

ADILAKSHMI ENTERPRISES LIMITED

(formerly known as KLJ Plastics Limited)

Regd. Office: H. No. 3-5-1089/12, Opp. YMCA, Narayanguda, Hyderabad- 500029

Tel: 011-25459706, E-mail: kljplastic@yahoo.com, Website: www.adilakshmi.in

CIN: L25209TG1978PLC002334

Date: 16.04.2024

To,

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

CSE SECURITY CODE: 021060

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, 2024

Dear Sir/Madam,

Please find enclosed herewith compliance report on corporate governance for the quarter ended on 31st March, 2024 as per Annexures 'I', Annexure 'II' and Annexure 'IV' to Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated 31st May, 2021 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 ADILAKSHMI ENTERPRISES LIMITED



(Divya Bajaj)
Company Secretary
M.No. A55440



Encl: As Stated

Report on Corporate Governance for the Quarter ended on 31st March, 2024
[Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015]

1. Name of Listed Entity: Adilakshmi Enterprises Limited (formerly known as KLJ Plastics Limited)	Scrip Code: [CSE: 021060]
2. Quarter ending: 31st March, 2024	

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chair- person / Non- Executive/ inde- pendent / & Nominee)	Initial Date of Appointment	Date of Re- appointment	Date of Cessation	Tenure	Date of Birth	No. of director- ship in listed entities including this listed entity [In reference to regulation 17A(1)]	No of Independ- ent Directors hip in listed entities including this listed entity [In reference to proviso to regulation 17A(1)]	Number of member- ships in Audit/ Stake-hold er Comm- ittee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s	No of post of Chair- person in Audit/ Stake- holder Comm- ittee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations
Mr.	Deepak Bajaj	AJIPB3337L & 08191638	Executive/ Whole Time Director	3rd August, 2018	12th April, 2024	-	N.A	27th June, 1980	1	-	-	-
Mr.	Laxmi Narayan Sunthwal	ADVPS0555L & 06940577	Non-Executive Director	5th August, 2014	-	-	N.A	5th February, 1964	1	-	1	-
Ms.	Kalpana Seth	BJVPS2326C & 06949098	Non-Executive/ Women Director	21st December, 2015	-	-	N.A	21st September, 1962	2	-	1	2
Mr.	Laxmi Pat Bhutoria	AALPB1945N & 07143023	Independent	24th December, 2021	-	-	27 Months & 8 days	22nd October, 1959	1	1	1	1
Mr.	Suraj Mal Surana	AAYP2182D & 00463151	Independent	17th January, 2024	-	-	2 Months & 14 days	14th October, 1948	1	1	2	-

For ADILAKSHMI ENTERPRISES 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	Laxmipt Bhutoria Suraj Mal Surana Laxminarayan Sunthwal	Independent/ Chairperson Independent Non-Executive	24th December, 2021 17th January, 2024 5th August, 2014	- - -
2. Nomination & Remuneration Committee	Yes	Suraj Mal Surana Laxmipt Bhutoria Kalpana Seth	Independent/ Chairperson Independent Non-Executive	17th January, 2024 24th December, 2021 21st December, 2015	- - -
3. Stakeholders Relationship Committee'	Yes	Kalpana Seth Suraj Mal Surana Laxmipt Bhutoria	Non-Executive/ Chairperson Independent Independent	21st December, 2015 17th January, 2024 24th December, 2021	- - -

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)
10th November, 2023	17th January, 2024 12th February, 2024	Yes Yes	5 4	2 2	10/11/2023 to 17/01/2024- 67 days 17/01/2024 to 12/02/2024- 25 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					
12th February, 2024	Yes	2	2	10th November, 2023	10/11/2023 to 12/02/2024- 93 days

For ADILAKSHMI ENTERPRISES LIMITED


COMPANY SECRETARY

V. Related Party Transactions		Compliance status (Yes/No/NA)
Subject		
Whether prior approval of audit committee obtained		Yes
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		N.A
VI. Affirmations		
<p>1. The composition of Board of Directors is in terms of 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</p> <p>b. Nomination & Remuneration Committee</p> <p>c. Stakeholders Relationship Committee</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. The report submitted in the previous quarter has been placed before the Board of Directors.</p>		
<p>Date: 16.04.2024</p> <p>Place: New Delhi</p>		 <p><i>(Signature)</i> (Divya Bajaj) Company Secretary Membership No: A55440</p>

ANNEXURE II

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	<i>If Yes provide link to website. If No / NA provide reasons</i>
As per regulation 46(2) of the LODR:		
Details of business	Yes	http://adilakshmi.in/
Terms and conditions of appointment of independent directors	Yes	http://adilakshmi.in/
Composition of various committees of board of directors	Yes	http://adilakshmi.in/
Code of conduct of board of directors and senior management personnel	Yes	http://adilakshmi.in/
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	http://adilakshmi.in/
Criteria of making payments to non-executive directors	Yes	http://adilakshmi.in/
Policy on dealing with related party transactions	Yes	http://adilakshmi.in/
Policy for determining 'material' subsidiaries	N.A.	-
Details of familiarization programmes imparted to independent directors	Yes	http://adilakshmi.in/
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	http://adilakshmi.in/
Email address for grievance redressal and other relevant details	Yes	http://adilakshmi.in/
Financial results	Yes	http://adilakshmi.in/
Shareholding pattern	Yes	http://adilakshmi.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	http://adilakshmi.in/
Advertisements as per regulation 47 (1)	Yes	http://adilakshmi.in/
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	-
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	-
As per other regulations of the LODR:		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	http://adilakshmi.in/
Materiality Policy as per Regulation 30	Yes	http://adilakshmi.in/
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		

For ADILAKSHMI ENTERPRISES LIMITED


 COMPANY SECRETARY

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)	N.A.
Approval for material related party transactions	23(4)	Yes
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)	NA
Annual Secretarial Compliance Report	24A	Yes
Alternate Director to Independent Director	25(1)	N.A.
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
Directors and Officers insurance	25(10)	N.A.
Memberships in Committees	26(1)	Yes



For ADILAKSHMI ENTERPRISES LIMITED

COMPANY SECRETARY

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)	N.A.
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 as on the date of this report.

<p>Date: <u>16.04.2024</u> Place: New Delhi</p>		 (Divya Bajaj) Company Secretary Membership No. A55440
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ANNEX IV**Corporate Governance Report on a half yearly basis ended on 31st March, 2024****Scrip Code: [CSE: 021060]**1. Half year ending: 31st March, 2024

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: Deepak Bajaj

Designation: Whole-time Director

DIN: 08191638



Dated: 16.04.2024

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.