



KLJ Resources Limited

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E-MAIL : krl@kljindia.com WEBSITE : www.kljindia.com CIN : L67120WB1986PLC041487

Date: 11.10.2018

To,

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

CSE SECURITY CODE: 021095

Dear Sir/Madam,


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, 2018.

Please find enclosed herewith compliance report on corporate governance for the quarter and half year ended on 30.09.2018 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 faithfully,
For **KLJ RESOURCES LIMITED**


(Naveen Kumar Bothra)
Company Secretary
Membership No. A41227



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

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KLJ RESOURCES LIMITED



Corporate Governance Report for the Second Quarter ended on 30.09.2018

ANNEXURE I

1. Name of Listed Entity: KLJ Resources Limited		Scrip Code: [CSE: 021095]							
2. Quarter ending: September 30, 2018									
i. Composition of Board of Directors									
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term /cessation	Tenure	No. of Directorships 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	April 1, 2014	N.A	1	-	-	
Ms.	Kalpana Seth	BJVPS2326C & 06949098	Non-Executive/Women Director	August 14, 2014	N.A	2	3	1	
Mr.	Dilip Kumar Kam	AALPK4457C & 00061804	Non-Executive	October 10, 1997	N.A	1	1	-	
Mr.	Gulshan Rai Kanwal	ALBPK4491P & 07145698	Independent	March 31, 2015	3 years & 6 months	1	-	1	
Mr.	Sukh Raj Sethia	AABPS2638H & 01517777	Independent	March 31, 2015	3 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				Sukh Raj Sethia Kalpana Seth Gulshan Rai Kanwal					Independent/ Chairperson Non-Executive Independent
3. Stakeholders Relationship Committee				Kalpana Seth Dilip Kumar Kam					Non-Executive/ Chairperson Non-Executive

For KLJ Resources Limited

(Signature)
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)
02.05.2018 and 30.05.2018	14.08.2018 and 04.09.2018	75 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- 14.08.2018	YES	30.05.2018
		Maximum gap between any two consecutive meeting in number of days*
		75 days
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 Audit Committee	YES
VI. Affirmations		
<ol style="list-style-type: none"> The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> Audit Committee Nomination & remuneration committee Stakeholders Relationship Committee The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. 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. The report submitted in the previous quarter has been placed before Board of Directors. 		
<p style="text-align: right;">  (Naveen Kumar Bothra) Company Secretary Membership No. A41227 </p>		
		
Date: 11.10.2018 Place: New Delhi		

ANNEXURE III

Corporate Governance Report for the half year ended on 30.09.2018

1. Name of Listed Entity: KLJ Resources Limited
2. Quarter and half year ended: September 30, 2018

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>Name:  Naveen Kumar Bothra Designation: Company Secretary Membership no. – A41227</p> <p style="text-align: center;"></p> <p style="text-align: right;">Dated: 11.10.2018</p>		