

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

Name of the Company : J.K. Cement Limited  
 Quarter ended : 30<sup>th</sup> June, 2006.

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No/NA)	Remarks
<b>I. Board of Directors</b>	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	Part of Annual Report 2005-06
<b>II. Audit Committee</b>	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(IIIE)	Yes	--
<b>III. Subsidiary Companies</b>	49 III	N.A.	--
<b>IV. Disclosures</b>	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)	Yes	Also part of Annual Report 2005-06
(D) Remuneration of Directors	49(IVD)	--	--DO--
(E) Management	49(IVE)	--	--DO--
(F) Shareholders	49(IVF)	--	--DO--
<b>V. CEO/ CFO Certification</b>	49 V	Yes	--
<b>VI. Report on Corporate Governance</b>	49 VI	--	Part of Annual Report 2005-06
<b>VII. Compliance</b>	49 VII		--DO--

KANPUR.  
 Dated : 8<sup>th</sup> July, 2006.

**(MANISH BAJPAI)**  
 Company Secretary  
 Compliance Officer

HO/JKCL/CS/MB

Date: 8<sup>th</sup> July, 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, as amended vide Circulars No. SEBI/CFD/DIL/CG/1/2004/12/10 dated 29<sup>th</sup> October, 2004 and No. SEBI/CFD/DIL/CG/1/2006/13/1 dated 13<sup>th</sup> January, 2006 of SEBI, we hereby file the Compliance Report on Corporate Governance for the quarter ended 30<sup>th</sup> June, 2006 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

HO/JKCL/CS/MB

Date: 8<sup>th</sup> July, 2006

The General Manager  
The National Stock Exchange of India Ltd.  
Corporate Relationship Department  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E)  
**MUMBAI – 400 051.**  
(Fax No. 022-26598237, 26598238)

Dear Sir,

Pursuant to the requirements of Clause 49 of the Listing Agreement with you, as amended vide Circulars No. SEBI/CFD/DIL/CG/1/2004/12/10 dated 29<sup>th</sup> October, 2004 and No. SEBI/CFD/DIL/CG/1/2006/13/1 dated 13<sup>th</sup> January, 2006 of SEBI, we hereby file the Compliance Report on Corporate Governance for the quarter ended 30<sup>th</sup> June, 2006 in the prescribed format, which we trust, will be found to your satisfaction.

Thanking you,

Yours Faithfully  
For J.K. Cement Ltd.

(MANISH BAJPAI)  
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Encl: As above