

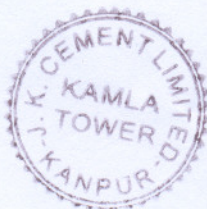
**Quarterly Compliance Report on Corporate Governance under Clause 49 of Listing Agreement**

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

**Quarter ended : 31.12.2008**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	<b>49 I</b>		
(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, During 2007-08 Non - Executive directors were 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.
<b>II. Audit Committee</b>	<b>49 (II)</b>		
(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	
<b>III. Subsidiary Companies</b>	<b>49 (III)</b>	Yes	
<b>IV. Disclosures</b>	<b>49 (IV)</b>		
(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 have been commissioned.
(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--
<b>V.CEO/CFO Certification</b>	<b>49 (V)</b>	Yes	--DO--
<b>VI. Report on Corporate Governance</b>	<b>49 (VI)</b>	Yes	--DO--
<b>VII. Compliance</b>	<b>49 (VII)</b>	Yes	--DO--

Place: Kanpur  
Date: 12<sup>th</sup> January, 2009



For J.K. Cement Ltd.

Shambhu Singh  
Company Secretary