

HO/JKCL/CS/AS

Date: 8th January, 2007

The General Manager
The Bombay Stock Exchange Ltd.
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
MUMBAI – 400 001.
(Fax No. 022-22722039, 22723132)

Dear Sir,

Pursuant to the requirements of Clause 49 of the Listing Agreement with you, as amended vide Circulars No. SEBI/CFD/DIL/CG/1/2004/12/10 dated 29th October, 2004 and No. SEBI/CFD/DIL/CG/1/2006/13/1 dated 13th January, 2006 of SEBI, we hereby file the Compliance Report on Corporate Governance for the quarter ended 31st December, 2006 in the prescribed format, which we trust, will be found to your satisfaction.

Thanking you,

Yours Faithfully
For J.K. Cement Ltd.

(ASHISH SABHARWAL)
Compliance Officer

Encl: As above

Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company : J.K. Cement Limited
 Quarter ended : 31st December, 2006.

| Particulars | Clause of Listing Agreement | Compliance Status (Yes/No/NA) | Remarks |
|--|------------------------------------|--------------------------------------|---|
| I. Board of Directors | 49 I | | |
| (A) Composition of Board | 49(IA) | Yes | -- |
| (B) Non-executive Directors' compensation & disclosures | 49(IB) 49(IC) | Yes Yes | -- -- |
| (C) Other provisions as to Board & Committees | 49(ID) | -- | To be part of Annual Report 2006-07 |
| (D) Code of Conduct | | | |
| II. Audit Committee | 49 II | | |
| (A) Qualified & Independent Audit Committee | 49(IIA) | Yes | -- |
| (B) Meeting of Audit Committee | 49(IIB) | Yes | -- |
| (C) Powers of Audit Committee | 49(IIC) | Yes | -- |
| (D) Role of Audit Committee | 49(IID) | Yes | -- |
| (E) Review of Information by Audit Committee | 49(IIE) | Yes | -- |
| III. Subsidiary Companies | 49 III | Yes | -- |
| IV. Disclosures | 49 IV | | |
| (A) Basis of related party transactions | 49(IVA) | Yes | -- |
| (B) Board Disclosures | 49(IVB) | Yes | -- |
| (C) Proceeds from public issues, rights issues, preferential issues etc. | 49(IVC) | Yes | To be part of Annual Report 2006-07 |
| (D) Remuneration of Directors | 49(IVD) | -- | --DO-- |
| (E) Management | 49(IVE) | -- | --DO-- |
| (F) Shareholders | 49(IVF) | -- | --DO-- |
| V. CEO/ CFO Certification | 49 V | -- | Will be given alongwith accounts for 2006-07 and placed before the Board. |
| VI. Report on Corporate Governance | 49 VI | -- | To be part of Annual Report 2006-07 |
| VII. Compliance | 49 VII | -- | --DO-- |

(ASHISH SABHARWAL)
 Company Secretary
 Compliance Officer

KANPUR.
 Dated : 8th January, 2007.