



**JK Cement LTD.**

ISO 9001:2000 & ISO 14001 CERTIFIED COMPANY

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E-mail : shambhu.singh@jkcement.com

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

JKC/CS/35/47/15-16/

Date: July 10, 2015

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)**

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**

Sirs,

**Subject: Report on Corporate Governance for the Quarter ended 30<sup>th</sup> June, 2015**

Pursuant to requirement of Clause 49 of the Listing Agreement read with SEBI's Circular Nos. SEBI/CFD/DIL/CG/1/2004/12/10 dated 29<sup>th</sup> October 2004, CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 and CIR/CFD/POLICY CELL/7/2014 September 15, 2014, we hereby furnish the Compliance Report on Corporate Governance for the Quarter ended 30<sup>th</sup> June, 2015 in prescribed format, which we trust, you will find in order.

Thanking You,

Your faithfully  
For J. K. Cement Ltd.



*Shambhu Singh*  
**(Shambhu Singh)**  
**A.V.P. (Legal) & Company Secretary**

Encls: As Above



UNITS:  
J. K. Cement Works, Nimbahera  
J. K. Cement Works, Mangrol  
J. K. Cement Works, Gotan  
J. K. Cement Works, Muddapur

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



**Annexure - XI to the Listing Agreement**  
**Quarterly Compliance Report on Corporate Governance**

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

Quarter ending on: **30.06.2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II Board of Directors</b>	<b>49 (II)</b>		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' Compensation & Disclosures	49 (IIC)	Yes	Non Executive Directors (NED) are paid Sitting Fee and Commission within the ceiling provided in Section 197 of the Companies Act, 2013 and Rules framed there under. Besides, for rendering specialized professional services NED is/are also remunerated.
(D) Other Provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	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 C.M.D. & CEO as to the affirmation of the Compliance of Code has been included in the Annual Report
(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III Audit Committee</b>	<b>49 (III)</b>		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	Yes	
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	Yes	
<b>VI. Risk Management</b>	<b>49 (VI)</b>	Yes	
<b>VII. Related Party Transactions</b>	<b>49 (VII)</b>	Yes	



*Shankar Singh*

<b>VIII. Disclosures</b>	<b>49 (VIII)</b>		
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	Details have been/are being furnished in the Annual Report.
(D) Management	49 (VIII D)	Yes	Details have been/are being furnished in the Annual Report.
(E) Shareholders	49 (VIII E)	Yes	Details have been/are being furnished in the Annual Report.
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	NA	Funds raised through Public offering have been fully utilized long back hence no disclosure required in this quarter.
<b>IX. CEO/CFO Certification</b>	<b>49 (IX)</b>	Yes	This has been/are being furnished in the Annual Report.
<b>X. Report on Corporate Governance</b>	<b>49 (X)</b>	Yes	This has been/are being furnished in the Annual Report.
<b>XI Compliance</b>	<b>49 (XI)</b>	Yes	This has been/are being furnished in the Annual Report.

Date: July 10, 2015

Place: Kanpur



*Prakash Singh*