NA
Mrs. Kalpana Padode	Member (w.e.f. 13 th March, 2021)	NA	NA
Mr. Pravin Gaonkar	^Member (w.e.f. 13 th February, 2021)	1	1

^Induced as the Chairman w.e.f. 13th February, 2021 till 12th March, 2021 and thereafter continued as a member.

Mr. Nitin Sawant, Chairman of the Nomination & Remuneration Committee was present at the last Annual General Meeting of the Company held on 30th September, 2020. The Company Secretary and/or Compliance Officer of the Company acts as the Secretary to the Committee.

Terms of reference of the Nomination & Remuneration Committee:

The Committee is empowered to:

- Formulate criteria for determining qualifications, positive attributes and independence of Directors and evaluating the performance of the Board of Directors.
- Identify and assess potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnel.
- Formulate a policy relating to remuneration for the Directors and the Senior Management Employees.
- Determine terms and conditions for appointment of Independent Directors. The same is also available on the website of the Company at <http://dsjkeeplearning.com/announcements.php>.
- Recommend to the Board, all remuneration, in whatever form, payable to senior management.

Performance Evaluation criteria of Independent Directors:

Pursuant to the provisions of Section 178 of the Act read with Schedule IV to the Act and Regulation 18 of the Listing Regulations and Schedule II to the Listing Regulations, the Nomination and Remuneration Committee has formulated a policy on Board Evaluation and evaluation of individual directors.

The evaluation is based on various factors which are as follows:

- Attendance at Board and Committee Meetings
- Level of Participation
- Contribution to the development of strategies and Risk Assessment and Management
- Overall interaction with the other members of the Board

Remuneration Policy:

The Company follows a policy on remuneration of Directors and Senior Management and other Employees.

Selection:

- Any person to be appointed as a Director on the Board of Directors of the Company or as KMP or Senior Management Personnel, including Independent Directors, shall possess appropriate skills, experience and knowledge in one or more fields of sciences, actuarial sciences, banking, finance, economics, law, management, sales, marketing, administration, research, corporate governance or technical operations.
- Any person to be appointed as a Director on the Board of the Company shall possess the relevant experience and shall be able to provide policy directions to the Company, including directions on good corporate governance.
- While appointing any person as Chief Executive Officer, Managing Director or a Whole-Time Director of the Company, his/ her educational qualification, work experience, industry experience, etc. shall be considered.

Remuneration of Executive Directors:

- At the time of appointment or re-appointment, the Executive Directors shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination & Remuneration Committee and the Board of Directors) and the Executive Directors within the overall limits prescribed under the Act;
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting;
- In determining the remuneration, the Nomination & Remuneration Committee shall consider the following:
 1. The relationship of remuneration and performance benchmark is clear;
 2. Balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
 3. Responsibility of the Managing Directors and the industry benchmarks and the current trends;
 4. The Company's performance vis-à-vis the annual budget achievement and individual performance.

Remuneration of Non-Executive Directors:

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Non-Executive Directors had no pecuniary relationship or transactions with the Company during the financial year 2020-21.

The Independent Directors of the Company shall not be entitled to participate in Stock Option Scheme of the Company, if any, introduced by the Company.

Remuneration of Senior Management Employees:

In determining the remuneration of the Senior Management employees (i.e. KMPs and Executive Committee Members) the Nomination & Remuneration Committee shall consider the following:

1. The relationship of remuneration and performance benchmark is clear;
2. The fixed pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
3. The components of remuneration includes salaries, perquisites and retirement benefits;
4. The remuneration including annual increment and performance incentive is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, industry benchmark and current compensation trends in the market.

The Company has adopted a policy i.e. Criteria for Appointment of Directors, KMPs and Senior Management Personnel as per the Listing Regulations.

Details of sitting fee paid to be Directors:

- None of the Non-Executive / Independent Director are being paid any sitting fees.
- The Company has not granted any stock options.

3. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Composition of the Stakeholders' Relationship Committee is in compliance with the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations.

The Committee is empowered to oversee the redressal of investors' complaints pertaining to Share transfers, non-receipt of annual reports, dividend payments, issue of duplicate certificates, transfer /transmission /demat /remat of shares and other miscellaneous complaints. This Committee is responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services.

During the financial year 2020-21, the Stakeholder's Relationship Committee met 4 (Four) times on 31st July, 2020, 11th September, 2020, 12th November, 2020 and 12th February, 2021.

The Composition and attendance of the members at the Stakeholder's Relationship Committee Meetings held during the financial year 2020-2021 are as follows:

Name of the Directors	Designation	No. of Meetings	
		Held	Attended
Mr. Nitin Sawant	Past Chairman (Upto 12 th February, 2021)	4	4
Mrs. Sujata Poojari	Member (Upto 12 th March, 2021)	4	4
Mr. Sanjay Padode	Member & Past Compliance officer	4	4
Mr. Sameer Paddalwar	Chairman (w.e.f. 13 th March, 2021)	NA	NA
Mr. Pravin Gaonkar	^Member (w.e.f. 13 th February, 2021)	NA	NA

^Induced as the Chairman w.e.f. 13th February, 2021 till 12th March, 2021 and thereafter continued as a member.

Mr. Nitin Sawant, Chairman of the Stakeholder's Relationship Committee was present at the last Annual General Meeting of the Company held on 30th September, 2020. The Company Secretary and/or Compliance Officer of the Company act as the Secretary to the Committee and oversees the redressal of the investors' grievances.

Status of Investors' Complaint as on end of the financial year 2020-21 is stated here with:

Opening at the beginning of the year	Received during the year	Resolved during the year	Pending at the end of the year
0	0	0	0

VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

In accordance with Section 177 of the Act, the Company has adopted a Vigil mechanism / Whistle Blower Policy to deal with instance of fraud and mismanagement, if any.

The Company had established a mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of our Code of Conduct and Ethics. The mechanism also provides for adequate safeguards against victimization of directors and employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases.

We affirm that during the financial year 2020-21, no employee or director was denied access to the Audit Committee. The Vigil Mechanism Policy is available on the website of the Company at <http://dsjkeeplearning.com/announcements.php>.

PARTICULARS OF THE EMPLOYEES AND REMUNERATION:

Pursuant to Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, details of ratio of remuneration of each director to the median employee's remuneration are appended to this report as "Annexure I".

During the year under review, no employee was in receipt of remuneration exceeding the limits as prescribed under provisions of Section 197 of the Act and Rules 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

RISK MANAGEMENT:

The Company has laid down a well-defined Risk Management Policy covering the risk mapping, risk analysis, trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitor both business and non-business risks. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All the related party transactions transacted during the year under review were in the ordinary course of business and were on arm's length basis and the same are reported in the Notes to the Financial Statements. Accordingly, the disclosure pertaining to Related Party Transactions as required under Section 134(3) of the Act in Form AOC-2 is not applicable.

The policy on dealing with Related Party Transactions is available on Company's website at <http://www.dsjkeeplearning.com/announcements.php>.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The details of loans, guarantee or investment made by the Company under the provisions of Section 186 of the Act, are provided in the Notes to the Financial Statements.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The provisions of Corporate Social Responsibility under Section 135 of the Act and rules made thereunder are not applicable to the Company. Therefore, the Company has not developed and implemented any policy on Corporate Social Responsibility initiatives.

STATUTORY AUDITORS:

As per the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, M/s. J. D. Jhaveri & Associates, Chartered Accountants, Mumbai, (FRN: 111850W) were appointed as Statutory Auditors of the Company at the 28th Annual General Meeting held on 29th September, 2018 for a term of 5 (five) consecutive years i.e. upto the conclusion of 33rd Annual General Meeting to be held for the financial year ending 31st March, 2023.

The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as the Statutory Auditors of the Company.

AUDITORS' REPORT:

There were no adverse remarks or qualifications made by the auditors of the Company in their report on the financial statements of the Company for the financial year under review.

DETAILS IN RESPECT OF FRAUD REPORTED BY AUDITORS:

Pursuant to Section 143(12) of the Act, during the year under review there were no frauds reported by the Auditors of the Company to the Audit Committee or the Board of Directors. Hence, there is nothing to report under Section 134(3)(ca) of the Act.

SECRETARIAL AUDITORS:

Pursuant to the provisions of Section 204 of the Act, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report received from M/s. Anshul Bhatt & Associates, Company Secretaries, Mumbai is appended as "**Annexure – II**" and forms part of this report.

In respect of the Secretarial Auditors' remarks in their report, the Directors would like to state as under:

- a) the Company does not have a Company Secretary as required under section 203 of the Act from 01st April 2020 till 30th June 2020 and from 27th August 2020 till 1st November 2020, during the period under review;

Reply: The Company was in search of a suitable candidate for the said position from 1st April, 2020 who shall be competent and in possession of the requisite expertise. The Company thereafter appointed Ms. Disha Shah, as the Company Secretary & Compliance Officer with effect from 01st July, 2020. However, she resigned from her office with effect from 27th August, 2020 on her personal grounds and immediately upon her resignation within a reasonable period of time the Company has appointed Mr. Jaiprakash Gangwani, an Associate member of Institute of Company Secretaries of India (ICSI) w.e.f 02nd November, 2020 as a qualified Company Secretary of the Company who is in the whole-time employment of Company. In the meantime, till the appointment of Mr. Jaiprakash Gangwani, as a Company Secretary, Mr Sanjay Padode was appointed and acted as the Compliance Officer of the Company for the period specified above.

- b) the Company has not redeemed its preference shares, the statutory time limit for redemption is overdue;

Reply: Pursuant to section 55 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 the Company ought to have redeemed the preference share of the Company but refrain to do so due to the following reasons as specified below:

- As per the provisions of Companies Act, 2013, the Company has to redeem the preference share out of the profits of the Company. However, the Company is incurring losses for last several years resulting the non-redemption of Preference shares. In order to remove the qualification, the Company has earned a revenue in the current quarter ended 30th June, 2021 and is in a process to start creating a redemption reserve out of the revenue earned and will do the necessary Compliances henceforth.
- The Holder of preference shares is under liquidation and hence the legal formalities for redemption of preference shares could not be taken and processed till date.

- c) the Compliance Officer appointed during the period 01st April 2020 till 30th June 2020 and from 27th August 2020 till 1st November 2020, under Regulation 6 of LODR is not a qualified Company Secretary as required under the said Regulations;

Reply : The Company did not have a qualified Company Secretary for the period specified above as a result Mr. Sanjay Padode was appointed as the Compliance officer of the Company and detailed reply is given in the above observation no 1.

- d) the company during the period under review, is yet to comply with the requirement under SEBI (Prevention of Insider Trading) Regulations, 2015 for maintaining a structured digital database of name of persons, entities with whom Unpublished Price Sensitive Information (UPSI) is shared and further in the absence of necessary documentary proof, compliance with the requirement under Regulation 3(2B) of giving due notice to persons to whom such UPSI is shared for maintaining confidentiality of the UPSI could not be confirmed.

Reply: The Company is in the process of rendering the services and necessary infrastructure of Link Intime India Private Limited for maintaining a structured digital database of name of persons, entities with whom Unpublished Price Sensitive Information (UPSI) is shared. During the year under review, there were no instances of trading by the insiders when in possession of the UPSI pertaining to the Company. The management takes due care of handling the Unpublished Price Sensitive Information and compliance of other applicable provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015.

INTERNAL AUDITOR:

Pursuant to the provisions of Section 138 of the Act read with Companies (Accounts) Rules, 2014, the Company has appointed/continued Mr. Amit B. Agarwal & Associates, Chartered Accountants, Mumbai as Internal Auditor of the Company. The Internal Auditor submits his reports on a periodically basis to the Audit Committee.

Based on the report of internal audit, management undertakes corrective actions in their respective areas and thereby strengthens the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has in place an adequate Internal Financial Control System. The Board evaluates the efficiency and adequacy of financial control system in the Company, its compliance with operating systems, accounting procedures at all levels and strives to maintain the Standard in Internal Financial Control.

LISTING OF SECURITIES:

The Company's shares are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company has paid the Annual listing fees for the year 2020-21 and 2021-22 to both the Stock Exchanges.

MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

As on the date of the report, name of the Company changed from DSJ Communications Limited to DSJ Keep Learning Limited owing to change in the Main object Clause and The Company begin to earn revenue currently as the company intends to widen its scope of services to include providing educational services to Institutions, Universities, and the learner community.

Except the above statement given above and those disclosed in the annual report, there are no material changes and commitment, affecting the financial positions of the Company occurred between the end of the F.Y 2020-21 to which this financial statement relates and the date of this report.

REPORT ON CORPORATE GOVERNANCE:

As per the provisions of Regulation 15(2) of Listing Regulations the provisions related to Corporate Governance shall not apply to a listed entity having paid up Share Capital not exceeding Rupees Ten Crores and Networth not exceeding Rupees Twenty Five Crores, as on the last day of the previous financial year.

As on the last day of the previous financial year 2019-20, the paid up Share Capital and Networth of the Company was below the threshold limits stated above, thereby the Company is not required to comply with the above provisions of Corporate Governance. Accordingly, the Report on Corporate Governance and Certificate regarding compliance of conditions of Corporate Governance are not made a part of the Annual Report.

Pursuant to the Regulation 34(2)(e) of Listing Regulations, the Report on Management Discussion and Analysis is a part of the Annual Report.

As per Schedule V of the Companies Act, 2013, the following disclosures shall be mentioned in the Board of Director's

report under the heading -Corporate Governance which are as below.

1. **All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors;**

Please refer to the Statement given in the Notice of 31st Annual General Meeting of the Company pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).

2. **Details of fixed component and performance linked incentives along with the performance criteria;**

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.

3. **Service contracts, notice period, severance fees; and**

Not Applicable

4. **Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.**

Not applicable

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There was no order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have bearing on company's operations in future.

INFORMATION UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Company was not required to constitute the Internal Complaints Committee pursuant to the provisions of the said Act. There was no complaint received by the Company on sexual harassment during the year under review.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Pursuant to the provisions of Section 134 (3) (m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014 details regarding Conservation of Energy, Technology absorption, Foreign exchange earnings and outgo are as under:

A) Conservation of Energy:

- a. Steps taken or impact on conservation of energy – The Operations of the Company do not consume energy intensively. However, the Company continues to implement prudent practices for saving electricity and other energy resources in day-to-day activities.
- b. Steps taken by the Company for utilizing alternate sources of energy – Though the activities undertaken by the Company are not energy intensive, the Company shall explore alternative sources of energy, as and when the necessity arises.
- c. The capital investment on energy conservation equipment – Nil

B) Technology absorption, adaption and innovation:

- a. The efforts made towards technology absorption – The Company continues to take prudential measures in respect of technology absorption, adaptation and take steps to use the scarce resources effectively.
- b. The benefits derived like product improvement, cost reduction, product development or import substitution – Not Applicable.
- c. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – Not Applicable.
- d. The expenditure incurred on Research and Development - Not Applicable.

C) Foreign Exchange Earnings and Outgo:

There were no transactions during the year under review in which foreign exchange earnings or outgo was involved.

MAINTAINENCE OF COST RECORDS:

The provisions of Rule 8(5)(ix) of Companies (Accounts) Rules, 2014 of Section 134(3) of the Act regarding maintenance of cost records are not applicable to the Company.

COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has devised proper systems to ensure compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and the Company complies with all the applicable provisions of the same during the year under review.

ACKNOWLEDGEMENT:

Your Directors take this opportunity to express their sincere appreciation for the assistance and co-operation received from all the Government departments, Banks, Financial Institutions, members and employees during the year under review and also looks forward to their continued support in the future.

Your Directors also wish to place on record their deep appreciation for the committed services of the employees of the Company

For and on behalf of the Board of Directors

Place: Mumbai

Date: 27th August, 2021

Sanjay Padode

Chairman & Managing Director

DIN: 00338514

Pranav Padode

Whole-time Director and CEO

DIN: 08658387

Annexure I

Information pursuant to Section 197(12) of the Companies Act, 2013 (as amended) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended)

- i. The ratio of the remuneration of each director to the median remuneration of the employees of the Company and percentage increase in remuneration of each director and Key Managerial Personnel (KMP) for the financial year 2020-21:

Sl. No.	Name of Directors and KMP	Designation	Ratio	Percentage increase in Remuneration (in %)
1.	Sanjay Padode	Managing Director	Nil	Nil
2.	Pranav Padode*	Whole-time Director and Chief Executive Officer	N.A.	Nil
3.	Jaiprakash Gangwani**	Company Secretary & Compliance Officer	N.A.	Nil
4.	Disha Shah	Company Secretary & Compliance Officer	@	Nil
5.	Arvind Manor	Chief Financial Officer	@	Nil
6.	Shrikant Chilveri***	Chief Financial Officer	N.A.	Nil

*Mr. Pranav Padode appointed as a Whole-Time Director & CEO w.e.f. 05th December, 2020 hence, ratio and percentage increase are not applicable.

**Mr. Jaiprakash Gangwani was appointed as Company Secretary & Compliance Officer, w.e.f. 02nd November, 2020 hence, ratio and percentage increase are not applicable.

@Since Ms. Disha Shah and Mr. Arvind Manor is for the part of year the percentage increase in his remuneration is not comparable.

***Mr. Shrikant Chilveri was appointed as Chief Financial Officer, w.e.f. 12th March, 2021 hence, ratio and percentage increase are not applicable.

- ii. The percentage increase in the median remuneration of employees in the financial year 2020-21 was Nil.
- iii. There were 9 permanent employees on the rolls of the Company as on 31st March, 2021.
- iv. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

There was no increase in the remuneration of the managerial personnel.

- v. We hereby confirm that the remuneration is as per the remuneration policy recommended by Nomination and Remuneration Committee of the Company and adopted by the Company.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 27th August, 2021

Sanjay Padode
Chairman & Managing Director
DIN: 00338514

Pranav Padode
Whole-time Director and CEO
DIN: 08658387

ANNEXURE-II
FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
DSJ KEEP LEARNING LIMITED
(Formerly Known as DSJ Communications Limited)
CIN: L80100MH1989PLC054329
419-A, Arun Chambers, 4th Floor,
Tardeo, Mumbai – 400034.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DSJ KEEP LEARNING LIMITED (Formerly Known as DSJ Communications Limited) (CIN: L80100MH1989PLC054329)** and having its registered office at 419-A, Arun Chambers, 4th Floor, Tardeo, Mumbai - 400034 (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and considering the various relaxations granted by the Securities and Exchange Board of India, the Ministry of Corporate Affairs and other government authorities due to COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021, generally complied with the statutory provisions listed hereunder, as amended from time to time and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not applicable to the company during the audit period)**;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the company during the audit period)**;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the company during the audit period)**;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the company during the audit period)**;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the company during the audit period)**; and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- (vi) There are no laws that are specifically applicable to the company based on their sector/industry during the period under review.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
 - (ii) The Listing Agreements entered into by the Company with the Stock Exchange(s), if applicable;
- During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above **subject to the following observations:**

I Pertaining to Companies Act, 2013:

- (a) *the Company does not have a Company Secretary as required under section 203 of the Act from 01st April 2020 till 30th June 2020 and from 27th August 2020 till 01st November 2020, during the period under review;*
- (b) *the Company has not redeemed its preference shares, the statutory time limit for redemption is overdue.*

II Pertaining to Regulations Issued by Securities Exchange Board of India (SEBI):

A) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR):

- (c) *the Compliance Officer appointed during the period 01st April 2020 till 30th June 2020 and from 27th August 2020 till 1st November 2020, under Regulation 6 of LODR is not a qualified Company Secretary as required under the said Regulations;*

B) Others:

- (d) *the company during the period under review, is yet to comply with the requirement under SEBI (Prevention of Insider Trading) Regulations, 2015 for maintaining a structured digital database of name of persons, entities with whom Unpublished Price Sensitive Information (UPSI) is shared and further in the absence of necessary documentary proof, compliance with the requirement under Regulation 3(2B) of giving due notice to persons to whom such UPSI is shared for maintaining confidentiality of the UPSI could not be confirmed;*

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings; agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, guidelines and standards.

We further report that during the audit period there were no major corporate events having a major bearing on the company's affairs.

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

For Anshul Bhatt & Associates
Company Secretaries

Place: Mumbai
Date: August 27, 2021
UDIN: 21073277AAAABF7160

CS Anshul Bhatt
Proprietor
M. No. ACS 23502 C.P. No. 8589

This Report is to be read with our letter of even date which is annexed to this Report as Annexure - A and forms integral part of this Report.

‘Annexure A’

To,
The Members,
DSJ KEEP LEARNING LIMITED
(Formerly Known as DSJ Communications Limited)
CIN: L80100MH1989PLC054329
419-A, Arun Chambers, 4th Floor,
Tardeo, Mumbai – 400034.

Our report of even date is to read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Where ever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. On account severe restrictions imposed by the Government Authorities on opening of offices, travel and movement due to Covid19 pandemic and subsequent lockdowns, we for the purpose of completion of our audit had to rely on documents and papers provided in electronic form through email/other virtual means for verification of compliances.

For Anshul Bhatt & Associates
Company Secretaries

Place: Mumbai
Date: August 27, 2021
UDIN: 21073277AAAABF7160

CS Anshul Bhatt
Proprietor
M. No. ACS 23502 C.P. No. 8589

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRIAL OVERVIEW, STRUCTURE AND DEVELOPMENT

Initially, the company was in the publishing industry; however, with changing business opportunities in the market, and a new management team, the company has pivoted to creating inroads into the education industry.

The education industry is one of the fastest-growing industries in this country and has witnessed significant growth both in terms of investments and innovation. Initiatives like the National Education Policy 2020 (NEP), coupled with the rising awareness amongst consumers about the importance of education, has this industry poised for rapid growth in the coming years.

At DSJ Keep Learning Limited, we have identified two key business verticals— higher education and continuing education—to focus all our attention on.

Higher Education – Enabling India’s Higher Educational Institutes

The higher education space in India comprises over 1,000 universities and 40,000 individual colleges operating at levels from diploma programs to PhD programs. With a total student intake of approximately 3.74cr every year and the NEP’s goal of reaching a Gross Enrolment Ratio (GER) of 50%, by 2030, from the current ~ 26%, the higher education space is poised for *massive growth*.

Business opportunity in this space is clear: enabling higher education institutes through technology and process outsourcing. Some of the common functions we outsource are admissions, placements, university IT and academic delivery. The core of our outsourcing business is the keeplearning *campus* platform, a fully serviced Platform-as-a-Service (PaaS) that is designed to manage and run all university functions on it.

Continuing Education – Powering India’s Future Workforce

Continuing education is defined as education imparted to professionals and university graduates primarily for reskilling, upskilling, or learning for fun. With 50m white-collar professionals overall, and 5m new professionals added every year, the market in this space is massive.

Two of the biggest drivers for the growth of this space is

- Increasing competitiveness in the job market, and the fear of becoming redundant.
- Increase in disposable income of professionals, and consumer behaviour shift to constant reskilling and learning.

Our team is developing a one-of-a-kind reskilling platform that works top-down by mapping corporate requirements to competencies and skills and building appropriate courseware for developing required competencies and skills.

FINANCIAL PERFORMANCE

The company has not been able to perform profitable business activity for the current financial year. Some major reasons for this are: re-listing of the company, hiring a new management team and setting new business opportunities. However, the company is seeing healthy signs of growth starting April 2021, which should reflect in the coming quarters.

MARKET ATTRACTIVENESS / OUTLOOK

The Company intends to widen its scope of services to include providing educational services to Institutions, Universities, and the learner community. Electronic course development, delivery and e-publishing are expected to grow exponentially in the world. The company intends to leverage this opportunity.

RISKS AND CONCERN

The Company has an adequate Risk Management System, and it faces the risk of competition from local players in the cities it expands. This risk is addressed by building a brand and processes to provide consumer-centric services and quality education. Also, there is a lot of IP in terms of technology that is being developed under DSJ Keep Learning Limited, which creates a moat between us and our competitors.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has a proper and adequate system of internal control to ensure that all the assets are safeguarded from loss, damage, or disposition. The Company has an independent Audit system to monitor the entire operations and the Audit Committee monitors the financial statements to ensure that transactions are adequately authorized and recorded and that they are reported correctly. The Board of Directors considers internal controls as adequate as it regularly reviews the findings and recommendations of internal audits.

DISCUSSION ON FINANCIAL PERFORMANCE CONCERNING OPERATIONAL PERFORMANCE

The financial statements are prepared per Section 134 of the Companies Act, 2013 and accounting principles generally accepted in India, including Indian Accounting Standards. The results of the operations are discussed in the Boards' Report.

HUMAN RESOURCE DEVELOPMENT

Over the years, your Company has developed an environment, which fosters excellence in performance by empowering its people, who are always on a continuous improvement path to add value to their intellectual and knowledge resources. The Company's success depends largely upon the quality and competence of its management team and key personnel.

There are 9 (Nine) employees in the Company as of 31st March 2021. The company is currently hiring for the coming financial year and should witness good growth in this area.

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

There were no significant changes (i.e. change of 25% or more as compared to the immediate previous financial year) in Key Financial Ratios.

RETURN ON NET WORTH

Return on Net worth during the previous and current financial year is negative due to losses.

CAUTIONARY STATEMENT

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations, or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied due to risk and uncertainties. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factors.

Independent Auditor's report on Audited Standalone Quarterly Financial Results and year to date results of DSJ Communications Limited pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To
The Board of Directors of
DSJ Communication Limited

Report on the Audit of the Standalone Financial Results

Opinion

We have audited the accompanying standalone financial results of **DSJ Communications Limited** ('the Company') for the quarter ended 31st March, 2021 & year to date results for the period from 1st April, 2020 to 31st March, 2021 (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 ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, these standalone financial results:

- (i) are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- (ii) give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the standalone net loss and other comprehensive income and other financial information for the quarter ended 31st March, 2021 as well as the year to- date results for the period from 1st April, 2020 to 31st March, 2021.

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013 (the 'Act'). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to Note 4 to this Statement regarding the uncertainties arising out of the outbreak of Covid-19 pandemic and the assessment made by the management on its operations and the financial reporting for the year ended 31st March, 2021. Such an assessment and the outcome of the pandemic, as made by the management, are dependent on the circumstances as they evolve in the subsequent periods.

Our opinion is not modified in respect of this matter.

Management's Responsibilities for the Standalone Financial Results

These quarterly financial results as well as the year to date standalone financial results have been prepared on the basis of the financial statements. The Company's Board of Directors are responsible for the preparation of these financial results that give a true and fair view of the net profit/loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, 'Interim Financial Reporting' prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered

material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal controls;
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors;
- ▶ Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial results or, if such disclosures are inadequate, to modify our opinion.

Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and

- ▶ Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the standalone financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

The annual standalone financial results include the results for the quarter ended 31st March, 2021 & the corresponding quarter of the previous year being the balancing figure between audited figures in respect of the full financial year and the published unaudited figures up to the third quarter of the current & previous financial year which were subject to limited review by us.

For J D Jhaveri & Associates
Chartered Accountants
Firm Registration No. 111850 W

Mumbai, Dated: 16th June, 2021
UDIN: 21045072AAAAFX7874

Jatin D. Jhaveri
Partner
Membership No. 045072

Annexure A to the Auditors' Report

The Annexure referred to in the Independent Auditors' Report to the members of the Company on the Standalone IND-AS financial statements for the year ended 31st March, 2021, we report that:

- (i) (a) • In our opinion and information and explanation given to us, the company has fixed assets and are maintaining proper records showing full particulars, including quantitative details and situation of the fixed asset (equipment-printer).
 - As there are no intangible assets and clause (b) is not applicable.
- (b) As per information and explanation given to us, the fixed asset (equipment) has been physically verified by the management at reasonable intervals; and there is no material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanation given to us, the company does own an immovable property.
- (ii) In our opinion and information and explanation given to us, The Company does not have inventories. As such the comments under clause (ii) are not given.
- (iii) As informed to us & on the basis of our examination of the books of accounts & other relevant records, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 during the year under audit. Therefore comments under clause (a), (b) & (c) are not given.
- (iv) In our opinion & according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans given, investments made, guarantees and security given by the Company.
- (v) In our opinion & according to the information & explanation given to us, the Company has not accepted any deposits from the public during the year. Therefore paragraph 3(v) of the Order is not applicable.
- (vi) According to the information & explanation provided to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.
- (vii) (a) According to the information & explanations provided to us & on the basis of our examination of the books of accounts & other relevant records, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. As explained to us, there were no undisputed statutory dues as mentioned above in arrears as at 31st March, 2021 for a period of more than 6 months from the date they became payable.
- (b) According to the information and explanations given to us, details of disputed statutory dues which have not been deposited or partially deposited are as follows:

Name of the Statute	Nature of Dues	Amount disputed (₹)	Period to which the amount relates (F.Y.)	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	108.95 lakhs *	AY 1995-1996 & AY 1999-2000	Hon'ble High Court, Bombay Appeal no. 143 of 2007

* - For the above disputed liability, the company has paid Rs.17,71,328/- under Income Tax (Vivad se Vishwas Scheme) during the current financial year (2021-2022)

- (viii) In our opinion and according to the information & explanation given to us and based on our examination of the records of the Company, the company does not have any loans or borrowing from any banks or financial institutions. However the Company has borrowings from other body corporate. Interest and principal are not repaid regularly in respect of these loans and the same are overdue as on the date of balance sheet.
- (ix) The Company has not raised any money by way of initial public offer or further public offer (including Debt instrument) and term loans during the year. Accordingly, comment under clause 3 (ix) of the Order are not given;

- (x) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the managerial remuneration has been paid or provided by the Company in accordance with the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information & explanations given to us, the Company is not a Nidhi Company and therefore the compliance requirements relevant to a Nidhi Company are not applicable.
- (xiii) In our opinion and according to the information & explanations given to us and based on our examination of the records of the Company, all transactions with related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) In our opinion and according to the information & explanation given to us and based on our examination of the records of the Company, no preferential allotment or private Placement of shares or fully or partly convertible debentures has been made by the Company during the year under review.
- (xv) According to the information & explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him/her as specified under the provisions of section 192 of the Companies Act, 2013,.
- (xvi) The Company is not required to be registered under section 45-1(A) of the Reserve Bank of India Act, 1934 and therefore the provisions of paragraph 3(xvi) of the Order is not applicable.

For J D Jhaveri & Associates
Chartered Accountants
Firm Registration No. 111850 W

Mumbai, Dated: 16th June, 2021
UDIN: 21045072AAAAFX7874

Jatin D. Jhaveri
Partner
Membership No. 045072

Annexure - B to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") referred to in paragraph 2 (f) on Report on Other Legal and Regulatory Requirements of our report.

We have audited the internal financial controls over financial reporting of **DSJ Communications Limited** ("the Company") as of 31st March 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject

to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion the Company has in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For J D Jhaveri & Associates
Chartered Accountants
Firm Registration No. 111850 W

Mumbai, Dated: 16th June, 2021
UDIN: 21045072AAAAFX7874

Jatin D. Jhaveri
Partner
Membership No. 045072

BALANCE SHEET AS AT 31ST MARCH 2021

(Amount in Rs.)

Particulars	Note No.	As at 31 st March, 2021	As at 31 st March, 2020
ASSETS			
1. Non Current Assets			
a) Property, Plant & Equipment	1	17,934	-
a) Non-current Investments	2	1,235,033	499,009
b) Loans and advances	3	-	35,000,000
		1,252,967	35,499,009
2. Current Assets			
a) Financial Assets			
- Trade Receivables	4	1,466,066	897,400
- Cash and Cash Equivalents	5	64,654	173,829
- Short Term Loans & Advances	6	204,545	145,600
		1,735,265	1,216,829
Total Assets		2,988,232	36,715,838
EQUITY AND LIABILITIES			
Equity			
a) Share Capital	7	74,196,500	74,196,500
b) Other Equity	8	(94,667,416)	(53,879,618)
		(20,470,916)	20,316,882
Liabilities			
1. Non-Current Liabilities			
a) Long term borrowings	9	21,708,614	14,764,042
b) Deferred Tax Liability (Net)	10	106,635	-
		21,815,249	14,764,042
2. Current Liabilities			
a) Trade Payable	11		
(i) Total outstanding dues of micro enterprises and small enterprises; and		25,044	1,196,140
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		969,717	242,255
b) Other Current Liabilities	12	649,137	196,519
		1,643,898	1,634,914
Total Equity and Liabilities		2,988,232	36,715,838

Significant Accounting Policies and notes are an integral part of the financial statements.

In terms of our report attached

For J D Jhaveri & Associates
Chartered Accountants
F R No. 111850W

For and on behalf of the Board of DSJ Keep Learning Limited

Jatin D. Jhaveri
Partner
Membership No. 045072

Sanjay Padode
Chairman and Managing Director
DIN :00338514

Pranav Padode
Wholetime Director & CEO
DIN :08658387

Place: Mumbai
Date: 16/06/2021
UDIN: 21045072AAAAFX7874

Shrikant Chilveri
Chief Financial Officer

Jaiprakash Gangwani
Company Secretary & Compliance Officer
Membership no. ACS55760

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2021

(Amount in Rs.)

Particulars	Note No.	For the year ended 31 st March, 2021 Rs.	For the year ended 31 st March, 2020 Rs.
REVENUE			
Revenue From Operations (Gross)	13	1,757,399	1,248,000
Other Income	14	1,763,256	2,869,540
Total Revenue		3,520,655	4,117,540
EXPENSES			
Employee Benefits Expense	15	1,993,722	738,150
Finance Costs	16	3,115,618	157,967
Depreciation	1	710	-
Other Expenses	17	39,091,767	6,662,065
Total Expenses		44,201,817	7,558,182
Profit Before Tax		(40,681,162)	(3,440,643)
Tax Expenses			
-Current Tax		-	-
-Deferred Tax		(106,636)	-
Profit for the Period ended		(40,787,798)	(3,440,643)
Other Comprehensive Incomes			
A) (i) Item that will not be reclassified to profit & loss		-	-
(ii) Income tax relating to item that will not be reclassified to profit & loss		-	-
B) (i) Item that will be reclassified to profit & loss		-	-
(ii) Income tax relating to item that will be reclassified to profit & loss		-	-
Total Comprehensive Incomes for the period		(40,787,798)	(3,440,643)
Earnings per Equity Share	18		
Basic (in Rs.)		(0.52)	(0.04)
Diluted (in Rs.)		(0.52)	(0.04)

Significant Accounting Policies and notes are an integral part of the financial statements.

In terms of our report attached

For J D Jhaveri & Associates
Chartered Accountants
F R No. 111850W

For and on behalf of the Board of DSJ Keep Learning Limited

Jatin D. Jhaveri
Partner
Membership No. 045072

Sanjay Padode
Chairman and Managing Director
DIN :00338514

Pranav Padode
Wholtime Director & CEO
DIN :08658387

Place: Mumbai
Date: 16/06/2021
UDIN: 21045072AAAAFX7874

Shrikant Chilveri
Chief Financial Officer

Jaiprakash Gangwani
Company Secretary & Compliance Officer
Membership no. ACS55760

Cash Flow Statement for the year ended 31st March, 2021

(Amount in Rs.)

Sr.No.	Particulars	For the Year 31 st March, 2021	For the Year 31 st March, 2020
A	Cash Flow from Operating Activities		
	Net Profit Before Tax and Extraordinary Items	(40,681,162)	(3,440,643)
	Adjustments for :		
	Depreciation	710	
	Dividend received	(2,772)	(4,540)
	(Gain) / Loss on fair value of investments	(736,024)	190,238
	Interest Charged	3,109,845	
	provision for Doubtful Advances	35,000,000	
	Tax Paid under Vivaad Se Vishwas Scheme	1,771,328	
	Loss on write off of investments	-	688,954
	Interest under MSMED Act	865	157,891
	Sundry Balances written back	(1,024,460)	(2,850,000)
	Operating Profit Before Working Capital Changes	(2,561,670)	(5,258,100)
	Adjustments for :		
	(Increase)/Decrease in Trade Receivables	(568,666)	1,572,600
	Increase/(Decrease) in Other Current Liabilities	451,753	3,176
	Increase/(Decrease) in Trade Payable	580,827	79,511
	(Increase)/Decrease in Net Current Assets	463,914	1,655,287
	Cash Generated from Operations	(2,097,756)	(3,602,813)
	Direct Taxes Paid	(1,830,273)	(145,600)
	Net Cash from Operating Activities	(3,928,029)	(3,748,413)
B	Cash Flow from Investing Activities		
	Purchase of Property, Plant & Equipment	(18,644)	-
	Dividend received	2,772	4,540
	Net Cash Used in Investing Activities	(15,872)	4,540
C	Cash Flow from Financing Activities		
	Term Loan Taken / (Repaid)	3,834,727	3,946,794
	Net Cash from Financing activities	3,834,727	3,946,794
	Net Increase in Cash & Cash Equivalents	(109,174)	202,921
	Cash & Cash Equivalents at the beginning of Year	173,829	(29,094)
	Cash & Cash Equivalents at the end of the Year	64,655	173,829

Note:

Previous year's figures have been regrouped/rearranged to confirm to the current year's presentation, wherever necessary.
In terms of our report attached

For J D Jhaveri & Associates
Chartered Accountants
F R No. 111850W

For and on behalf of the Board of DSJ Keep Learning Limited

Jatin D. Jhaveri
Partner
Membership No. 045072

Sanjay Padode
Chairman and Managing Director
DIN :00338514

Pranav Padode
Wholtime Director & CEO
DIN :08658387

Place: Mumbai
Date: 16/06/2021
UDIN: 21045072AAAAFX7874

Shrikant Chilveri
Chief Financial Officer

Jaiprakash Gangwani
Company Secretary & Compliance Officer
Membership no. ACS55760

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2021

(Amount in Rs.)

A	Equity Share Capital	
	Balance as at 1st April, 2020	79,081,500
	- Change in Equity Shares Capital during the year	-
	Balance as at 31st March, 2021	79,081,500
	- Change in Equity Shares Capital during the year	-
	Balance as at 31st March, 2021	79,081,500

B	Particulars	Reserves and Surplus			Total
		Capital Reserve	Securities Premium	Retained Earnings	
	Balance as at 1 st April, 2019	58,777,662	399,170,859	-	457,948,521
	Loss for the year	-	-	(3,440,643)	(3,440,643)
	Balance as at 31st March, 2020	58,777,662	399,170,859	(3,440,643)	454,507,878
	Balance as at 1 st April, 2020	58,777,662	399,170,859	(3,440,643)	454,507,878
	Loss for the year	-	-	(40,787,798)	(40,787,798)
	Balance as at 31st March, 2021	58,777,662	399,170,859	(44,228,441)	413,720,080

Significant accounting policies and notes on accounts forming an Integral part of accounts for the year ended 31st March 2021.

1.) Basis of Presentation :

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Act to be read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The Company's Financial Statements for the year ended 31st March, 2021 comprises of the Balance Sheet, Statement of Profit and Loss (including Other Comprehensive Income), Cash Flow Statement, Statement of Changes in Equity and the Notes to Financial Statements.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The preparation of financial statements, in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

Use of estimate

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and differences between actual results and estimates are recognized in the periods in which the results are known/materialize.

Key source of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of Fair valuation of financial instruments, useful lives of property, plant and equipment, valuation of deferred tax Assets & liabilities and provisions and contingent liabilities.

Valuation of deferred tax assets & Liabilities:

The Company reviews the carrying amount of deferred tax assets & Liabilities at the end of each reporting period.

Provisions and contingent liabilities:

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money (if the impact of discounting is significant) and the risks specific to the obligation. The increase in the provision due to unwinding of discount over passage of time is recognized as finance cost. Provisions are reviewed at the each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. A provision for onerous contracts is recognized when the expected benefits to be derived by the company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the expected net cost of continuing with the contract. Before a provision is established, the company recognizes any impairment loss on the assets associated with that contract.

A disclosure for a contingent liability is made where there is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from the past events where

it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements. Fair value measurements and valuation processes Some of the company's assets and liabilities are measured at fair value for financial reporting purposes. The company has obtained independent fair valuation for financial instruments wherever necessary to determine the appropriate valuation techniques and inputs for fair value measurements. In some cases the fair value of financial instruments is done internally by the management of the Company using market-observable inputs. In estimating the fair value of an asset or a liability, the company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the company engages third party qualified valuers to perform the valuation. The qualified external valuers establish the appropriate valuation techniques and inputs to the model. The external valuers report to the management of the Company their findings for every reporting period to explain the cause of fluctuations in the fair value of the assets and liabilities.

Fair value measurements and valuation processes:

Some of the company's assets and liabilities are measured at fair value for financial reporting purposes. The company has obtained independent fair valuation for financial instruments wherever necessary to determine the appropriate valuation techniques and inputs for fair value measurements. In some cases the fair value of financial instruments is done internally by the management of the Company using market-observable inputs. In estimating the fair value of an asset or a liability, the company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the company engages third party qualified valuers to perform the valuation. The qualified external valuers establish the appropriate valuation techniques and inputs to the model. The external valuers report to the management of the Company their findings for every reporting period to explain the cause of fluctuations in the fair value of the assets and liabilities.

2.) Property Plant & Equipment and Depreciation and amortization:

Tangible assets are stated at cost of acquisition less accumulated depreciation and impairment loss, if any, thereon.

Depreciation is charged using the WDV Method based on the useful life of fixed assets as specified under Schedule II of the Companies Act, 2013 or estimated by the management. Depreciation on new assets is charged on a pro-rata basis from the date that they are put to use.. Individual assets/ group of similar assets costing up to ` 5,000 has been depreciated in full in the year of purchase.

3.) REVENUE RECOGNITION

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

Revenue from the sale of goods is recognized at the point in time when

- Control is transferred to the Customer
- The Company retains neither continuing managerial involvement to the degree usually associates with ownership nor effective control over the goods.
- The amount of revenue can be measured reliably.

Revenue is measured based on the transaction price, which is the consideration, adjusted for price concessions also excludes taxes collected from customers.

Use of significant judgments in revenue recognition:

The Company's order from customers could include promises to transfer products and services to a customer. The Company assesses the products/services promised in an order and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgment to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

The Company uses judgment to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in order.

4.) CLASSIFICATION OF ASSETS AND LIABILITIES INTO CURRENT / NON – CURRENT

For the Purpose of Balance Sheet, an asset is classified as current if:

- It is expected to be realized, or is intended to be sold or consumed, in the normal operating cycle; or
- It is held primarily for the purpose of trading; or
- It is expected to realize the asset within twelve months after the reporting period; or
- The asset is a cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

Similarly, a liability is classified as current if:

- It is expected to be settled in the normal operating cycle; or
- It is held primarily for the purpose of trading; or
- It is due to be settled within twelve months after the reporting period; or
- The Company does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could result in its settlement by the issue of equity instruments at the option of the counterparty does not affect this classification.

All other liabilities are classified as non-current.

5.) TAXATION

Tax expense comprises of current tax and deferred tax charge or credit. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. The deferred tax charge or credit is recognized using prevailing enacted or substantively enacted tax rate. Where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Other deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Deferred tax assets/liabilities are reviewed as at each balance sheet date based on developments during the period and available case law to re-assess realization/ liabilities.

6.) FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial Assets

All regular way purchases or sales of financial assets are recognized and de-recognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

Financial Assets at Amortized Cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at Fair Value Through profit and Loss (FVTPL)

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognized in profit and loss. The net gain or loss recognized in profit and loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other Income / Other expenses' line item. Dividend on financial assets at FVTPL is recognized when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be measured reliably.

Financial assets at Fair Value Through other comprehensive income (FVTOCI)

Financial assets at FVTOCI are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

The company has made an irrevocable election to present subsequent change in the fair value of Debt instruments not held for trading in other comprehensive income.

Impairment of financial assets

The Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL

For trade receivables or any contractual rights to receive cash or another financial assets that results from transactions that are within the scope of Ind AS 18, the Company always measures their allowances at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivable, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

Derecognition of financial assets

The Company de-recognizes a financial asset when contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

For foreign currency denominated financial assets measured at amortized cost and FVTPL, exchange differences are recognized in profit and loss, except for those which are designated as hedging instruments in a hedging relationship.

Financial Liabilities

Financial liabilities are subsequently measured at amortized cost or at FVTPL

Financial liabilities at FVTPL

Financial liabilities such as derivative that is not designated and effective as a hedging instrument are classified as at FVTPL.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognized in profit and loss. The net gain or loss recognized in profit and loss is included in the 'Other Income/ Other expenses' line item.

Financial liabilities subsequently measured at amortized cost

Financial liabilities that are not held for trading and are not designated as at FVTPL are measured at cost.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortized cost at the end of each reporting period, the foreign exchange gains or losses are determined based on the amortized cost of the instruments and are recognized in 'Other Income / Other Expenses'.

The fair value of financial liabilities denominated in foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognized in profit and loss.

Derecognition of financial liabilities

The Company de-recognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

7.) CONTINGENT LIABILITIES & CONTINGENT ASSETS

Contingent liability is disclosed in the case of:

- i) a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation
- ii) a present obligation when no reliable estimate is possible, and
- iii) a possible obligation, arising from past events where the probability of outflow of resources is not remote.

Contingent assets are neither recognized nor disclosed.

Contingent liabilities and contingent assets are reviewed at each balance sheet date and updated / recognized as appropriate.

8.) EMPLOYEE BENEFITS

Defined Contribution Plans:

Defined contribution plan consists of Government Provident Fund Scheme and Employee State Insurance scheme. Company's contribution paid/payable during the year under these schemes are recognized as expense in the statement of Profit and Loss. There are no other obligations other than the contribution made by the company.

Defined Benefit Plans:

For defined benefit retirement plans (i.e. gratuity) the cost of providing benefits is determined using the projected unit credit method, with independent actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling and the return on plan assets(excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognized in other comprehensive income in the year in which they occur. Defined benefit costs are categorized as follows.

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements)
- net interest expense or income; and
- re-measurement

Compensated Absences (Leave Salary):

Compensated absences which accrue to employees and which are expected to be availed within twelve months immediately following the year end are reported as expenses during the year in which the employee performs the service that the benefit covers and the liabilities are reported at the undiscounted amount of the benefit, and where the availment or encashment is otherwise not expected to wholly occur within the next twelve months, the liability on account of the benefit is actuarially determined using the projected unit credit method.

9.) PROVISION

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

**NOTE 1
FIXED ASSETS**

(Amount in Rs)

NAME OF THE ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	AS ON 01.04.2020	ADDITIONS DURING THE YEAR	DELETION DURING THE YEAR	AS ON 31.03.2021	AS ON 01.04.2020	FOR THE YEAR	PROVISION REVERSED	TOTAL AS ON 31.03.2021
Computers & Peripherals		18,644		18,644	-	710	-	710
TOTAL	-	18,644	-	18,644	-	710	-	710
							AS ON 31.03.2021	AS ON 31.03.2020
							17,934	-
							17,934	-

Note no. 2

NON-CURRENT INVESTMENTS

Particulars	As at 31 st March, 2021		As at 31 st March, 2020	
	Quantity	Rs.	Quantity	Rs.
1.1 Investment in Equity Shares -Quoted, Fully paid, Measured at FVTPL				
Bharat Agri Fert & Reliaty Ltd. (formerly known as Bharat Fertilizers Ltd.)	50	8062.5	50	7,205
Swasti Vinayaka Synthetics Ltd. (formerly known as Vinayaka Synthetics Ltd.)	65	530.4	65	142
Cosmos Films Ltd.	800	496040	800	166,800
Ganesha Ecosphere Ltd. (formerly known as Ganesh Polytex Ltd.)	800	469600	800	133,920
Indian Toners Developers Ltd.	700	98000	700	37,590
Premier Industries Ltd.	2000	5140	2,000	2,360
Tata Power Ltd. (formerly known as Tata Hydero Ltd.)	24	2476.8	24	788
Ganesh Benzo Plast Ltd.	128	7968	128	2,989
Total (A)		1,087,818		351,794
1.2 - Investment in Equity Shares -Unquoted, Fully paid, Measured at FVTPL				
National Co-op. Bank Ltd.	3000	147215	3,000	147,215
Total (B)		147,215		147,215
1.3 - Investment in Preference shares -Unquoted, Fully paid, Measured at FVTPL				
Total (C)		-		-
1.4 - Investment in Share Application Money -Unquoted, Fully paid, Measured at FVTPL				
Share Application Money		-		-
Total (D)		-		-
Grand Total		1,235,033		499,009
Aggregate amount of investment measured at FVTPL (A + B +C +D)		1,235,033		499,009
Aggregate Cost of Quoted Investments		1,087,818		351,794
Aggregate Cost of Unquoted Investments		147,215		147,215

Note no. 3

LOANS AND ADVANCES

Particulars	As at 31 st March, 2021 Rs.	As at 31 st March, 2020 Rs.
Unsecured, Considered Doubtful Other Advances	35,000,000	35,000,000
Less:- Provision for Doubtful Advances	(35,000,000)	
Total	-	35,000,000

Note no. 4

TRADE RECEIVABLE

Particulars	As at 31 st March, 2021 Rs.	As at 31 st March, 2020 Rs.
Unsecured		
a) Outstanding for a period exceeding six months from the date they are due for payment		
- Considered Good	880,000	-
- Doubtful	-	-
Less:- Provision for Doubtful Debts	-	-
b) Others		
- Considered Good	586,066	897,400
Total	1,466,066	897,400

Note no. 5

CASH AND CASH EQUIVALENTS

Particulars	As at 31 st March, 2021 Rs.	As at 31 st March, 2020 Rs.
Balance with Banks :		
a) In Current Account	64,654	173,829
b) Cash on Hand	-	-
Total	64,654	173,829

Note no. 6

SHORT TERM LOANS & ADVANCES

Particulars	As at 31 st March, 2021 Rs.	As at 31 st March, 2020 Rs.
Advance Tax	204,545	145,600
Total	204,545	145,600

Note no. 7

SHARE CAPITAL

Particulars	As at 31.03.2021		As at 31.03.2020	
	No. of Shares	Rs.	No. of Shares	Rs.
Authorised				
Equity Shares of Rs 1/- each	100,000,000	100,000,000	100,000,000	100,000,000
14% Non Cumulative Convertible Preference shares of Rs. 100/- each	15,000	1,500,000	15,000	1,500,000
10% Cumulative Preference Shares of Rs. 10/- each	500,000	5,000,000	500,000	5,000,000
	100,515,000	106,500,000	100,515,000	106,500,000
Issued , Subscribed & Paid-Up Equity Share Capital				
Equity shares of Rs.1/- each	79,081,500	79,081,500	79,081,500	79,081,500
Calls in Arrears	-	5,785,000	-	5,785,000
	79,081,500	73,296,500	79,081,500	73,296,500
14% Non-cumulative Redeemable Preference of Rs. 100/- each fully paid up	9,000	900,000	9,000	900,000
Total	79,090,500	74,196,500	79,090,500	74,196,500

Particulars	As at 31.03.2021		As at 31.03.2020	
	No. of Shares	Rs.	No. of Shares	Rs.
Reconciliation of Number of Equity Shares				
Balance as at beginning of the period	79,081,500	79,081,500	79,081,500	79,081,500
Add : Shares issued during the period	-	-	-	-
Balance at the end of the period	79,081,500	79,081,500	79,081,500	79,081,500

Rights, Preferences and restrictions attached to each class of shares :

Equity Shares: The company has one class of equity shares having a par value of ₹ 1/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

The details of shareholders holding more than 5% shares

Particulars	As at 31.03.2021		As at 31.03.2020	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Name of Equity Shareholders				
Padode Communications Private Limited	8,400,000	10.62	8,400,000	10.62
Narad Investments & Trading Private Limited	6,692,000	8.46	6,692,000	8.46
DSJ Finance Corporation Limited (in liquidation)	6,090,000	7.70	6,090,000	7.70

Note no. 9
Long Term borrowings

	As at 31st March, 2021 Rs.	As at 31st March, 2020 Rs.
Unsecured Loan from Body Corporates	21,708,614	14,764,042
Total	21,708,614	14,764,042

Note no. 10
Deferred Tax Liability

	As at 31st March, 2021 Rs.	As at 31st March, 2020 Rs.
Deferred Tax Liability (Net)	106,635	-
Total	106,635	-

Note no. 11
TRADE PAYABLES

	As at 31st March, 2021 Rs.	As at 31st March, 2020 Rs.
(a) Total outstanding dues of micro enterprise and small enterprises	25,044	1,196,140
(b) Total outstanding dues of creditors other than micro enterprise and small enterprises	969,717	242,255
Total	994,761	1,438,395

Note no. 12

OTHER CURRENT LIABILITIES

	As at 31st March, 2021 Rs.	As at 31st March, 2020 Rs.
Duties & Taxes	180,206	38,628
Interest payable under MSMED Act	39,296	157,891
Advance received from customers	14,800	-
Salary payable	414,835	-
Total	649,137	196,519

Note no. 13

REVENUE FROM OPERATION

Particulars	For the Year ended 31st March, 2021 Rs.	For the Year ended 31st March, 2020 Rs.
Income from Education Activities	909,399	-
Income from Research Activities	848,000	1,248,000
Total	1,757,399	1,248,000

Note no. 14

OTHER INCOME

Particulars	For the Year ended 31st March, 2021 Rs.	For the Year ended 31st March, 2020 Rs.
Dividend - Non-Current Investment	2,772	4,540
Misc. Income	-	15,000
Sundry Balance Written Back	1,024,460	2,850,000
Gain on Fair Market Value	736,024	-
Total	1,763,256	2,869,540

Note no. 15

EMPLOYEE BENEFITS EXPENSES

Particulars	For the Year ended 31st March, 2021 Rs.	For the Year ended 31st March, 2020 Rs.
Salary, Wages & Allowances	1,993,532	737,324
Staff Welfare Expenses	190	826
Total	1,993,722	738,150

Note no. 16

FINANCE COST

Particulars	For the Year ended 31 st March, 2021 Rs.	For the Year ended 31 st March, 2020 Rs.
Bank & Other Charges	4,908	76
Interest payable under MSMED Act	865	157,891
Interest payable on loan	3,109,845	-
Total	3,115,618	157,967

Note no. 17

OTHER EXPENSES

Particulars	For the Year ended 31 st March, 2021 Rs.	For the Year ended 31 st March, 2020 Rs.
Advertisement Expenses	260,428	173,166
AGM Expenses	25,000	37,080
Audit Fees	30,000	27,000
Conveyance	14,025	2,927
Custodian Fees	97,111	85,998
E-Voting Charges	40,436	21,856
Legal & Professional Charges	952,090	333,244
Income Tax Paid (Vivad Se Vishwas Scheme)	1,771,328	-
Listing Fees	637,200	4,169,163
Misc Expenses	26,644	140,221
Loss on fair value of Non-current investment	-	190,238
Loss on Investments written off	-	688,954
Prior Period Expenses	-	15,427
Printing Expenses	39,835	296,433
Provision for Doubtful Advances	35,000,000	-
Rate & Taxes	25,195	26,635
R & T Charges	124,268	174,147
Repair & Maintenance	18,560	-
Sundry Balance w/off	-	279,576
Telephone Expenses	29,647	-
Total	39,091,767	6,662,065

Note no. 18

EARNING PER EQUITY SHARE :

Particulars	For the Year ended 31 st March, 2021 Rs.	For the Year ended 31 st March, 2020 Rs.
Basic Earning Per Shares		
Profit after tax as per Statement of Profit & Loss (a)	(40,787,798)	(3,440,643)
Weighted average number of equity shares outstanding during the period (b)	79,081,500	79,081,500
Basic Earning Per Share (a/b)	(1)	(0)
Diluted Earning Per Share		
Profit after tax as per Statement of Profit & Loss (a)	(40,787,798)	(3,440,643)
Weighted average number of equity shares outstanding for diluted EPS (b)	79,081,500	79,081,500
Diluted Earning Per Share (a/b)	(1)	(0)
Nominal Value per Share	1	1

NOTE 19

Related Party Disclosure

As required by Indian Accounting Standard (Ind AS - 24) issued by the Institute of Chartered Accountants of India, particulars regarding Related Party Disclosures are as follows:

(1) Key management personnel

Mr. Sanjay V. Padode	Chairman & Managing Director
Mr. Pranav Sanjay Padode	Whole Time Director & CEO (Appointed w.e.f.05 th December, 2020)
Mr. Shrikant Chilveri	Chief Financial Officer (Appointed w.e.f. 12 th March, 2021)
Mr. Jaiprakash Gangwani	Company Secretary (Appointed w.e.f. 02 nd November, 2020)
Ms. Disha Shah	Company Secretary (Ceasssed w.e..f. 27 th August, 2020)
Mr. Arvind Manor	Chief Financial Officer (Ceassed w.e.f. 01 st March, 2021)

(2) Entities exercising significant influence

1. New Bonanza Impex Pvt. Ltd.
2. Nine Media & Information Services Ltd.
3. Narad Investments & Trading Pvt. Ltd.
4. Padode Communications Pvt. Ltd.
5. Dataline & Research Technologies (I) Ltd.
6. Centre for Developmental Education
7. Get Ahead Education Ltd.

Transactions with Related Parties incurred during the period:-

Name of the Person	Nature of Transaction	Amount of Transaction		Outstanding Balance	
		31 st March, 2021	31 st March, 2020	31 st March, 2021	31 st March, 2020
		Rs.	Rs.	Rs.	Rs.
Get Ahead Education Ltd	Advance Received	-	-	-	150,000
New Bonanza Impex Pvt Ltd	Unsecured Loan	7,065,844	402,960	21,708,614	14,764,042
New Bonanza Impex Pvt Ltd	Research invoice	848,000	1,248,000	-	17,400
Centre for Development	Education income	909,399	-	211,066	-
DSIJ Pvt. Ltd.	Advertisement Expenses	-	-	-	905,000
IFIM Business School	Services rendered	-	-	-	880,000
Arvind manor	Remuneration Key to Managerial Personal	356,400	455,420	-	-
Disha Shah	Remuneration Key to Managerial Personal	93,549	-	-	-
Jaiprakash Gangwani	Remuneration Key to Managerial Personal	250,000	-	-	-
Pranav Padode	Remuneration Key to Managerial Personal	400,000	-	-	-

Note 20

Segment Information:

The company operates in only one business and thus segment reporting is not applicable. Further, all business operations are only in India and the Company does not hold any fixed / financial assets outside India.

Note 21

Contingent Liabilities

Name of the Statute	Amount	Period to which relates	Forum where dispute is pending
Income Tax	108.95 Lacs*	AY 1995-1996 & A Y 1999 – 2000	Hon'ble High Court, Bombay Appeal no. 143 of 2007.

* - For the above disputed liability, the company has paid Rs.17,71,328/- under Income Tax (Vivad se Vishwas Scheme) during the current financial year (2020-2021)

Note 22

During the year ended 31st March, 2021, the Company has created a provision for doubtful advances amounting to Rs. 350 Lacs as in the opinion of the Management the probability of recovery of the said amount is low. The company had filed a case against the parties for recovery & the same has been pending for more than 15 years. However, the company continues to pursue all legal options available to it to enforce the recovery of this amount.

Note 23

The company has neither earned any income nor incurred any expenses in foreign currency during the year.

Note 24

In the absence of any taxable income in the current year, no provision for tax has been made during the year.

Further, since there is a timing difference during the year, the Company has accounted for Deferred tax Liability / Asset during the year.

Note 25

The Company has assessed the possible impact of Covid-19 on its financial statements based on the internal & external information available up to the date of approval of these financial results and concluded that no adjustments, in addition to the provision already made, are required in these results.

The management is of the opinion that there is unlikely to be any material impact on the carrying values of assets, liabilities and provisions as disclosed in these financial results. The management will continue to closely monitor any changes to future economic conditions and assess their impact on operations of the Company.

Note 26

Financial Instruments

(a) Financial Instruments by Category

Particulars	As at 31.03.2021	As at 31.03.2020
Financial Assets		
<u>Measured at amortized Cost</u>		
Trade Receivables	14,66,066	8,97,400
Cash & Cash Equivalents	64,654	1,73,829
Loans & Advances	2,04,545	3,51,45,600
<u>Measured at Fair Value through Profit & Loss</u>		
Investments	12,35,033	4,99,009
Financial Liabilities		
<u>Measured at amortized Cost</u>		
Long Term Borrowings	2,17,08,614	1,47,64,042
Deferred Tax Liability (Net)	1,06,635	-
Trade Payables	9,94,761	14,38,395
Other Current Liabilities	6,49,137	1,96,519

(b) Fair Value Hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consist of the following three levels:

Level 1 - Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs are other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3 - Inputs are not based on observable market data (unobservable inputs). Fair value are determined in whole or in part using a valuation model based on assumption that are neither supported by prices from observable current market transaction in the same instrument nor are they based on available market data.

The Investments included in level 3 of fair value hierarchy have been valued using the cost approach to arrive at their fair value. The cost of unquoted investments approximate the fair value because there is a wide range of possible fair value measurements and the cost represents estimate of fair value within the range.

The Following table summarizes fair value hierarchy of financial assets measured at fair value on recurring basis:

As at 31 st March, 2021	Level 1	Level 2	Level 3
<u>Measured at Fair Value through Profit & Loss</u>			
Investments	10,87,818	-	1,47,215
As at 31st March, 2020	Level 1	Level 2	Level 3
<u>Measured at Fair Value through Profit & Loss</u>			
Investments	3,51,794	-	1,47,215

Note 27

Previous year figures have been regrouped / reclassified wherever necessary to correspond with the year's classification / disclosure.

For J D Jhaveri & Associates
Chartered Accountants
F R No. 111850W

For and on behalf of the Board of DSJ Keep Learning Limited

Jatin D. Jhaveri
Partner
Membership No. 045072

Sanjay Padode
Chairman and Managing Director
DIN :00338514

Pranav Padode
Wholtime Director & CEO
DIN :08658387

Place: Mumbai
Date: 16/06/2021
UDIN: 21045072AAAAFX7874

Shrikant Chilveri
Chief Financial Officer

Jaiprakash Gangwani
Company Secretary & Compliance Officer
Membership no. ACS55760

DSJ Keep Learning Limited
(Formerly Known as DSJ Communications Limited)
CIN: L80100MH1989PLC054329

Regd. Off.: 419-A, Arun Chambers, 4th Floor, Next to AC Market, Tardeo, Mumbai - 400034 India
Tel: 022 43476017, E-mail: compliance.ds@gmail.com, Website: dsjkeeplearning.com

FOR KIND ATTENTION OF SHAREHOLDERS

Dear Shareholders,

As per the provisions of Section 88 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the Company needs to update its 'Register of Members' to incorporate certain additional details, as are required under the said provisions. Further, as per the "Green Initiative in the Corporate Governance" initiated by the Ministry of Corporate Affairs (MCA), vide its Circular No. 17/2011 dated 21/04/2011, the Company proposes to send all the notices, documents including Annual Report in electronic form to its members.

We, therefore request you to furnish the following details for updation of Register of Members and enable the Company to send all communication to you through electronic mode:

Folio No.	
Name of the Shareholder	
Name of Joint holders, if any	
Father's/Mother's/Spouse's Name	
Address (Registered Office Address in case the Member is a Body Corporate)	
E-mail Id	
PAN or CIN	
UIN (Aadhar Number)	
Occupation	
Residential Status	
Nationality	
In case member is a minor, name of the guardian	
Date of birth of Minor	

Place: _____

Date: _____

Signature of the Member

Kindly submit the above details duly filled in and signed at the appropriate place to the Registrar & Share Transfer Agent of the Company viz. "Link Intime India Private Limited, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400 083". Member(s) are requested to submit photocopy of PAN card and Aadhar Card duly self-attested along with this form.

The E-mail ID provided shall be updated subject to successful verification of your signature.

Thanking you,

For DSJ Keep Learning Limited

Place: Mumbai
Date:- 27th August, 2021

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