



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: 14.04.2025

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 31st March, 2025

Dear Sir/Madam,

Please find enclosed herewith compliance report on corporate governance for the quarter ended on 31st March, 2025 as per Annexure '3, Annexure '4' and Annexure '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 11th 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 31st March, 2025
[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, 2025										
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 listed entity [In reference to regulation 17A(1)]	No of Independent Directors holding in listed entities including this listed entity [In reference to proviso to regulation 17A(1) & 17A(2)]
Mr.	Hemant Jain	AALPJ1370K 00506995	Executive/ Managing Director	1st October, 2005	1st April, 2024	-	N.A	18th August, 1971	1	-
Mr.	Kamlendra Navratansingh Chauhan	AABPC0837G 09695105	Whole Time Director	12th August, 2022	-	-	N.A.	08th September, 1952	1	-
Mr.	Dilip Kumar Karn	AALPK4457C 00061804	Non-Executive	10th October, 1997	-	-	N.A	06th February, 1953	1	-
Ms.	Kalpana Seth	BJVPS2326C 06949098	Non-Executive/ Women Director	14th August, 2014	-	-	N.A	21st September, 1962	2	2
Mr.	Ram Parkash Makan	AAGPM5132K 08574991	Independent	14th November, 2019	14th November, 2024	-	5 Years 4 months	20th June, 1950	1	1
Mr.	Babulal Bhutoria	AAIPB6650M 07143965	Independent	15th December, 2023	-	-	1 year 3 months	23rd December, 1956	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	Babulal Bhutoria Ram Parkash Makan Kalpana Seth	Independent/ Chairperson Independent Non-Executive	15th December, 2023 14th November, 2024 31st March, 2015	- - -
2. Nomination & Remuneration Committee	Yes	Babulal Bhutoria Kalpana Seth Ram Parkash Makan	Independent/ Chairperson Non-Executive Independent	15th December, 2023 31st March, 2015 14th November, 2024	- - -
3. Stakeholders Relationship Committee'	Yes	Kalpana Seth Dilip Kumar Karn Ram Parkash Makan	Non-Executive/ Chairperson Non-Executive Independent	22nd May, 2015 14th November, 2014 14th November, 2024	- - -

III. Meeting of Board of Directors

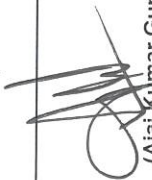
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive meetings (in number of days)
14th November, 2024	14th February, 2025	Yes	6	2	14th November, 2024 to 14th February, 2025 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 Meetings					
14th February, 2025	Yes	3	2	14th November, 2024	14th November, 2024 to 14th February, 2025 91 days

For KLJ Resources Limited

Company Secretary

V. Related Party Transactions	
Subject	
Whether prior approval of audit committee obtained	Compliance status (Yes/No/NA) 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	
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) 5. The report submitted in the previous quarter has been placed before the Board of Directors.	
Date: 14.04.2025 Place: New Delhi   (Ajai Kumar Gupta) Company Secretary Membership No: FCS 8020	

ANNEXURE 4

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	–
Audio or video recordings and transcripts of post earnings/ quarterly calls	NA	--
New name and the old name of the listed entity	NA	--
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
Materiality Policy as per Regulation 30(4)	Yes	www.kljresources.in
Disclosure of contact details of KMP who are authorised for the purpose of determining materiality as required under Regulation 30(5)	Yes	www.kljresources.in
Disclosure under Regulation 30(8)	Yes	www.kljresources.in
Statement of deviation (s) or variation(s) as specified in Regulation 32	NA	–

For KLJ Resources Limited


 Company Secretary

Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.kljresources.in
Compliance with Regulation 46(3) with respect to accuracy of disclosure on the website and timely updating	Yes	www.kljresources.in
Dividend Distribution policy as per Regulation 43A (as applicable)	NA	-
Annual return as provided under section 92 of the Companies Act, 2013	Yes	www.kljresources.in

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
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	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
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Role of Stakeholder Relationship Committee	20(4)	Yes
Composition and role of risk management committee	21(1), (2), (3), (4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Quorum of Risk Management Committee meeting	21(3B)	NA
Gap between the meetings of the Risk Management Committee	21(3C)	Yes
Vigil Mechanism	22	Yes

For KLJ Resources Limited


Company Secretary

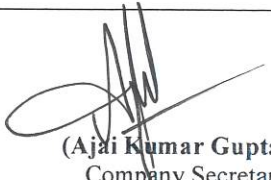
Policy for related party Transaction	23(1), (1A), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition 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)	NA
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	NA
Confirmation with respect to appointment of Independent Director who resigned from the listed entity	25(11)	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)	NA
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Approval of the Board and Shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	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 as on date of this report.

Date: 14.04.2025
Place: New Delhi




(Ajai Kumar Gupta)
Company Secretary
Membership No. FCS8020

Corporate Governance Report on a half yearly basis ended on 31st March, 2025**Scrip Code: [CSE: 021095]**1. Half year ending: 31st March, 2025

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

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: 14.04.2025



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.

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