



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: 02.04.2019

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 March 31, 2019.

Dear Sir/Madam,


Please find enclosed herewith compliance report on corporate governance for the quarter ended on 31.03.2019 as per Annexure 'I' and 'II' 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**


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



Encl: As Stated

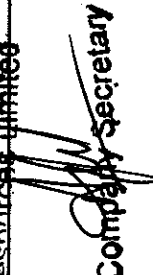
REGISTERED OFFICE : "Shanti Niketan Building" Suite No. 22, Ground Floor, 8, Camac Street, KOLKATA – 700 017
TEL. : (0091-33) 22823851 **FAX :** (0091-33) 22823851 **E-MAIL :** kolkata@kljindia.com

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 Quarter ended on 31.03.2019

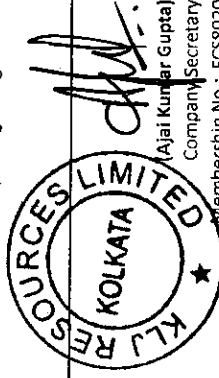
ANNEXURE I

1. Name of Listed Entity: KJ Resources Limited		Scrip Code: [CSE: 021095]						
2. Quarter ending: March 31, 2019								
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 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	April 1, 2014	N.A	1	-	-
Ms.	Kalpna 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.	Guishan Rai Kanwal	ALBPK4491P & 07145698	Independent	March 31, 2015	4 years	1	-	1
Mr.	Sukh Raj Sethia	AABPS2638H & 01517777	Independent	March 31, 2015	4 years	1	1	-
II. Composition of Committees								
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)						
1. Audit Committee	Guishan Rai Kanwal Kalpana Seth Sukh Raj Sethia	Independent/ Chairperson Non-Executive Independent						
2. Nomination & Remuneration Committee	Sukh Raj Sethia Kalpana Seth Guishan Rai Kanwal	Independent/ Chairperson Non-Executive Independent						
3. Stakeholders Relationship Committee	Kalpna Seth Dilip Kumar Karn	Non-Executive/ Chairperson Non-Executive						
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)						
14.11.2018	02.01.2019 and 14.02.2019	48 days						

KJ Resources Limited

Company Secretary

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 14.02.2019	YES	14.11.2018	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"> 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 <ol style="list-style-type: none"> a. Audit Committee b. Nomination & remuneration committee d. 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: 02.04.2019
Place: New Delhi



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

ANNEXURE II

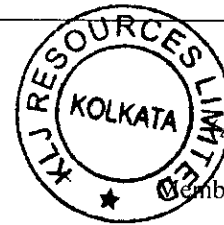
I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	Yes	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
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)	Yes
Meeting of Board of directors	17(2)	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
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(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)	N.A
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A
Other Corporate Governance requirements with respect to	24(2),(3),(4),(5) &	Yes

For KLJ Resources Limited

 Company Secretary

subsidiary of listed entity	(6)	
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
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

II Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.



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

Date: 02.04.2019
Place: New Delhi