



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: 06.01.2020

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 31st December, 2019.

Dear Sir/Madam,

Please find enclosed herewith compliance report on corporate governance for the quarter ended on 31st December, 2019 as per Annexure 'I' 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.: FCS 8020



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 :** mumbal@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]

Scrip Code: [CSE: 021095]

1. Name of Listed Entity: KLJ Resources Limited

2. Quarter ending: 31st December, 2019

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 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	AALPJ1370K & 00506995	Executive/ Managing Director	1st October, 2005	1st April, 2019	-	N.A	18th August, 1971	1	-	-	-
Mr.	Dilip Kumar Kam	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 & 9 months	05th May, 1956	1	1	1	-
Mr.	Gulshan Rai Kanwal	ALBPK4491P & 07145698	Independent	31st March, 2015	-	-	4 years & 9 months	16th November, 1935	1	1	2	-
Mr.	Ram Parkash Makan	AAGPM5132K & 08574991	Independent	14th November, 2019	-	-	5 years	20th June, 1950	1	1	1	1

For KLJ Resources Limited


Company Secretary

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

II. Composition of Committees

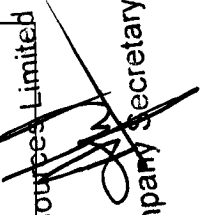
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson / Executive/ Non-Executive/ independent/ Nominee) \$	Date of Appointment	Date of cessation
1. Audit Committee	Yes	Ram Parkash Makan Gulshan Rai Kanwal Kalpana Seth Sukh Raj Sethia	Independent/ Chairperson Independent Non-Executive Independent	14th November, 2019 31st March, 2015 31st March, 2015 31st March, 2015	- - - -
2. Nomination & Remuneration Committee	Yes	Sukh Raj Sethia Kalpana Seth Gulshan Rai Kanwal Ram Parkash Makan	Independent/ Chairperson Non-Executive Independent Independent	31st March, 2015 31st March, 2015 31st March, 2015 14th November, 2019	- - - -
3. Stakeholders Relationship Committee'	Yes	Kalpana Seth Dilip Kumar Kam Gulshan Rai Kanwal Ram Parkash Makan	Non-Executive/ Chairperson Non-Executive Independent Independent	22nd May, 2015 14th November, 2014 29th May, 2019 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 August, 2019	14th November, 2019	Yes	5	2	4th September, 2019 to 14th November, 2019-70 days
4th September, 2019					

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 November, 2019	Yes	3	2	14th August, 2019	14th August, 2019 to 14th November, 2019-91 days

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: 06.01.2020 Place: New Delhi</p>	
