



JK Cement LTD.

ISO 9001:2000 & ISO 14001 CERTIFIED COMPANY

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Administrative & Registered Office :
Kamla Tower, Kanpur-208 001 (U.P.) INDIA

JKC/CS/35/47/11-12

9653 9654

Date: 11th January, 2012

The Bombay Stock Exchange Ltd.

Corporate Relationship Department

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort, Mumbai - 400 001

Scrip Code: 532644

Fax No. 022 - 22722041, 22722039, 22723132

Kind Attn: Mr. Naresh Pandya (Dept. of Corporate Services)

SPEED POST

National Stock Exchange of India Ltd.

Exchange Plaza, Bandra kurla Complex,

Bandra (E), Mumbai - 400 051

Scrip Code: JKCEMENT

Fax No.: 022 - 26598237 / 26598238

Kind Attn: Mr. Sachin Chandiwala

Subject: Report on Corporate Governance for the Quarter ended 31st December, 2011

Sirs,

Pursuant to requirement of Clause 49 of the Listing Agreement read with SEBI's Circular No. SEBI/CFD/DIL/CG/1/2004/12/10 dated 29th October 2004, and SEBI/CFD/DIL/CG/1/2006/13/1 dated 13th January, 2006, we hereby furnish the Compliance Report on Corporate Governance for the Quarter ended 31st December, 2011 in prescribed format, which we trust, you will find in order.

Thanking You,

Your faithfully
For **J. K. Cement Ltd.**

Shambhu Singh
Sr. G.M. (Legal) & Company Secretary

Encls: **As Above**



UNITS:

J. K. Cement Works, Nimbahera
J. K. Cement Works, Mangrol
J. K. Cement Works, Gotan

J. K. White Cement Works, Gotan
J. K. Power, Bamania
J. K. Cement Works, Muddapur



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

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

Quarter ended : 31st December, 2011

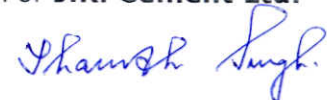
| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|---|-----------------------------|--------------------------|---|
| I. Board of Directors | 49 I | | |
| (A) Composition of Board | 49(IA) | Yes | |
| (B) Non-executive Directors' compensation & disclosures | 49 (IB) | Yes | In addition to sitting fees within the limit prescribed under the Companies (Central Government) General Rules and Forms, Non - Executive Directors were paid commission which is within the overall limit approved by shareholders and prescribed under Companies Act, 1956. |
| (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 Website 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 | |

S. K. Singh

| | | | |
|--|-----------------|-----|---|
| (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 fully utilized long back hence no disclosure required in this quarter. |
| (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-- |

Place: Kanpur
Date: 11th January, 2012

For **J.K. Cement Ltd.**



Shambhu Singh
Sr. G.M. (Legal) &
Company Secretary