



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: 15.05.2020

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 March, 2020.

Dear Sir/Madam,


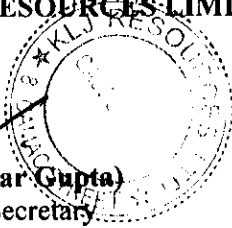
Please find enclosed herewith compliance report on corporate governance for the quarter ended on 31st March, 2020 as per Annexure 'I' and Annexure 'II' to Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2019/78 dated 16th July, 2019 read with Regulation 27(2) of the 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**



(Ajar 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 :** mumbai@kljindia.com

Report on Corporate Governance for the Quarter ended on 31st March, 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: 31st March, 2020

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	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 (Refer Regulation 26(1) of Listing Regulations)	No of post person in Audit/ Stakeholder Committee held in listed entities including this listed 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	-	16th March, 2020	5 years	05th May, 1956	-	-	-	-
Mr.	Gulshan Rai Kanwal	ALBPK4491P & 07145698	Independent	31st March, 2015	-	16th January, 2020	4 years & 10 months	16th November, 1935	-	-	-	-
Mr.	Ram Parkash Makan	AAGPM5132K & 08574991	Independent	14th November, 2019	-	-	4 months	20th June, 1950	1	1	1	1

For KLJ Resources Limited


[Signature]
 Company Secretary

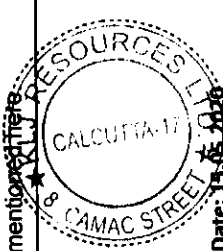
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to managing director or CEO	No

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	- 16th January, 2020 - 16th March, 2020
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	16th March, 2020 - 16th January, 2020 -
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 number of days
14th November, 2019	14th February, 2020	Yes	5	2	14th November, 2019 to 14th February 2020- 91 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 Meeting- 14th February 2020	Yes	3	2	14th November, 2019	14th November, 2019 to 14th February 2020- 91 days


 Company Secretary

V. Related Party Transactions		Compliance status (Yes/No/NA)
Subject		Yes
Whether prior approval of audit committee obtained		N.A
Whether shareholder approval obtained for material RPT		Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee		
VI. Affirmations		
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.</p> <p>(Remarks) One Independent Director Sh. Sukh Raj Sethia has resigned with effect from 16th march, 2020. The position vacated due to the resignation sh.Sukh Raj Sethia could not be filled owing to Complete lockdown due to outbreak of COVID 19 epidemic. The Board of Directors, however, has initiated the process to fill the vacancy of Independent Director after lockdown has been partially opened and it is expected that the vacancy shall be filled within the time provided under 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 b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee</p> <p>(Remarks): Except that vacant position of one Independent Director in Audit Committee and Nomination & Remuneration Committee shall be filled post appointment of Independent Director.</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>(Ajai Kumar Gupta) Company Secretary Membership No: FCS 8020</p>
Date: 15.05.2020		Place: New Delhi

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
Details of business	Yes	www.kljresources.in
Terms and conditions of appointment of independent directors	Yes	www.kljresources.in
Composition of various committees of board of directors	Yes	www.kljresources.in
Code of conduct of board of directors and senior management personnel	Yes	www.kljresources.in
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.kljresources.in
Criteria of making payments to non-executive directors	Yes	www.kljresources.in
Policy on dealing with related party transactions	Yes	www.kljresources.in
Policy for determining 'material' subsidiaries	Yes	www.kljresources.in
Details of familiarization programmes imparted to independent directors	Yes	www.kljresources.in
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.kljresources.in
Email address for grievance redressal and other relevant details	Yes	www.kljresources.in
Financial results	Yes	www.kljresources.in
Shareholding pattern	Yes	www.kljresources.in
Details of agreements entered into with the media companies and/or their associates	NA	-
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	-
New name and the old name of the listed entity	Yes	www.kljresources.in
Advertisements as per regulation 47 (1)	Yes	www.kljresources.in
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.kljresources.in
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.kljresources.in
As per other regulations of the LODR:		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.kljresources.in
Materiality Policy as per Regulation 30	No	Formulated but pending for posting on website

For KLJ Resources Limited

 Company Secretary

Dividend Distribution policy as per Regulation 43A (as applicable)	NA	-
It is certified that these contents on the website of the listed entity are correct		
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), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	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
Recommendation of board	17(11)	Yes
Maximum number of directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1), (2), (3), (4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (1A), (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)	NA
Disclosure of related party transactions on consolidated basis	23(9)	No
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
Annual Secretarial Compliance Report	24A	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes

For KLJ Resources Limited

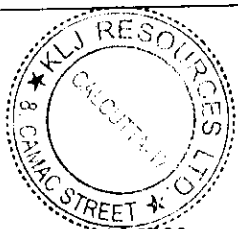

Company Secretary

Directors and Officers insurance	25(10)	NA
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

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied (The company does not have any Material Subsidiary).

Remarks: One Independent Director Sh. Sukh Raj Sethia has resigned with effect from 16th march, 2020. The position vacated due to the resignation sh.Sukh Raj Sethia could not be filled owing to Complete lockdown due to outbreak of COVID 19 epidemic. The Board of Directors, however, has initiated the process to fill the vacancy of Independent Director after lockdown has been partially opened and it is expected that the vacancy shall be filled within the time provided under SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. Accordingly, the vacant position of one Independent Director in Audit Committee and Nomination & Remuneration Committee shall be filled post appointment of Independent Director.



Date: 15.05.2020
Place: New Delhi

(Ajai Kumar Gupta)
Company Secretary
Membership No. FCS8020