



# 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: 16.10.2024

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 30<sup>th</sup> September, 2024**

Dear Sir/Madam,

Please find enclosed herewith compliance report on corporate governance for the quarter and half year ended on 30<sup>th</sup> September, 2024 as per Annexures '3', 5 and 6 as provided in Chapter II (B) of Securities and Exchange Board of India (SEBI) Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11<sup>th</sup> July, 2023 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, 2024**  
**[pursuant to Regulation 27(2) of the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015]**

1. Name of Listed Entity: KLJ Resources Limited												
2. Quarter ending: 30th September, 2024												
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 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) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee (s) including this entity (Refer Regulation 26(1) of LODR Regulations)	No of post of Chair-person in Audit/ Stakeholder Committee held in listed entities including this entity (Refer Regulation 26(1) of LODR Regulations)
Mr.	Hemant Jain	<u>AALPJ1370K</u> 00506995	Executive/ Managing Director	1st October, 2005	1st April, 2024	-	N.A	18th August, 1971	1	-	-	-
Mr.	Kamlendra Navratansingh Chauhan	<u>AABPC0837G</u> 09695105	Whole Time Director	12th August, 2022	-	-	N.A.	08th September, 1952	1	-	-	-
Mr.	Dilip Kumar Karn	<u>AALPK4457C</u> 00061804	Non-Executive	10th October, 1997	-	-	N.A	06th February, 1953	1	-	1	-
Ms.	Kalpana Seth	<u>BJVPS2326C</u> 06949098	Non-Executive/ Women Director	14th August, 2014	-	-	N.A	21st September, 1962	2	-	1	2
Mr.	Ram Parkash Makan	<u>AAGPM5132K</u> 08574991	Independent	14th November, 2019	28th September, 2024	-	4 Years 10 month	20th June, 1950	1	1	2	-
Mr.	Babulal Bhutoria	<u>AAIPB6650M</u> 07143965	Independent	15th December, 2023	-	-	9 Months 15 days	23rd December, 1956	1	1	-	1

For KLJ Resources Ltd.

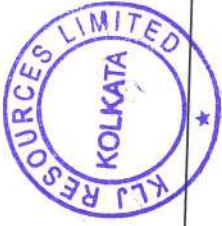
Company Secretary

Whether Regular chairperson appointed		Yes			
Whether Chairperson is related to managing director or CEO		No			
<b>II. Composition of Committees</b>					
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	Babul Bhutoria Ram Parkash Makan Kalpana Seth	Independent/ Chairperson Independent Non-Executive	15th December, 2023 14th November, 2019 31st March, 2015	- - -
2. Nomination & Remuneration Committee	Yes	Babul Bhutoria Kalpana Seth Ram Parkash Makan	Independent/ Chairperson Non-Executive Independent	15th December, 2023 31st March, 2015 14th November, 2019	- - -
3. Stakeholders Relationship Committee	Yes	Kalpna Seth Dilip Kumar Karn Ram Parkash Makan	Non-Executive/ Chairperson Non-Executive Independent	22nd May, 2015 14th November, 2014 14th November, 2019	- - -
<b>III. Meeting of Board of Directors</b>					
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 meetings (in number of days)
27th May, 2024	17th July, 2024 14th August, 2024 3rd September, 2024	Yes Yes Yes	4 4 5	2 2 1	27th May, 2024 to 17th July, 2024 17th July, 2024 to 14th August, 2024 14th August, 2024 to 3rd September, 2024 50 days 27 days 19 days
<b>IV. Meetings of Committees</b>					
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)
<b>Audit Committee Meetings</b>					
17th July, 2024	Yes	3	3	27th May, 2024	50 days
14th August, 2024	Yes	3	3	17th July, 2024 to 14th August, 2024	27 days

For KLJ Resources Ltd.

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
<b>VI. Affirmations</b>	
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. The report submitted in the previous quarter has been placed before the Board of Directors.	
 (Ajai Kumar Gupta) Company Secretary Membership No: FCS 8020	
Date: 16.10.2024	
Place: New Delhi	

**ANNEXURE 5****Corporate Governance Report for the half year ended on 30<sup>th</sup> September, 2024**  
**Scrip Code: [CSE: 021095]**

1. Name of Listed Entity: KLJ Resources Limited
2. Quarter and half year ended: 30th September, 2024

<b>Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
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
Disclosure of Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	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: 16.10.2024**

**Corporate Governance Report on a half yearly basis ended on 30<sup>th</sup> September, 2024****Scrip Code: [CSE: 021095]**1. Half year ending: 30<sup>th</sup> September, 2024

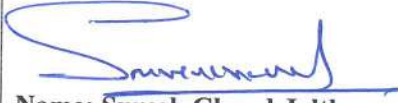
<b>I. Disclosure of Loans/guarantees/comfort letters/securities etc.</b>			
<b>(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:</b>			
<b>Entity</b>		<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter 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>(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:</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>
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
<b>(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:</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>
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

2



**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: 16.10.2024**

**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.