

POLYTEX INDIA LIMITED

1st Floor, Nisarg Apartment, Besant Road, Vile Parle (West), Mumbai - 400056.
Tel No: +91-22-67804700 Fax No: +91-22-26104462 Website: www.polytexindia.com Email: info@polytexindia.com

Date: 8th April, 2011

To,

The Department of Corporate Services,

The Stock Exchange, Mumbai,

25th Floor, P.J. Towers,

Dalal Street,

Mumbai - 400 001

Sub: Certificate in terms of Regulation 49 of the Listing Agreement

Dear Sir,

Kindly please enclosed herewith the Certificate in terms of Regulation 49 of the Listing Agreement for the quarter ended 31.03.2011.

This is to comply with the Regulation 49 of Listing Agreements.

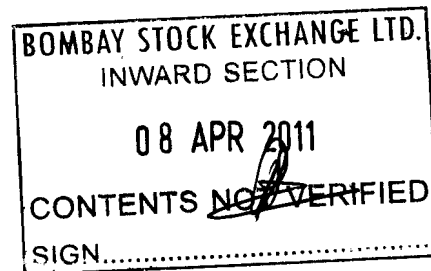
Thanking you.

Yours Truly,

For Polytex India Ltd.


Authorised Signatory

Encl: As Above



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

Name of the Company: Polytex India Ltd
Quarter ending on: 31.03.2011

| 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 | Transactions, if any with the independent directors will be disclosed in the Annual Report. |
| (C) Other Provisions as to Board and Committees | 49 (IC) | Yes | |
| D) Code of Conduct | (49 (ID) | Yes | |
| II. Audit Committee | 49 (II) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIA) | Yes | |
| (B) Meeting of Audit Committee | | Yes | |
| (C) Powers of Audit Committee 49 (IIC) | 49 (IIB) | Yes | |
| (D) Role of Audit Committee | 49 II(D) | 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 (IV A) | Yes | To The Extent Applicable |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | --- | Will be Complied in the Annual Report |
| (C) Board Disclosures | 49 (IV C) | Yes | |
| (D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (IV D) | N.A | |
| (E) Remuneration of Directors | 49 (IV E) | --- | Will be Complied in the Annual Report |
| (F) Management | 49 (IV F) | --- | Will be Complied in the Annual Report |
| (G) Shareholders | 49 (IV G) | Yes | Details will be provided in the Annual Report |
| V.CEO/CFO Certification | 49 (V) | --- | Will be Complied in the Annual Report |
| VI. Report on Corporate Governance | 49 (VI) | Yes | To the extent applicable, rest will be complied in the Annual Report |
| VII. Compliance | 49 (VII) | --- | Will be Complied in the Annual Report |