



KLJ Resources Limited

CORP. OFF. : KLJ HOUSE, 8A, SHIVAJI MARG, NAJAFGARH ROAD, NEW DELHI-110 015 (INDIA)
TEL. : (011) 41427427-8-9, 45371400 E-MAIL : krl@kljindia.com WEBSITE : www.kljindia.com
CIN : L67120WB1986PLC041487

Date: 19.10.2022

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, 2022

Dear Sir/Madam,

Please find enclosed herewith compliance report on corporate governance for the quarter and half year ended on 30th September, 2022 as per Annexures 'I', III and IV to Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated 31st May, 2021 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

Report on Corporate Governance for the Quarter ended on 30th September, 2022
[pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015]

1. Name of Listed Entity: KLU Resources Limited
 2. Quarter ending: 30th September, 2022

Scrip Code: [CSE: 021095]

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chair-person / Executive / Non-Executive / Independent / & 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 in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Comm-tee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chair-person in Audit/ Stakeholder Comm-tee held in listed entities including this listed entity (Refer 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.	Kamleendra Navratansingh Chauhan	<u>AABPC0837G &09695105</u>	Whole Time Director	12th August, 2022	-	-	1 month	08th September, 1952	1	-	-	-
Mr.	Dilip Kumar Kam	<u>AALPK4457C& 00061804</u>	Non-Executive	10th October, 1997	-	-	N.A	06th February, 1953	1	-	1	-
Ms.	Kalpana Seih	<u>BJVPS2326C & 06949098</u>	Non-Executive/ Women Director	14th August, 2014	-	-	N.A	21st September, 1962	2	-	1	2
Mr.	Ram Parkash Makan	<u>AAGPM5132K & 08574991</u>	Independent	14th November, 2019	-	-	2 Years 10 months	20th June, 1950	1	1	2	-
Mr.	Ranjit Ray Bantia	<u>AAHPB4803H & 08725401</u>	Independent	18th May, 2020	-	-	2 years 4 Month	05th July, 1955	1	1	-	1

For KLU Resources Limited

Company Secretary

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

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	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 Karn 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)
17th May, 2022 30th May, 2022	12th August, 2022 5th September, 2022	Yes Yes	6 5	2 2	17th May, 2022 to 30th May, 2022 30th May, 2022 to 12th August, 2022 12th August, 2022 to 5th September, 2022
					13 days 74 days 24 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*
12th August, 2022	Yes	3	2	30th May, 2022	30th May, 2022 to 12th August, 2022
					74 days

For KLU Resources Limited

Company Secretary

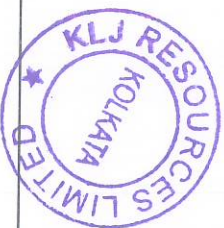
V. Related Party Transactions

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

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 the report submitted in the previous quarter has been placed before Board of Directors.

Date: 18.10.2022
Place: New Delhi






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

Corporate Governance Report for the half year ended on 30th September, 2022
Scrip Code: [CSE: 021095]

1. Name of Listed Entity: KLJ Resources Limited
2. Quarter and half year ended: 30th September, 2022

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: 18.10.2022		
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ANNEX IV

Corporate Governance Report on a half yearly basis ended on 30th September, 2022


Scrip Code: [CSE: 021095]

1. Half year ending: 30th September, 2022

I. Disclosure of Loans/guarantees/comfort letters/securities etc.			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity		Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		NIL	NIL
Promoter Group or any other entity controlled by them		NIL	NIL
Directors (including relatives) or any other entity controlled by them		NIL	NIL
KMPs or any other entity controlled by them		NIL	NIL
(B) Any guarantee/comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type of security (cash, shares etc.)	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.



Name: Suresh Chand Jalther
Designation: Chief Financial Officer

Dated: 19.10.2022




Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - a) by a government company to/ for the Government or government company
 - b) by the listed entity to/ for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - c) by a banking company or an insurance company ; and
 - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.