

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/35/47/12-13 11003

Date: January 11, 2013

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 31st December, 2012

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, 2012 in prescribed format, which we trust, you will find in order.

Thanking You,

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

Shambhu Singh

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, 2012

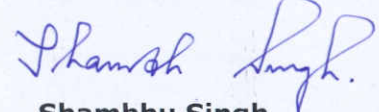
Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	In addition to sitting fees within the limit prescribed under the Companies (Central Government) 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	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	

Shamsh 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: January 11, 2013

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



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