



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: 26.05.2025

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 31st March, 2025 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, 2025**

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 2025 ("**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;
- (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**);

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For KLJ Resources Ltd.

Company Secretary



- (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.	<u>Secretarial Standards:</u> 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
2.	<u>Adoption and timely updation of the Policies:</u> •All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	Nil
	• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI		

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For KLJ Resources Ltd.

[Signature]
Company Secretary



3.	<u>Maintenance and disclosures on Website:</u> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • 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	Yes Yes Yes	 Nil
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Nil
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies; and (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	Nil
6.	<u>Preservation of Documents:</u> 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.	Yes	Nil
7.	<u>Performance Evaluation:</u> 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.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.	Yes	Nil
	(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	NA	NA

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For KLJ Resources Ltd.

Company Secretary



here

9.	<u>Disclosure of events or information:</u> 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.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	No	The company is listed only on Calcutta stock exchange on which there is no trading.
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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. The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Nil	Nil
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	Nil
13.	<u>Additional Non-compliances, if any:</u> No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Nil	Nil

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. (In case of Not Applicable- NA to be mentioned)

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
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Company Secretary



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.

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.

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For KLJ Resources Ltd.

Company Secretary



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
Deepti Chawla
Proprietor

FCS No.: 11445

C P No.: 8759

P.R No.2578/2022 dt. 14th August 2022

PR Unique Code:S2009DE12 5300

ICSI UDIN: F011445G000430996

Place: New Delhi

Date: 24 May 2025

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.

[Signature]
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
Deepti Chawla
Proprietor
FCS No.: 11445
C P No.: 8759

P.R No.2578/2022 dt. 14th August 2022
PR Unique Code:S2009DE12
ICSI UDIN: F011445G000430996

Place: New Delhi
Date: 24 May 2025

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For KLJ Resources Ltd.

[Signature]
Company Secretary