

REPORT ON CORPORATE GOVERNANCE

Company's philosophy on Code of Corporate Governance

At J.K. Cement, we view corporate governance in its widest sense, almost like trusteeship. The Company's philosophy on Corporate Governance is to enhance the long-term economic value of the Company, sustainable return to its stakeholders i.e. the society at large by adopting best corporate practices in fair and transparent manner by aligning interest of the Company with that of its shareholders/other key stakeholders.

Corporate Governance is not merely compliance and not simply creating checks and balances, it is an ongoing measure of superior delivery of Company's objects with a view to translate opportunities into reality.

In so far as compliance with the requirements of Clause 49 of the Listing Agreement with the Stock Exchange(s) is concerned, your Company is in full compliance with the norms and disclosures that have to be made.

BOARD OF DIRECTORS

i) Composition of the Board

In compliance with the corporate governance norms prescribed in Clause 49 of the listing agreement in terms of constitution of the Board, the Board is headed by its Non-executive Chairman, Dr. Gaur Hari Singhania. The Independent Directors on the Board are experienced, competent and highly reputed persons from their respective fields. The Independent Directors take active part at the Board and Committee Meetings, which adds vision, strategic direction and value in the decision making process of the Board of Directors.

As on 31st March, 2010 the composition of the Board of Directors is given herein below:

- ❖ One Promoter, Non-Executive, Non Independent Director
- ❖ One Promoter, Executive, Non Independent Director
- ❖ One Non-Executive, Non Independent Directors
- ❖ Seven Non Executive, Independent Directors

ii) Attendance of each Director at the Board Meetings and last Annual General Meeting

The Board meets at least once a quarter to review the quarterly financial results and operations of your Company etc. In addition, the Board also meets as and when necessary to address specific issues relating to the business of your Company. During the financial year ended 31st March, 2010, five Board Meetings were held on the following dates:

(i) May 23, 2009 (ii) July 31, 2009 (iii) August 31, 2009, (iv) October 31, 2009 (v) January 30, 2010

The attendance of each Director at Board Meetings and at the last Annual General Meeting (AGM) was as under: -

Name of Director	No. of Board Meetings attended	Attendance at last AGM
Dr. Gaur Hari Singhania	3	No
Shri Yadupati Singhania	3	No
Shri Ashok Sharma	5	Yes
Shri A. Karati	4	Yes
Shri J.P. Bajpai	5	Yes
Shri J.N. Godbole	4	Yes
Dr.K.B.Agarwal	4	Yes
Shri K.N. Khandelwal	5	Yes
Shri R.K. Lohia	3	No
Shri Suparas Bhandari	4	Yes

- iii) The number of Directorships on the Board and Board Committees of other companies, of which the Directors are members / Chairman is given as under:

Sl. No.	Name of Director	Category	Relationship Interse Directors	No. of other Directorships ^(a)	No. of Board Committees (Other than J.K. Cement Ltd.) in which**	
					Chairman	Member
1	Dr. Gaur Hari Singhania, Chairman	Promoter, Non Executive, Non Independent	Related to Shri Yadupati Singhania	5	-	-
2	Shri Yadupati Singhania, Managing Director & CEO	Promoter, Executive, Non Independent	Related to Dr. Gaur Hari Singhania	9	-	-
3	Shri Ashok Sharma	Non-Executive, Independent	-	2	-	1
4	Shri Achintya Karati	Non-Executive, Independent	-	7	-	3
5	Shri J.P. Bajpai	Non-Executive, Independent	-	3	-	-
6	Shri J.N.Godbole	Non-Executive, Independent	-	10	1	6
7	Dr.K.B.Agarwal	Non-Executive, Independent	-	2	2	-
8	Shri K.N. Khandelwal	Non-Executive, Non Independent	-	4	-	1
9	Shri R.K. Lohia	Non-Executive, Independent	-	6	-	-
10	Shri Suparas Bhandari	Non-Executive, Independent	-	1	1	-

(a) Directorships on all public limited companies, whether listed or not, has been included and all other companies including private limited companies, foreign companies and companies under section 25 of the Companies Act has been excluded.

** Chairmanship/ Membership of the Audit Committee and the Shareholders' Grievance Committee has been considered.

iv) Non-Executive Directors' compensation and disclosures

Apart from sitting fees paid to the Non-Executive and Independent Directors (except Managing Director & CEO) for attending Board/Committee meetings, Commission were paid during the year details of which are given separately in this report. No transaction have been made with Non-Executive and Independent Directors vis-à-vis your Company.

v) Other provisions as to Board and Committees

Your Company's Board plays a pivotal role in ensuring good governance and functioning of your Company. The Directors are professionals, have expertise in their respective functional areas and bring a wide range of skills and experience to the Board and their foresight helps in decision making process.

The Board has unfettered and complete access to any information with your Company. Members of the Board have complete freedom to express their views on agenda items and discussions at Board level are taken after due deliberations and full transparency. The Board provides direction and exercises appropriate control to ensure that your Company is managed in a manner that fulfils stakeholder's aspirations and societal expectations.

The matters placed before the Board as required under Clause 49 of Listing Agreement inter alia includes:

- ❖ Key elements of Annual Budgets.
- ❖ Business plans and progress thereof.
- ❖ Company presentation on quarterly performance.
- ❖ The information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- ❖ Delegation of powers to the Management.
- ❖ Show cause, demand, prosecution notices and penalty notices which are materially important.
- ❖ Any material default in financial obligations to and by the Company or substantial non payment for goods sold by the Company.
- ❖ Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- ❖ Significant Human Resources related issues.
- ❖ Sale/purchase or material nature of investments, assets which is not in normal course of business.
- ❖ Any issue which involves possible public or product liability claims of substantial nature including any judgement or order which may have passed stricture on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- ❖ Review of compliance of all laws applicable to

the Company including the requirements of the Listing Agreement with the Stock Exchanges and steps taken by the Company to rectify instances of non compliances, if any.

- ❖ Minutes of Meetings of Audit Committee and other Committees of Board.

AUDIT COMMITTEE

i) Broad Terms of Reference

The Audit Committee reviews the matters falling in its terms of reference and addresses larger issues and examines those facts that could be of vital concerns to the Company. The terms of reference of the Audit Committee constituted by the Board in terms of Section 292A of the Companies Act, 1956 and the Corporate Governance Code as prescribed under clause 49 of the Listing Agreement, which broadly includes matters pertaining to adequacy of internal control systems, review of financial reporting process, discussion of financial results, interaction with auditors, appointment and remuneration of auditors, adequacy of disclosures and other relevant matters. In particular, these include.

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by them.
4. Reviewing with management, the annual financial statements before submission to the Board for approval with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 - b. Changes if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by

- management.
- d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions,
 - g. Qualifications in the draft audit report.
5. Reviewing with the management, the quarterly financial statements before submission to the Board for approval
 6. Reviewing with the statutory and internal auditors the adequacy of internal controls and steps to be taken for strengthening the areas of weaknesses in internal controls.
 7. Reviewing reporting structure, coverage and frequency of internal audit.
 8. Discussion with internal auditors any significant findings and follow up thereon.
 9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
 11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders , shareholders (in case of non payment of declared dividends) and creditors.
 12. To review the following information:
 - a) Management discussion and analysis of financial condition and results of operations;
 - b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - c) Management letters / letters of internal control weaknesses issued by the statutory auditors.
 13. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

ii) Composition of the Committee

As on 31.03.2010, the following Directors were the members of the Audit Committee:

(i) Shri Ashok Sharma (Chairman)

Independent, Non Executive Director

(ii) Shri A. Karati

Independent, Non Executive Director

(iii) Dr. K. B. Agarwal

Independent, Non Executive Director

(iv) Shri K.N. Khandelwal

Non Independent, Non Executive Director

(v) Shri R.K. Lohia

Independent, Non Executive Director

All these Directors possess knowledge of Corporate Finance/ Accounts / Company Law/ Industry. Shri A.K.Saraogi, Chief Finance Officer regularly attends the meetings and Shri Shambhu Singh, Company Secretary acts as Secretary of the Committee. The Statutory Auditors' of the Company attend the meetings as special invitees.

iii) Meetings and Attendance

During the financial year ended 31st March, 2010 five meetings were held on

- (i) May 23, 2009 (ii) July 31, 2009 (iii) August 29, 2009, (iv) October 31, 2009 (v) January 30, 2010

The attendance at the Committee Meetings was as under:

Name of Director	No. of Meetings attended
Shri Ashok Sharma	5
Shri A. Karati	4
Dr. K. B. Agarwal (appointed on 23.5.09)	3
Shri K.N. Khandelwal	5
Shri R.K. Lohia	3

REMUNERATION COMMITTEE

i) Broad Terms of Reference

- (a) To review and decide the policy on specific remuneration package of Managing Director and Non-executive Chairman of the Company.
- (b) To decide terms of remuneration of Non-executive Directors of the Company.

ii) Composition of the Committee

Remuneration Committee of the Company as on 31.03.2010 comprised of:

i) Shri Raj Kumar Lohia (Chairman)

Independent, Non Executive Director

ii) Shri A.Karati

Independent, Non Executive Director

iii) Shri J.P. Bajpai

Independent, Non Executive Director

iv) Shri Suparas Bhandari

Independent, Non Executive Director

Shri Shambhu Singh, Company Secretary acts as Secretary of the Committee.

(iii) Meetings and Attendance:

During the financial year ended 31st March, 2010 one meeting was held on 23rd May, 2009.

The attendance at the above Meeting was as under

Sl. No	Name of Director	Meeting attended
1	Shri Raj Kumar Lohia	No
2	Shri A.Karati	Yes
3	Shri J.P. Bajpai	Yes
4	Shri Suparas Bhandari	Yes

(iv) Remuneration Policy:

The Company's remuneration policy is based on the principles of (i) pay for responsibility (ii) pay for performance and potential and (iii) pay for growth. Keeping in view the above, the Remuneration Committee is vested with all the necessary powers and authorities to ensure appropriate disclosure on remuneration to the Managing Director including details of fixed components and performance linked incentives.

As for the Non-executive Directors, their appointment on the Board is for the benefit of the Company due to their vast professional expertise in their individual capacity. The Company suitably remunerates them by paying sitting fee for attending the meetings of the Board and various sub committees of the Board and commission on profits.

The number of Equity Shares of the Company held by Non-Executive Directors of the Company as on 31.03.2010 are as under

Sl. No	Name of Directors	No. of Equity Shares Held
1	Dr Gaur Hari Singhania	1041973
2	Shri Ashok Sharma	640
3	Shri Achintya Karati	640
4	Shri J. P. Bajpai	100
5	Dr. K. B. Agarwal	13710
6	Shri K.N. Khandelwal	3421

(v) Details of Remuneration to the Directors for the year ended 31st March, 2010

Sl. No	Name of Director	Salary	Benefits	Commission	Sitting Fee	Total
1	Dr. Gaur Hari Singhania	--	--	5000000	180000	5180000
2	Shri Yadupati Singhania @	9600000	16800000	70000000	--	96400000
3	Shri Ashok Sharma	--	--	600000	180000	780000
4	Shri A. Karati	--	--	600000	145000	745000
5	Shri J.P. Bajpai	--	--	600000	280000	880000
6	Shri J.N.Godbole	--	--	600000	70000	670000
7.	Dr.K.B.Agarwal	--	--	600000	260000	860000
8	Shri K.N. Khandelwal	--	--	600000	355000	955000
9	Shri Raj Kumar Lohia	--	--	600000	140000	740000
10	Shri Suparas Bhandari	--	--	600000	75000	675000

* Benefits do not include payment of contribution to Provident Fund, which is exempted perquisite under Para 2 Section II Part II of Schedule XIII of the Companies Act, 1956 but includes Performance incentive of Rs. 48 Lacs.

@ Appointment of Managing Director & CEO is for a period of 5 years w.e.f. 01/04/2007 upto 31/03/2012.

SHAREHOLDERS' GRIEVANCE COMMITTEE**i) Composition**

The Committee as on 31.03.2010 comprises of

- (i) **Shri J.P. Bajpai (Chairman)** : Independent, Non Executive Director.
(ii) **Dr. K.B.Agarwal** : Independent, Non Executive Director
(iii) **Shri K.N. Khandelwal** : Non Independent, Non Executive Director.
(iv) **Shri Raj Kumar Lohia** : Independent, Non Executive Director.

(ii) Shri Shambhu Singh, Company Secretary acts as Secretary of the Committee.**(iii) Functions**

The Committee specifically looks into redressal of shareholders' and investors' complaints such as transfer of shares, non-receipts of shares, non-receipt of dividend declared, annual reports and to ensure expeditious share transfer process and to review the status of investors' grievances, redressal mechanism and recommend measures to improve the level of investors' services. The Company received 65 complaints during the F.Y. 2009-10, and all the 65 complaints were redressed and there was no complaint pending as at 31.03.2010.

(v) Meeting and Attendance

During the financial year ended 31st March, 2010, four meetings were held on (i) May 23, 2009 (ii) July 31, 2009 (iii) October 31, 2009 and (iv) January 30, 2010

Sl. No	Name of Director	No. of Meetings attended
1	Shri J.P. Bajpai	4
2	Dr. K.B.Agarwal	3
3	Shri K.N. Khandelwal	4
4	Shri Raj Kumar Lohia	2

CEO/CFO CERTIFICATION

The Managing Director & CEO and the CFO have certified to the Board, inter alia the accuracy of financial statements and adequacy of Internal Controls for the financial reporting purpose as required under Clause 49(v) of the Listing Agreement, for the year ended 31.03.2010.

GENERAL BODY MEETINGS

Financial Year	Date	Time	Place
2006 - 07	25th August, 2007	12.00 Noon	Auditorium of the Merchants Chamber of U.P., Kanpur
2007 - 08	26th July, 2008	12.00 Noon	-do-
2008 - 09	31st July, 2009	12.00 Noon	-do-

No Special resolution was passed in the last three Annual General Meetings of the Company.

There were no matters required to be dealt/ passed by the Company through postal ballot, in any of the aforesaid meetings, as required under the provisions of Section 192A of the Companies Act, 1956. There is no matter proposed to be dealt/ passed by the Company through postal ballot in the ensuing Annual General Meeting.

The Chairman of the Audit Committee was present at AGM held on 31st July, 2009 to answer the queries of the shareholders.

DISCLOSURES

- (i) There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management, their Subsidiaries or relatives conflicting with Company's interest. Suitable disclosure as required by the Accounting Standard (AS18) has been made in the Annual Report.
- (ii) No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during last three years.
- (iii) The Company has complied with the mandatory requirements of Clause 49 of the listing Agreement. The Company has complied with the non-mandatory requirements relating to the remuneration committee to the extent detailed above.

DISCLOSURES REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS:

According to the Articles of Association of the Company three Directors Shri K. N. Khandelwal, Shri R. K. Lohia and Shri Achintya Karati will be retiring by rotation at the ensuing Annual General Meeting of the Company and being eligible

offer themselves for re-election. Given below are the brief resumes of the aforesaid Directors pursuant to clause 49 of the listing Agreement:

Shri K. N. Khandelwal is a B.Com degree holder from Agra University and a Chartered Accountant. He has been a Director since February, 2004. Among other responsibilities, he is the President (Finance and Accounts) & CFO of J.K.Synthetics Limited. He started his career with J.K.Synthetics Limited in 1969 and has progressed to hold key positions in the Company. He has been on the Boards of Khandelwal Extraction Ltd, Juggilal Kamapat Holding Ltd., Hilman Capital Finance Ltd. and J.K. Industrial & Mineral Products Ltd.. He is a trustee and member of executive bodies of various educational and social institutions and organisations. As on 31.3.2010, he was holding 3421 Equity Shares of the Company.

Shri Raj Kumar Lohia holds a Bachelor of Arts degree in Economics from Kanpur University. He has been a Director of the Company since September, 2004. He has close to 25 years experience in the fields of commerce and industry. A leading industrialist, he serves as Director on the Board of a number of other companies viz. Lohia Starlinger Limited, Lohia Sales & Services Ltd., Lohia Packaging Machines Ltd., Lohia ICBT Ltd., Lohia Filament Machines Ltd. and Bajaj Steel Industries Ltd. He has also received several awards, including the Excellence Award 2005 for contribution in the field of entrepreneurship. As on 31.3.2010, he was not holding any Equity share of the Company.

Shri Achintya Karati holds a Bachelor of Law degree from University of Calcutta. He has vast experience in the financial and legal fields spanning 33 years. He has worked in diverse areas of commercial, legal and secretarial matters. He retired as Country Head, Govt. and Institutional Solutions Group, ICICI Bank Ltd., in March, 2004. During his association with ICICI Ltd., he served in various capacities including Deputy Zonal Manager (North) and Head of Major Client Group (North). Presently he is a Senior Advisor to ICICI Securities Limited and ICICI Prudential Life Insurance Company Limited. He serves as Director on the Board of a number of other companies viz. Uflex Limited, ICICI-West Bangal Infrastructure Dev. Cop. Ltd., Shyam Telecom Ltd., Sangam (India) Ltd., Jay Bharat Maruti Ltd., Tech Process Solutions Ltd. and Delton Cables Ltd. As on 31.3.2010, he was holding 640 Equity shares of the Company.

CODE OF CONDUCT

The Board of Directors has already adopted the Code of Ethics & Business Conduct for the Directors and Senior Management Personnel. This Code is a comprehensive code applicable to all Executives as well as Non-executive Directors, and members of the Senior Management. A copy of the Code has been put on the Company's website www.jkcement.com.

The Code has been circulated to all the members of the Board and Senior Management Personnel and compliance of the same has been affirmed by them. A declaration signed by the Managing Director & CEO in this regard is given below:

"I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management personnel of the Company, affirmation that they have complied with the code of Ethics and business conduct framed for Directors and Senior Management Personnel in respect of the financial year 2009-10.

Yadupati Singhania
(Managing Director & CEO)"

MEANS OF COMMUNICATIONS

The Annual, Half yearly and Quarterly results are submitted to the Stock Exchange(s) in accordance with Listing Agreement and the same are normally published in Business Standard, Economic Times, Nav Bharat Times, Hindustan, Times of India, and Nafa Nuksan newspapers. Management Discussion and Analysis forms part of Annual Report, which is posted to the Shareholders of the Company.

All vital information relating to the Company and its performance, including quarterly results etc. are simultaneously posted on Company's website www.jkcement.com and on the Electronic Data Information Filing and Retrieval (EDIFAR) website maintained by SEBI in association with the National Informatics Centre (NIC).

DETAILS OF SHARES LYING IN THE ESCROW ACCOUNT OF THE REGISTRAR & SHARE TRANSFER AGENT

As per SEBI Circular dated April 24, 2009 bearing reference No. SEBI/CFD/DIL/LA/1/2009/24/04, every Company is required to report the details of the shares lying in the Escrow Account which are yet to be credited to the investors who were allotted shares in the IPO. Accordingly, it is reported that as on 31.03.2010, 160 number of equity shares of 3(three) shareholders are lying in the Escrow Account

with Stock Holding Corporation of India Ltd, Kanpur (DP.Id. IN301330 Client ID 19881648).

PREVENTION OF INSIDER TRADING.

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading Regulations) 1992, a comprehensive code of conduct for prevention and regulation of trading in the Company's share by insiders is in vogue.

GENERAL SHAREHOLDERS INFORMATION

i) Annual General Meeting

Date Time : Saturday the 31st July, 2010 at 12:00 Noon.

Venue : Auditorium of Merchants' Chamber of
Uttar Pradesh, 14/76, Civil Lines, Kanpur.

ii) Financial Calendar

- | | |
|--|--|
| (a) First Quarter Results - | By the end of July, 2010 |
| (b) Second Quarter Results - | Within 45 days from the
close of
Quarter Ending
September, 2010 |
| (c) Third Quarter Results - | Within 45 days from the
close of
Quarter Ending
December, 2010 |
| (d) Results for the year
ending 31.3.2011 | Within 60 days from the
close of
Quarter Ending
March, 2011 |

iii) Date of Book Closure

Tuesday 20th July, 2010 to Saturday 31st July, 2010
(both days inclusive)

iv) Dividend payment date

The Board of Directors of the Company recommended/declared/paid an interim dividend of Rs. 2.50 per share and have recommended a final dividend of Rs. 3.50 per share. Hence the total dividend for the year 2009-10 works out to Rs. 6.00 per share. The final dividend shall be payable on or after 31st July, 2010.

v) Listing on Stock Exchanges

The Equity shares of the Company are listed with the Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd. and the listing fees has been duly and timely paid to both the Stock Exchanges for 2009-10.

vi) Stock Code

BSE	532644
NSE	JKCEMENT
ISIN NUMBER	INE823G01014

vii) Market Price Data

Month	BSE				NSE			
	High	Low	Sensex High	Sensex Low	High	Low	Nifty High	Nifty Low
April, 2009	61.50	39.20	11,492.10	9,546.29	60.80	39.50	3,517.25	2,965.70
May, 2009	94.75	59.55	14,930.54	11,621.30	93.50	59.80	4,509.40	3,478.70
June, 2009	119.15	90.00	15,600.30	14,016.95	119.80	92.00	4,693.20	4,143.25
July, 2009	125.50	95.25	15,732.81	13,219.99	127.90	85.40	4,669.75	3,918.75
August, 2009	127.00	95.70	16,002.46	14,684.45	124.25	102.50	4,743.75	4,353.45
September, 2009	152.80	115.10	17,142.52	15,356.72	152.85	115.50	5,087.60	4,576.60
October, 2009	146.70	116.30	17,493.17	15,805.20	146.85	115.05	5,181.95	4,687.50
November, 2009	136.75	118.10	17,290.48	15,330.56	136.00	118.00	5,138.00	4,538.50
December, 2009	156.45	135.00	17,530.94	16,577.78	156.50	135.15	5,221.85	4,943.95
January, 2010	178.50	135.85	17,790.33	15,982.08	178.90	135.65	5,310.85	4,766.00
February, 2010	201.50	130.05	16,669.25	15,651.99	201.70	132.95	4,992.00	4,675.40
March, 2010	195.00	175.00	17,793.01	16,438.45	194.70	172.95	5,329.55	4,935.35

viii) Registrar / Share Transfer Agent

M/s J.K. Synthetics Ltd. is acting as Registrar and Share Transfer Agent of the Company for Physical and Demat segment. Their address for communication is as under:

M/s J.K. Synthetics Ltd.

(Unit J.K. Cement Ltd.)

Kamla Tower,

Kanpur – 208 001

Telephone: (0512) 2371478 – 81; Ext: 322

Fax: (0512) 2399854

email: jkshr@jkcement.com; rc.srivastava@jkcement.com; investorservices@jkcement.com

ix) Share Transfer System

Share Transfer work of physical segment is attended to by the Company's Registrar & Share Transfer Agent within the prescribed period under law and the Listing Agreements with Stock Exchanges.

All share transfers etc. are approved/ratified by a Committee of Directors, which meets periodically.

x) Distribution of Shareholding as on 31.3.2010

No. of Equity Share held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
UP TO 500	102930	98.12	3989071	5.70
501 TO 1000	1142	1.09	842654	1.21
1001 TO 2000	339	0.32	512929	0.73
2001 TO 3000	124	0.12	314044	0.45
3001 TO 4000	65	0.06	233712	0.33
4001 TO 5000	63	0.06	298050	0.43
5001 TO 10000	89	0.08	680195	0.97
10001 AND ABOVE	154	0.15	6305695	90.18
TOTAL	104906	100.00	69927250	100.00

xi) Category of Shareholders as on 31st March 2010

Category	No. of Share holders	% of Share holders	No. of Shares held	% of Share holding
Promoters and Promoter group	50	00.05	45676330	65.32
Mutual Funds / UTI	20	00.02	2854237	04.08
Financial Institutions / Banks	105	00.10	11399	00.02
Insurance Companies	4	00.00	2147627	03.07
Foreign Institutional Investors	43	00.04	8193229	11.72
Bodies Corporate	993	00.95	2931307	04.19
Individuals	103568	98.72	7851265	11.23
Others	123	00.12	261856	00.37
Total	104906	100.00	69927250	100.00

xii) Dematerialisation of Shares

The Company's Equity shares have been allotted ISIN (INE823G01014) both by the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

6,92,15,885 Equity shares representing 98.98% of the paid up Equity Capital of the Company have been dematerialised till 31.03.2010.

xiii) The Company has not issued any GDRs/ADRs/warrants or any convertible instruments.

xiv) Plant Location

Company has following plants

Plant	Location
Grey Cement Plants	Kailash Nagar, Nimbahera, Dist. Chittorgarh, Rajasthan Mangrol, Dist. Chittorgarh, Rajasthan Gotan, Dist. Nagaur, Rajasthan Muddapur, Dist: Bagalkot, Karnataka
White Cement Plant	Gotan, Dist. Nagaur, Rajasthan
Thermal Power Plants	Bamania, Shambhupura, Dist. Chittorgarh, Rajasthan Kailash Nagar, Nimbahera, Dist. Chittorgarh, Rajasthan Gotan, Dist. Nagaur, Rajasthan Muddapur, Dist: Bagalkot, Karnataka
Waste Heat Recovery Power Plant	Kailash Nagar, Nimbahera, Dist. Chittorgarh, Rajasthan

xv) Address for Correspondence:

Mr. Shambhu Singh
Company Secretary,
J.K. Cement Ltd.,
Kamla Tower, Kanpur – 208001.
Telephone No.: 0512 2371478 – 81 Fax: 0512-2332665/2399854
Email: shambhu.singh@jkcement.com
Website: www.jkcement.com

AUDITORS' CERTIFICATE

To

The Members of J.K. CEMENT LIMITED.

We have examined the compliance of conditions of Corporate Governance by J.K. CEMENT LIMITED for the year ended 31st March, 2010, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **P.L. TANDON & CO.**,
CHARTERED ACCOUNTANTS
Registration No. 000186C

Place: Kanpur.

Date : 29th May, 2010

(A.K. AGARWAL)
PARTNER
Membership No.71548