



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: 14/10/2019

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 30th September, 2019.

Dear Sir/Madam,


Please find enclosed herewith compliance report on corporate governance for the quarter ended on 30th September, 2019 as per Annexure 'I' and Annexure "III" 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.

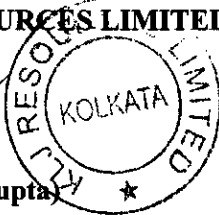
Kindly take the same on record and oblige.

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 September, 2019
[pursuant to Regulation 27(2) of the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015]

1. Name of Listed Entity: KJ Resources Limited

Scrip Code: [CSE: 021095]

2. Quarter ending: 30th September, 2019

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chair- person / Non- Executive/ inde- pendent / & Nominee)	Initial Date of Appointment	Date of Re- appointment	Date of Cessation	Tenure	Date of Birth	No. of director- ship in listed entities including this listed entity [In reference to regulation 17A(1)]	No of Independent Directors hip in listed entities including this listed entity [In reference to regulation 17A(1)]	No of member- ships in Audit/ Stake-hold er Comm- ittee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation 26(1) of Regulations	No of post of Chair- person in Audit/ Stake- holder Comm- ittee held in listed entities including this listed entity
Mr.	Hemant Jain	AALPJ1370K & 00506995	Executive/ Managing Director	1st October, 2005	1st April, 2019	-	N.A	18th August, 1971	1	-	-	-
Mr.	Dilip Kumar Karn	AALPK4457C & 00061804	Non-Executive	10th October, 1997	-	-	N.A	06th February, 1953	1	-	1	-
Ms.	Kalpna Seth	BJVPS2326C & 06949098	Non-Executive/ Women Director	14th August, 2014	-	-	N.A	21st September, 1962	2	-	3	1
Mr.	Sukh Raj Sethia	AABPS2638H & 01517777	Independent	31st March, 2015	-	-	4 years & 6 months	05th May, 1956	1	1	1	-
Mr.	Gulshan Rai Kanwal	ALBPK4491P & 07145698	Independent	31st March, 2015	-	-	4 years & 6 months	16th November, 1935	1	1	1	1

Whether Regular chairperson appointed

Yes

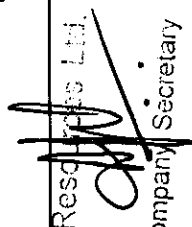
Whether Chairperson is related to managing director or CEO

No

For KJ Resources Ltd.

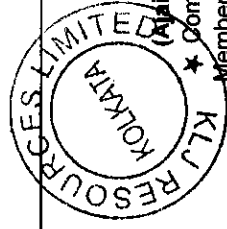

Company Secretary

II. 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	Gulshan Rai Kanwal Kaipana Seth Sukh Raj Sethia	Independent/ Chairperson Non-Executive Independent	31st March, 2015 31st March, 2015 31st March, 2015	- - -	
2. Nomination & Remuneration Committee	Yes	Sukh Raj Sethia Kaipana Seth Gulshan Rai Kanwal	Independent/ Chairperson Non-Executive Independent	31st March, 2015 31st March, 2015 31st March, 2015	- - -	
3. Stakeholders Relationship Committee'	Yes	Kaipana Seth Dilip Kumar Karn Gulshan Rai Kanwal	Non-Executive/ Chairperson Non-Executive Independent	22nd May, 2015 14th November, 2014 29th May, 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)	
29th May, 2019	14th August, 2019	Yes	5	2	29th May, 2019 to 14th August, 2019- 76 days	
	04th September, 2019	Yes	4	1		
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- 14th August, 2019	Yes	3	2	29th May, 2019	29th May, 2019 to 14th August, 2019- 76 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 the Audit Committee			Yes			

For KLJ Resolute

 Company Secretary

VI. Affirmations

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
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. 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. 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.




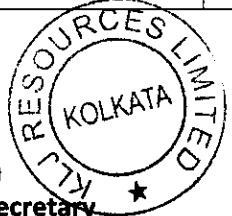
(Signature)
(Ajai Kumar Gupta)
★ Company Secretary
Membership No: FCS 8020

Date: 14/10/2019

Place: New Delhi

Corporate Governance Report for the half year ended on 30th September, 2019**Scrip Code: [CSE: 021095]**

1. Name of Listed Entity: KLJ Resources Limited
2. Quarter and half year ended: 30th September, 2019

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
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
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	yes
  <p>Name: Ajai Kumar Gupta Designation: Company Secretary Membership no.: FCS 8020</p> <p>Dated: 14/10/2019</p>		