

o/c

POLYTEX INDIA LTD.

505, Ecospace IT park, 5th Floor, Old Nagardas Road, Andheri (East) Mumbai – 400069.
Tel. No: 67147824, Fax No. : 67804776, Website: www.polytexindia.com, Email id: polytexindia@gmail.com

Date: 7th January, 2012

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,

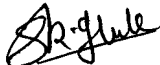
Kindly please enclosed herewith the Certificate in terms of Clause 49 of the Listing Agreement for the quarter ended 31.12.2011.

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

Thanking you.

Yours Truly,

For Polytex India Ltd.



Authorised Signatory

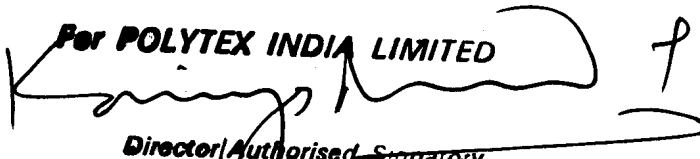
Encl: As Above



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: 31.12.2011

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	To The Extent Applicable
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

For POLYTEX INDIA LIMITED

Director/Authorised Signatory