



KLJ Resources Limited

HEAD OFFICE : KLJ HOUSE, 63, RAMA MARG, NAJAFGARH ROAD, NEW DELHI-110 015 (INDIA)
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E-MAIL : krl@kljindia.com **WEBSITE :** www.kljindia.com **CIN :** L67120WB1986PLC041487

Date: 09.07.2020

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 30th June, 2020.**

Dear Sir/Madam,

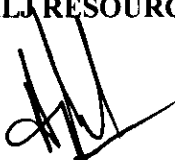
Please find enclosed herewith compliance report on corporate governance for the quarter ended on 30th June, 2020 as per Annexure '1' to Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2019/78 dated 16th July, 2019 read with Regulation 27(2) of the SEBI (Listing Obligations 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

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

Report on Corporate Governance for the Quarter ended on 30th June, 2020
[pursuant to Regulation 27(2) of the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015]

1. Name of Listed Entity: KLJ Resources Limited

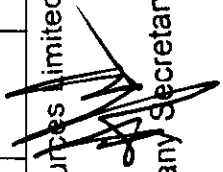
Scrip Code: [CSE: 021095]

2. Quarter ending: 30th June, 2020

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson / Non-Executive / Independent / & Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure	Date of Birth	No. of directorship in listed entities including this entity [In reference to regulation 17A(1)]	No of Independent Directors in listed entities including this entity [In reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this entity (Refer Regulation 26(1) of Listing Regulations)	No of post person in Audit/ Stakeholder Committee held in listed entities including this entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Hemant Jain	<u>AALPJ1370K</u> & 00506995	Executive/ Managing Director	1st October, 2005	1st April, 2019	-	N.A	18th August, 1971	1	-	-	-
Mr.	Dilip Kumar Kam	<u>AALPK4457C</u> & 00061804	Non-Executive	10th October, 1997	-	-	N.A	06th February, 1953	1	-	1	-
Ms.	Kalpana Seth	<u>BJVPS2326C</u> & 06949098	Non-Executive/ Women Director	14th August, 2014	-	-	N.A	21st September, 1962	2	-	3	1
Mr.	Ram Parkash Makan	<u>AAGPM5132K</u> & 08574991	Independent	14th November, 2019	-	-	7 months	20th June, 1950	1	1	2	-
Mr.	Ranjit Ray Banthia	<u>AAHPB4803H</u> & 08725401	Independent	18th May, 2020	-	-	1 Month	05th July, 1955	1	1	-	1

For KLJ Resources Limited



Company Secretary

Whether Regular chairperson appointed	Yes
Whether Chairperson is related to managing director or CEO	No

III. 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	- - -
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	- - -
3. Stakeholders Relationship Committee	Yes	Kalpana Seth Dilip Kumar Kam 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 (in number of days)
14th February, 2020	30th June, 2020	Yes	4	2	14th February 2020 to 30th June, 2020- 136 days

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*
Audit Committee Meeting- 30th June 2020	Yes	3	2	14th February, 2020	14th February 2020 to 30th June, 2020- 136 days

For KLJ Resources Limited

Company Secretary

V. Related Party Transactions		Compliance status (Yes/No/NA)
Subject		
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		
<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>b. Nomination & Remuneration Committee</p> <p>c. 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>(Remark)</p> <p>The time gap of more than 120 days between two meetings is in compliance with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated 19th March, 2020 and vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/110 dated 26th June, 2020, which has relaxed the requirement of the maximum stipulated time gap of 120 days between two meetings of the board and Audit Committees of listed entities, as is required under Regulation 17(2) and 18(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the meetings held/proposed to be held between the period 1st December, 2019 and 30th June, 2020 which is further extended till 31st July, 2020.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.</p>		
<p>Date: 09.07.2020 Place: New Delhi</p>		<p>(Ajai Kumar Gupta) Company Secretary Membership No: FCS 8020</p>

