



KLJ Resources Limited

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

Date: 12/10/2020

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 and half year ended on 30th September, 2020.

Dear Sir/Madam,

Please find enclosed herewith compliance report on corporate governance for the quarter and half year ended on 30th September, 2020 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

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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, 2020
[pursuant to Regulation 27(2) of the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015]

Scrip Code: [CSE: 021095]

1. Name of Listed Entity: KLJ Resources Limited
 2. Quarter ending: 30th September 2020

I. Composition of Board of Directors

Title Name of the (Mr. / Director Ms)	PAN & DIN	Category (Chairperson / Executive / 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 listed entity [In reference to regulation 17A(1)]	No of Independent Directors in listed entities including this listed entity [In reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Reference to Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Reference to Regulation 26(1) of Listing Regulations)
Mr. Hemant Jain	<u>AALPJ1370K & 00506995</u>	Executive/ Managing Director	1st October, 2005	1st April, 2019	-	N.A	18th August, 1971	1	-	-	-
Mr. Dilip Kumar Karn	<u>AALPK4457C & 00061804</u>	Non-Executive	10th October, 1997	-	-	N.A	06th February, 1953	1	-	1	-
Ms. Kalpana Seth	<u>BJVPS2326C & 06949098</u>	Non-Executive/ Women Director	14th August, 2014	-	-	N.A	21st September, 1962	2	-	3	1
Mr. Ram Parkash Makan	<u>AAGPM5132K & 08574991</u>	Independent	14th November, 2019	-	-	10 months	20th June, 1950	1	1	2	-
Mr. Ranjit Ray Banthia	<u>AAHPB4803H & 08725401</u>	Independent	18th May, 2020	-	-	5 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)
30th June, 2020	31st July, 2020 4th September, 2020 14th September, 2020	Yes Yes Yes	5 4 4	2 1 1	31st July, 2020 to 4th September, 2020- 34 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 Meetings					
31st July 2020	Yes	3	2	30th June, 2020	30th June, 2020 to 31st July, 2020- 30 days
31st August, 2020	Yes	3	2		
14th September, 2020	Yes	3	2		



For KLJ Resources Limited


Company Secretary

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
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>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: 12.10.2020 Place: New Delhi</p>	
  (Ajal Kumar Gupta) Company Secretary Membership No: FCS 8020	

ANNEX III**Corporate Governance Report for the half year ended on 30th September, 2020****Scrip Code: [CSE: 021095]**

1. Name of Listed Entity: KLJ Resources Limited
2. Quarter and half year ended: 30th September, 2020

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
  Name: Ajai Kumar Gupta Designation: Company Secretary Membership no.: FCS 8020 Dated: 12/10/2020		