



# KLJ Resources Limited

CORP. OFF. : KLJ HOUSE, 8A, SHIVAJI MARG, NAJAFGARH ROAD, NEW DELHI- 110 015 (INDIA)  
TEL. : (011) 41427427-8-9, 45371400 E-MAIL : krl@kljindia.com WEBSITE : www.kljindia.com  
CIN : L67120WB1986PLC041487

Date: 14.04.2023

To,

The Secretary,  
The Calcutta Stock Exchange Ltd.  
7, Lyons Range, Dalhousie,  
Kolkata-700 001, West Bengal

**CSE SECURITY CODE: 021095**

**Sub: Submission of Compliance Report on Corporate Governance under Regulation 27(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the quarter ended on 31<sup>st</sup> March, 2023**

Dear Sir/Madam,

Please find enclosed herewith compliance report on corporate governance for the quarter ended on 31<sup>st</sup> March, 2023 as per Annexure 'I', Annexure 'II' and Annexure 'IV' to Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated 31<sup>st</sup> May, 2021 read with Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Kindly take the same on record and oblige.

Thanking You,

Yours faithfully,

For **KLJ RESOURCES LIMITED**

  
(Ajai Kumar Gupta)  
Company Secretary  
Membership No.: FCS8020



**Encl: As Stated**

**Report on Corporate Governance for the Quarter ended on 31st March, 2023**  
**[pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015]**

1. Name of Listed Entity: KLJ Resources Limited  
 2. Quarter ending: 31st March 2023

Scrip Code: [CSE: 021095]

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive/ independent / & Nominee )	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure	Date of Birth	No. of directorship in listed entities including this listed entity [In reference to regulation 17A(1)]	No of Independent Directors in listed entities including this listed entity [In reference to proviso to regulation 17A(1)]	No of memberships in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post person in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Hemant Jain	<u>AALPJ1370K</u> & 00506995	Executive/ Managing Director	1st October, 2005	1st April, 2019	-	N.A	18th August, 1971	1	-	-	-
Mr.	Kamlendra Navratansingh Chauhan	<u>AABPC0837G</u> & 09695105	Whole Time Director	12th August, 2022	-	-	N.A	08th September, 1952	1	-	-	-
Mr.	Dilip Kumar Karn	<u>AALPK4457C</u> & 00061804	Non-Executive	10th October, 1997	-	-	N.A	06th February, 1953	1	-	1	-
Ms.	Kalpna Seth	<u>BJVPS2326C</u> & 06949098	Non-Executive/ Women Director	14th August, 2014	-	-	N.A	21st September, 1962	2	-	1	2
Mr.	Ram Parkash Makan	<u>AAGPM5132K</u> & 08574991	Independent	14th November, 2019	-	-	3 Years 04 Months	20th June, 1950	1	1	2	-
Mr.	Ranjit Ray Banthia	<u>AAHPB4803H</u> & 08725401	Independent	18th May, 2020	-	-	2 years 10 Months	05th July, 1955	1	1	-	1

**For KLJ Resources Limited**

**Company Secretary**

Whether Regular chairperson appointed

Yes

Whether Chairperson is related to managing director or CEO

No

**II. Composition of Committees**

Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category ( Chairperson / Executive/ Non-Executive/ independent/ Nominee) \$	Date of Appointment	Date of cessation
1. Audit Committee	Yes	Ranjit Ray Banthia Ram Parkash Makan Kalpana Seth	Independent/ Chairperson Independent Non-Executive	18th May, 2020 14th November, 2019 31st March, 2015	- - -
2. Nomination & Remuneration Committee	Yes	Ranjit Ray Banthia Kalpana Seth Ram Parkash Makan	Independent/ Chairperson Non-Executive Independent	18th May 2020 31st March, 2015 14th November, 2019	- - -
3. Stakeholders Relationship Committee	Yes	Kalpana Seth Dilip Kumar Karn Ram Parkash Makan	Non-Executive/ Chairperson Non-Executive Independent	22nd May, 2015 14th November, 2014 14th November, 2019	- - -

**III. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive meetings(in number of days)
27th October, 2022 14th November, 2022	14th February, 2023	Yes	5	1	27/10/2022 to 14/11/2022- 17 days 14/11/2022 to 14/02/2023- 91 days

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
<b>Audit Committee Meetings</b> 14th February, 2023	Yes	3	2	14th November, 2022	14/11/2022 to 14/02/2023- 91 days

For KLJ Resources Limited  
  
 Company Secretary



#### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

#### VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. The report submitted in the previous quarter has been placed before Board of Directors.

Date: 14.04.2023

Place: New Delhi



  
(Ajai Kumar Gupta)  
Company Secretary  
Membership No: FCS 8020

## ANNEXURE II

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	<i>If Yes provide link to website. If No / NA provide reasons</i>
<b>As per regulation 46(2) of the LODR:</b>		
Details of business	Yes	<a href="http://www.kljresources.in">www.kljresources.in</a>
Terms and conditions of appointment of independent directors	Yes	<a href="http://www.kljresources.in">www.kljresources.in</a>
Composition of various committees of board of directors	Yes	<a href="http://www.kljresources.in">www.kljresources.in</a>
Code of conduct of board of directors and senior management personnel	Yes	<a href="http://www.kljresources.in">www.kljresources.in</a>
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="http://www.kljresources.in">www.kljresources.in</a>
Criteria of making payments to non-executive directors	Yes	<a href="http://www.kljresources.in">www.kljresources.in</a>
Policy on dealing with related party transactions	Yes	<a href="http://www.kljresources.in">www.kljresources.in</a>
Policy for determining 'material' subsidiaries	Yes	<a href="http://www.kljresources.in">www.kljresources.in</a>
Details of familiarization programmes imparted to independent directors	Yes	<a href="http://www.kljresources.in">www.kljresources.in</a>
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="http://www.kljresources.in">www.kljresources.in</a>
Email address for grievance redressal and other relevant details	Yes	<a href="http://www.kljresources.in">www.kljresources.in</a>
Financial results	Yes	<a href="http://www.kljresources.in">www.kljresources.in</a>
Shareholding pattern	Yes	<a href="http://www.kljresources.in">www.kljresources.in</a>
Details of agreements entered into with the media companies and/or their associates	NA	-
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	-
New name and the old name of the listed entity	NA	-
Advertisements as per regulation 47 (1)	Yes	<a href="http://www.kljresources.in">www.kljresources.in</a>
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	<a href="http://www.kljresources.in">www.kljresources.in</a>
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="http://www.kljresources.in">www.kljresources.in</a>
<b>As per other regulations of the LODR:</b>		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="http://www.kljresources.in">www.kljresources.in</a>
Materiality Policy as per Regulation 30	Yes	<a href="http://www.kljresources.in">www.kljresources.in</a>
Dividend Distribution policy as per Regulation 43A (as	NA	-

For KLJ Resources Limited


  
Company Secretary



applicable)		
It is certified that these contents on the website of the listed entity are correct		
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1), (2), (3), (4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (1A), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
Annual Secretarial Compliance Report	24A	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes

For KLJ Resources Limited

  
Company Secretary


Directors and Officers insurance	25(10)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. The company does not have any Material Subsidiary as on date of this report.

Date: 14.04.2023  
Place: New Delhi



  
(Ajai Kumar Gupta)  
Company Secretary  
Membership No. FCS8020

**Corporate Governance Report on a half yearly basis ended on 31<sup>st</sup> March, 2023**  
**Scrip Code: [CSE: 021095]**

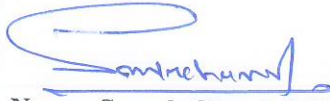
1. Half year ending: 31<sup>st</sup> March, 2023

<b>I. Disclosure of Loans/guarantees/comfort letters/securities etc.</b>			
<b>(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:</b>			
<b>Entity</b>		<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them		Nil	Nil
Promoter Group or any other entity controlled by them		Nil	Nil
Directors (including relatives) or any other entity controlled by them		Nil	Nil
KMPs or any other entity controlled by them		Nil	Nil
<b>(B) Any guarantee/comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil



**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.



**Name: Suresh Chand Jalther**  
**Designation: Chief Financial Officer**



**Dated: 14.04.2023**

**Note**

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - a) by a government company to/ for the Government or government company
  - b) by the listed entity to/ for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - c) by a banking company or an insurance company ; and
  - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.