



# KLJ Resources Limited

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

Date: 11.01.2019

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 December 31, 2018.**

Dear Sir/Madam,

Please find enclosed herewith compliance report on corporate governance for the quarter ended on 31.12.2018 as per Annexure 'I' 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

  
(Kalpana Seth)  
Director  
Din: 06949098



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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**Corporate Governance Report for the Quarter ended on 31.12.2018**

ANNEXURE I

1. Name of Listed Entity: KLI Resources Limited		Scrip Code: [CSE: 021095 ]						
2. Quarter ending: December 31, 2018								
<b>I. Composition of Board of Directors</b>								
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 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	AALP11370K & 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 Karn	AALPK4457C & 00061804	Non-Executive	October 10, 1997	N.A	1	1	-
Mr.	Gulshan Rai Kanwal	ALBPK4491P & 07145698	Independent	March 31, 2015	3 years & 9 months	1	-	1
Mr.	Sukh Raj Sethia	AABPS2638H & 01517777	Independent	March 31, 2015	3 years & 9 months	1	1	-
<b>II. Composition of Committees</b>								
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	Kalpna Seth Dilip Kumar Karn	Non-Executive/ Chairperson Non-Executive						
<b>III. Meeting of Board of Directors</b>								
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)						
14.08.2018 and 04.09.2018	14.11.2018	70 days						

**For KLI Resources Limited**

*Venky*  
**Director**

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	Maximum gap between any two consecutive meeting in number of days*
Audit Committee Meeting 14.11.2018	YES	14.08.2018	91 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"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015               <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>d. Stakeholders Relationship Committee</li> </ol> </li> <li>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.</li> <li>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.</li> <li>5. The report submitted in the previous quarter has been placed before Board of Directors.</li> </ol>			
<p>Date: 11.01.2019 Place: New Delhi</p> <div style="text-align: right;">  <p>KLU RESOURCES LIMITED KOLKATA Director Ph: 06949098</p> </div>			