

HO/JKCL/CS/MB

Date: 10th January, 2006

The General Manager
The Bombay Stock Exchange Ltd.
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
MUMBAI – 400 001.
(Fax No. 022-22722039, 22723132)

Dear Sir,

Pursuant to the requirements of Clause 49 of the Listing Agreement with you, we hereby file the Compliance Report on Corporate Governance for the quarter ended 31st December, 2005 in the prescribed format, which we trust, will be found to your satisfaction.

Thanking you,

Yours Faithfully
For J.K. Cement Ltd.

(MANISH BAJPAI)
Compliance Officer

Encl: As above

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

Name of the Company : J.K. Cement Limited
 Quarter ended : 31st December, 2005.

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No/NA)	Remarks
I. Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	--
(B) Non-executive Directors' compensation & disclosures	49(IB)	Yes	--
(C) Other provisions as to Board & Committees	49(IC)	Yes	--
(D) Code of Conduct	49(ID)	Yes	Also to be part of Annual Report 2005-06
II. Audit Committee	49 II		
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	--
(B) Meeting of Audit Committee	49(IIB)	Yes	--
(C) Powers of Audit Committee	49(IIC)	Yes	--
(D) Role of Audit Committee	49(IID)	Yes	--
(E) Review of Information by Audit Committee	49(IIE)	Yes	--
III. Subsidiary Companies	49 III	N.A.	--
IV. Disclosures	49 IV		
(A) Basis of related party transactions	49(IVA)	Yes	--
(B) Board Disclosures	49(IVB)	Yes	--
(C) Proceeds from public issues, rights issues, preferential issues etc.	49(IVC)	N.A.	--
(D) Remuneration of Directors	49(IVD)	--	To be part of Annual Report 2005-06
(E) Management	49(IVE)	--	--DO--
(F) Shareholders	49(IVF)	--	--DO--
V. CEO/ CFO Certification	49 V	--	--DO--
VI. Report on Corporate Governance	49 VI	--	--DO--
VII. Compliance	49 VII	--	--DO--

KANPUR.
 Dated : 10th January, 2006.

(MANISH BAJPAI)
 Company Secretary
 Compliance Officer