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**Quarterly Compliance Report on Corporate Governance**

Name of the Company: **SWADESHI POLYTEX LIMITED**

Quarter ending on: **31<sup>st</sup> March 2010**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	Yes Partially	The factory of company is closed since 1998 and there is no production activity. However, the company has decided to continue with present business activity this year and is also exploring the various business opportunities. More ever there are 5 independent directors are there on the Board of the company out of 12 directors.
(B) Non-executive Directors' compensation & disclosures	49 (IB)	N.A	No compensation paid. The factory of company is closed since 1998 and there is no production activity
(C) Other provisions as to Board and Committees	49 (IC)	No	The factory of company is closed since 1998 and there is no production activity. The manufacturing in the company is not possible as the plant are not viable and the company is also exploring the various business opportunities. However the board meetings have been conducted regularly.
D) Code of Conduct	(49 (ID)	No	


*[Handwritten Signature]*

<b>II. Audit Committee</b>	49 (II)		The factory of company is closed since 1998 and there is no production activity. However, the company has decided to continue with present business activity this year and is also exploring the various business opportunities.
(A) Qualified -& Independent Audit Committee	49 (IIA)	No	
(B) Meeting of Audit Committee		No	
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	No	
(D) Role of Audit Committee	49 II(D)	No	
(E) Review of Information by Audit Committee	49 (IIE)	No	
<b>III. Subsidiary Companies</b>	49 (III)	N.A.	Company has no subsidiary
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	NA	The factory of company is closed since 1998 and there is no production activity. However, the company has decided to continue with present business activity this year and is also exploring the various business opportunities.
(B) Disclosure of Accounting Treatment -	49 (IV B)	No	
(C) Board Disclosures	49 (IV C)	No	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A	
(E) Remuneration of Directors	49 (IV E)	N.A	No Remuneration paid.
(F) Management	49 (IV F)	No	The factory of company is closed since 1998 and there is no production activity. However, the company has decided to continue with present business activity this year and is also exploring the various business opportunities. Therefore no disclosures were made.
(G) Shareholders	49 (IV G)	No	
<b>V.CEO/CFO Certification</b>	49 (V)	No	There is no CFO / CEO in the company as no operation is

For Sunil Patel  
*[Signature]*  
 Director

			there in factory since 1998.
VI. Report on Corporate Governance	49 (VI)	No	The factory of company is closed since 1998 and there is no production activity. Therefore the report was not included in the Annual Report of the year 2009
VII. Compliance	49 (VII)	No	Not complied as the factory of company is closed since 1998 and there is no production activity.

For Swadeshi Polytex Ltd

  
(Authorised Signatory)

(A) Non-Executive Directors	33 (A)	N/A	No compliance part. The report of company is closed since 1998 and there is no production activity.
(B) Other provisions as to Board and Committees	33 (B)	No	The factory of company is closed since 1998 and there is no production activity. The manufacturing of the products is not possible as the plant has been closed and the company is not producing any more products.
(C) Code of Conduct	33 (C)	No	The factory of company is closed since 1998 and there is no production activity. The manufacturing of the products is not possible as the plant has been closed and the company is not producing any more products.