



KLJ Resources Limited

HEAD OFFICE : KLJ HOUSE, 63, RAMA MARG, NAJAFGARH ROAD, NEW DELHI-110 015 (INDIA)
TEL. : (011) 25459706-7-8, 41427427-8-9, 45371400 **FAX :** (0091-11) 25458767, 25459709
E-MAIL : krl@kljindia.com **WEBSITE :** www.kljindia.com **CIN :** L67120WB1986PLC041487

Date: 09/10/2017

To,

The Secretary,
The Calcutta Stock Exchange Ltd,
7, Lyons Range,
Kolkata – 700 001

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 September 30, 2017.

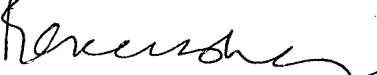
Dear Sir/Madam,

Please find enclosed herewith compliance report on corporate governance for the quarter and half year ended on 30.09.2017 as per Annexure 'I' and 'III' to Securities and Exchange Board of India (SEBI) Circular No. CIR/CFD/CMD/ 5 /2015 dated 24/09/2015 read with Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record and oblige.

Thanking you,

Yours Sincerely,
For KLJ Resources Limited


(Praveen Sharma)
Company Secretary
Membership No. - FCS 3672



Encl: As Stated

REGISTERED OFFICE : "Shanti Niketan Building" Suite No. 22, Ground Floor, 8, Camac Street, KOLKATA – 700 017
TEL. : (0091-33) 22823851 **FAX :** (0091-33) 22823851 **E-MAIL :** kolkata@kljindia.com

MUMBAI OFFICE : HUBTOWN SOLARIS, 403/404, 4th Floor, N. S. Phadke Marg, Near Andheri East West Flyover, Andheri (East),
MUMBAI-400 069. ● **TEL. :** (022) 61830000-100 **FAX :** (0091-22) 26244009 **E-MAIL :** mumbai@kljindia.com

Corporate Governance Report for the Second Quarter ended on 30/09/2017

ANNEXURE I

1. Name of Listed Entity: KLJ Resources Limited Scrip Code: [CSE: 021095]

2. Quarter ending: September 30, 2017

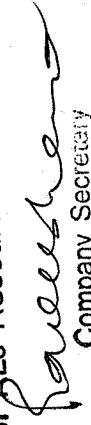
I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Non-Executive/Independent/Nominee)	Date of Appointment in the current term /cessation	Tenure	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Hemant Jain	AALPJ1370K & 00506995	Executive/Managing Director	01 April, 2014	N.A	1	-	-
Ms.	Kalpana Seth	BJVPS2326C & 06949098	Non-Executive/Women Director	14 August, 2014	N.A	2	1	1
Mr.	Dilip Kumar Karn	AALPK4457C & 00061804	Non-Executive	10 October, 1997	N.A	1	1	-
Mr.	Sudeep Mehta	AGBPM5143R & 00483072	Non-Executive	29 September, 2012	N.A	1	-	-
Mr.	Gulshan Rai Kanwal	ALBPK4491P & 07145698	Independent	31 March, 2015	2 years & 6 months	1	-	1
Mr.	Sukh Raj Sethia	AABPS2638H & 01517777	Independent	31 March, 2015	2 years & 6 months	1	1	-

II. Composition of Committees

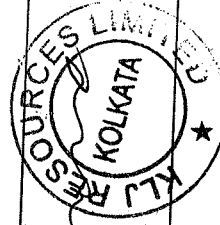
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	Gulshan Rai Kanwal Kalpana Seth Sukh Raj Sethia	Independent/ Chairperson Non-Executive Independent
2. Nomination & Remuneration Committee	Gulshan Rai Kanwal Kalpana Seth Sukh Raj Sethia	Independent/ Chairperson Non-Executive Independent
3. Stakeholders Relationship Committee	Kalpana Seth Dilip Kumar Karan	Non-Executive/ Chairperson Non-Executive

For KLJ Resources Ltd.



Company Secretary


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	Maximum gap between any two consecutive (in number of days)
30/05/2017	04/09/2017, 14/09/2017	96 days
IV. Meeting of Committees		
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter
Audit Committee Meeting- 2-09-2017	YES	29/05/2017
V. Related Party Transactions		
Whether prior approval of audit committee obtained		Compliance status (Yes/No/NA)
Whether shareholder approval obtained for material RPT		YES
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		N.A.
VI. Affirmations		YES
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>a. Audit Committee</p> <p>d. Nomination & remuneration committee</p> <p>d. Stakeholders Relationship Committee</p> <p>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.</p> <p>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.</p> <p>5. The report submitted in the previous quarter has been placed before Board of Directors.</p>		
<p>Name: (Praveen Sharma)</p> <p>Designation: Company Secretary</p> <p>Membership no. FCS 3672</p>		Dated: 09/10/2017



Corporate Governance Report for the half year ended on 30/09/2017

1. Name of Listed Entity: KLJ Resources Limited
 2. Quarter and half year ended: September 30, 2017

Scrip Code: [CSE: 021095]

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
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
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><i>Praveen</i></p> <p>Name: Praveen Sharma Designation: Company Secretary Membership no. – FCS 3672</p>  <p style="text-align: right;">Dated: 09/10/2017</p>		