



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

CIN:L17229UP1994PLC017199

Website: www.jkcement.com

JKC/CS/35/47/14-15

Date: January 8, 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 31st December, 2014**

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 29th 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 31st December, 2014 in prescribed format, which we trust, you will find in order.

Thanking You,

Your faithfully
For J. K. Cement Ltd.

(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: **31.12.2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II Board of Directors	49 (II)		
(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 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	
III Audit Committee	49 (III)		
(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	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	



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VIII. Disclosures	49 (VIII)		
(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.
IX. CEO/CFO Certification	49 (IX)	Yes	This has been/are being furnished in the Annual Report.
X. Report on Corporate Governance	49 (X)	Yes	This has been/are being furnished in the Annual Report.
XI Compliance	49 (XI)	Yes	This has been/are being furnished in the Annual Report.

Date: January 8, 2015

Place: Kanpur

Shamsh Singh

