

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

Name of the Company : J.K. Cement Ltd.

Quarter ended : 30.09.2008

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	In addition to sitting fees within the limit prescribed under the Companies (Central Government) General Rules and Forms, non – executive directors are paid commission on profit under approval from Shareholders.
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	49 (ID)	Yes	Such Code of Conduct has been adopted by the Board of Directors and it is available on the Web Site of the Company. Declaration by the M.D. & CEO as to the affirmation of the Compliance of Code has been included in the Annual Report.
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee		Yes	
(C) Powers of Audit Committee Clause 49 (IIC)	49 (IIB)	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 (IV A)	Yes	

(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	Funds raised through Public offering have been utilized for the objects as stated in the Prospectus and all the projects as envisaged in the Prospectus has been commissioned. A statement of utilization of IPO proceeds placed before the Audit Committee / Board of Directors of the Company periodically.
(E) Remuneration of Directors	49 (IV E)	Yes	Details are being furnished in the Annual Report.
(F) Management	49 (IV F)	Yes	--DO--
(G) Shareholders	49 (IV G)	Yes	--DO--
V.CEO/CFO Certification	49 (V)	Yes	--DO--
VI. Report on Corporate Governance	49 (VI)	Yes	--DO--
VII. Compliance	49 (VII)	Yes	--DO--

For J.K. Cement Ltd.

Shambhu Singh
Company Secretary

Place: Kanpur
Date: 11th October, 2008