

ANNEXURE I

1. Name of Listed Entity: KLJ Resources Limited Scrip Code: [CSE: 021095]


2. Quarter ending: March 31, 2017

I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/Non- Executive/Ind ependent/No minee)	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	<u>AALPJ1370K & 00506995</u>	Executive/ Managing Director	01/04/2014	N.A	1	-	-
Ms.	Kalpna Seth	<u>BJVPS2326C & 06949098</u>	Non- Executive/ Women Director	14/08/2014	N.A	2	1	1
Mr.	Dilip Kumar Karn	<u>AALPK4457C & 00061804</u>	Non- Executive	10-10-97	N.A	1	1	-
Mr.	Sudeep Mehta	<u>AGBPM5143R & 00483072</u>	Non- Executive	29/09/2012	N.A	1	-	-
Mr.	Gulshan Rai Kanwal	<u>ALBPK4491P & 07145698</u>	Independent	31/03/2015	2 years	1	-	1
Mr.	Sukh Raj Sethia	<u>AABPS2638H & 01517777</u>	Independent	31/03/2015	2 years	1	1	-

II. Composition of Committees

For KLJ Resources Ltd.



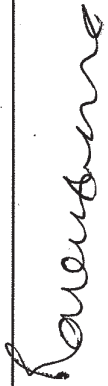
Company Secretary

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nomin ee)
1. Audit Committee	Gulshan Rai Kanwal Kalpana Seth Sukh Raj Sethia	Independent/ Chairperson Non-Executive Independent
2. Nomination & Remuneration Committee	Sukh Raj Sethia Kalpana Seth Gulshan Rai Kanwal	Independent/ Chairperson Non-Executive Independent
3. Stakeholders Relationship Committee	Kalpana Seth Dilip Kumar Karan	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)
01-10-2016 and 14-11-2016	14-02-2016	91 Days
IV. Meeting of Committees		
Date(s) of meeting in the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter
Audit Committee Meeting- 13-02-2017	YES	11-11-2016
		Maximum gap between any two consecutive meeting in number of days*
		93 Days
V. Related Party Transactions		
		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		
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, a. Audit Committee		

For KLJ Resources Ltd.

Ravishankar
Company Secretary

- b. Nomination & remuneration committee
 - c. Corporate Social Responsibility 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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.



Name: Praveen Sharma
Designation: Company Secretary

Dated: 23/05/2017

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 subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes

For KLJ Resources Ltd.



Company Secretary

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.

Praveen Sharma

(Praveen Sharma)
Company Secretary



Date: 23/05/2017

ANNEXURE III

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance 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
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><i>Praveen Sharma</i></p> <p>Name: (Praveen Sharma) Designation: Company Secretary</p> <p style="text-align: right;">Dated: 23/05/2017</p>		

