



# 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:** 17.10.2023

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 and Half year ended on 30<sup>th</sup> September, 2023**

Dear Sir/Madam,

Please find enclosed herewith compliance report on corporate governance for the quarter and half year ended on 30<sup>th</sup> September, 2023 as per Annexures 'I', III and 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 30th September, 2023**  
**[pursuant to Regulation 27(2) of the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015]**

1. Name of Listed Entity: KJ Resources Limited

Scrip Code: [CSE: 021095]

2. Quarter ending: 30th September, 2023

**I. Composition of Board of Directors**

Title (Mr. / Ms.)	Name of the Director	PAN \$ & DIN	Category (Chair-person / Executive / Non-Executive/ Independent / & Nominee )	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure	Date of Birth	No. of director-ship 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 regulation 17A(1)]	Number of member-ships in Audit/ Stake-holder Comm-tee (s) including this listed entity [Refer Regulation 26(1) of Listing Regulations	No of post of Chair-person in Audit/ Stake-holder Comm-tee held in listed entities including this listed entity [Refer Regulation 26(1) of Listing Regulations
Mr.	Hemant Jain	<u>AALPJ1370K &amp; 00506995</u>	Executive/ Managing Director	1st October, 2005	1st April, 2019	-	N.A	18th August, 1971	1	-	-	-
Mr.	Kamleendra Navratansingh Chauhan	<u>AABPC0837G &amp; 09695105</u>	Whole Time Director	12th August, 2022	-	-	N.A.	08th September, 1952	1	-	-	-
Mr.	Dilip Kumar Karn	<u>AALPK4457C&amp; 00061804</u>	Non-Executive	10th October, 1997	-	-	N.A	06th February, 1953	1	-	1	-
Ms.	Kalpna Seth	<u>BJVPS2326C &amp; 06949098</u>	Non-Executive/ Women Director	14th August, 2014	-	-	N.A	21st September, 1962	2	-	1	2
Mr.	Ram Parkash Wakan	<u>AAAGPM5132K &amp; 08574991</u>	Independent	14th November, 2019	-	-	3 Years 10 months	20th June, 1950	1	1	2	-
Mr.	Ranjit Ray Banthia	<u>AAHPB4803H &amp; 08725401</u>	Independent	18th May, 2020	-	18th September, 2023	3 years 2 Months	05th July, 1955	1	1	-	1

**For KJ 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	18th September, 2023 - -
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	18th September, 2023 - -
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)
05th April, 2023 30th May, 2023	11th August, 2023 5th September, 2023	Yes Yes	6 3	2 1	30th May, 2023 to 11th August, 2023 11th August, 2023 to 05th September, 2023

#### IV. Meetings of Committees

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)
11th August, 2023	Yes	3	2	30th May, 2023	30th May, 2023 to 11th August, 2023 72 days

For KLU Resources Limited

Company Secretary

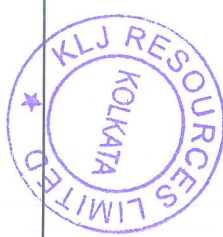
**V. Related Party Transactions**

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 the Board of Directors.

Date: 17.10.2023  
Place: New Delhi




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

**Corporate Governance Report for the half year ended on 30<sup>th</sup> September, 2023****Scrip Code: [CSE: 021095]**

1. Name of Listed Entity: KLJ Resources Limited
2. Quarter and half year ended: 30th September, 2023

<b>Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No. However, a member of Audit Committee was present
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No. However, a member of nomination and remuneration committee was present
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	yes

  
**Name: Ajai Kumar Gupta**  
**Designation: Company Secretary**  
**Membership no.: FCS 8020**



**Dated: 17.10.2023**

**ANNEX IV**

**Corporate Governance Report on a half yearly basis ended on 30<sup>th</sup> September, 2023**

**Scrip Code: [CSE: 021095]**

1. Half year ending: 30<sup>th</sup> September, 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

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**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: 17.10.2023**

**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.

