



JK Cement LTD.

ISO 9001:2000 & ISO 14001 CERTIFIED COMPANY

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Telefax (Direct) : +91-512-2332665  
E-mail : shambhu.singh@jkcement.com

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

JKC/CS/35/47/13-14 / 4239

Date: July 9, 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)**

4240 **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 30<sup>th</sup> June, 2013**

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 29<sup>th</sup> October 2004, and SEBI/CFD/DIL/CG/1/2006/13/1 dated 13<sup>th</sup> January, 2006, we hereby furnish the Compliance Report on Corporate Governance for the Quarter ended 30<sup>th</sup> June, 2013 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.**

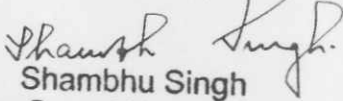
**Quarter ended : 30<sup>th</sup> June, 2013**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>I. Board of Directors</b>	<b>49 I</b>		
(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.
<b>II. Audit Committee</b>	<b>49 (II)</b>		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee Clause	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	

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(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--
<b>V. CEO/CFO Certification</b>	<b>49 (V)</b>	Yes	--DO--
<b>VI. Report on Corporate Governance</b>	<b>49 (VI)</b>	Yes	--DO--
<b>VII. Compliance</b>	<b>49 (VII)</b>	Yes	--DO--

Place: Kanpur  
Date: July 9, 2013

For J. K. Cement Ltd.  
  
**Shambhu Singh**  
Senior General Manager (Legal)  
& Company Secretary