



# 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: 20.05.2024

To,

The Secretary,  
The Calcutta Stock Exchange Ltd,  
7, Lyons Range, Dalhousie  
Kolkata – 700 001, West Bengal

**CSE SECURITY CODE: 021095**

**Sub: Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended on 31<sup>st</sup> March, 2024 in compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record and oblige.

Thanking You,

Yours Sincerely,  
For **KLJ RESOURCES LIMITED**

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



Encl: As Stated

**Secretarial Compliance Report  
of KLJ Resources Limited  
For the Financial Year Ended March 31, 2024**

To  
**KLJ Resources Limited**  
CIN: L67120WB1986PLC041487  
**Registered Office:** 8 Cammac Street  
Kolkata-700 017

I, **Deepti Chawla**, proprietor of **M/s. Deepti Chawla & Associates, Practicing Company Secretaries**, have examined:

- (a) all the documents and records made available to us and the explanation provided by the KLJ Resources Limited (CIN: : L67120WB1986PLC041487), listed at the Calcutta Stock Exchange("the company")
- (b) the filings/ submissions made by the company to stock exchange, as applicable,
- (c) website of the company,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31 March 2024 ("**Review Period**") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, and guidelines issued thereunder, as applicable; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder, and the Regulations, circulars, and guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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For KLJ Resources Ltd.

Company Secretary



- (d) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018- **(Not applicable on the Company, during the review period);**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; **(Not applicable on the Company, during the review period);**
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **(Not applicable on the Company, during the review period);**
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013- **(Not applicable on the Company, during the review period) ;**
- (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993- **(Not applicable to the Company, during the review period);**
- (k) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client; and circulars/ guidelines issued thereunder;

Based on our examination and verification of the documents and records produced to us and according to the information and explanations that are given to us by the management of the listed entity, we hereby report that during the Review Period:

1. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA) Observations/ Remarks by PCS*	Observations/ Remarks by PCS*
1.	<b><u>Secretarial Standards:</u></b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	Nil

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For KLJ Resources Ltd.

Company Secretary



2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per theregulations/circulars/guidelines issued by SEBI</li> </ul>	<p>Yes</p> <p>Yes</p>	<p>Nil</p> <p>Nil</p>
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>Nil</p>
4.	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	<p>Yes</p>	<p>Nil</p>
5.	<p><b><u>To examine details related to Subsidiaries of listed entities:</u></b></p> <p>(a) Identification of material subsidiary companies; and</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	<p>NA</p> <p>Yes</p>	<p>Nil</p> <p>Nil</p>
6.	<p><b><u>Preservation of Documents:</u></b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	<p>Yes</p>	<p>Nil</p>

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**For KLJ Resources Ltd.**

**Company Secretary**



7.	<b><u>Performance Evaluation:</u></b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations	Yes	Nil
8.	<b><u>Related Party Transactions:</u></b>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.  (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes  NA	Nil  NA
9.	<b><u>Disclosure of events or information:</u></b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	<b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	No	The company is only listed on the Calcutta stock exchange on which there is no trading activity.
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various Circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Nil	Nil
12.	<b><u>Additional Non-compliances, if any:</u></b>  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Nil	Nil

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**For KLJ Resources Ltd.**

**Company Secretary**



2 (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	The company is not maintaining structural digital database as required under the said regulations			Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015		The company is not maintaining structural digital database as required under the said regulations	The company is only listed on the Calcutta stock exchange on which there is no trading activity.	

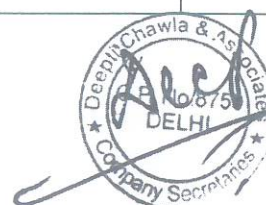
2 (b) The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended 31 March 2023	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviation and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The company is not maintaining structural digital database as required under the said	The company is not maintaining structural digital database as required under the said Regulations, 2015	Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015		The company is only listed on the Calcutta stock exchange on which there is no trading activity.

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For KLJ Resources Ltd.

Company Secretary



3. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	
2.	<b>Other conditions relating to resignation of statutory auditor</b>		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	
	a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	
	b. In case the auditor proposes to resign, all concerns with respect to the		

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For KLJ Resources Ltd.

Company Secretary



	<p>proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the</p>	NA	
	<p>proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	NA	

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For KLJ Resources Ltd.

Company Secretary



***Assumptions & Limitation of scope and Review:***

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



**For Deepti Chawla & Associates  
Company Secretaries**

**Deepti Chawla**

Proprietor

FCS No.: 11445

C P No.: 8759

P.R No.2578/2022 dt. 14<sup>th</sup> August 2022

ICSI UDIN: F011445F000402352

Place: New Delhi

Date: 20 May 2024

***Note: This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.***

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**For KLJ Resources Ltd.**

**Company Secretary**

**Deepti Chawla & Associates**  
Company Secretaries

102,DDA SFS Flats  
Sector 3, Dwarka  
New Delhi-110 078  
Ph: 9971067554  
Email Id:dchawla.cs@gmail.com

**Annexure-A**

To  
KLJ Resources Limited  
CIN: L67120WB1986PLC041487  
**Registered Office:** 8 Cammac Street  
Kolkata-700 017

***Our report of even date is to be read along with this letter.***

1. It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.
2. Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.
3. We have conducted our Audit remotely based on the records and information made available to us through electronic platform by the Company.
4. Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.
5. The Secretarial Compliance report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.



**For Deepti Chawla & Associates  
Company Secretaries**

*Deepti Chawla*  
**Deepti Chawla**  
Proprietor  
FCS No.: 11445  
C P No.: 8759

**P.R No.2578/2022 dt. 14<sup>th</sup> August 2022**  
**ICSI UDIN: F011445F000402352**

Place: New Delhi  
Date: 20 May 2024

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**For KLJ Resources Ltd.**

*[Signature]*  
**Company Secretary**