

**Quarterly Compliance Report on Corporate Governance:**

Name of the Company : Soma Textiles & Industries Ltd.

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

| Particulars  | Clause of Listing Agreement | Compliance Status (YES/No) | Remarks |
|--|-----------------------------|----------------------------|---------|
| 1  | 2                           | 3                          | 4       |
| <b>I. Board of Directors</b>   | 49 I                        | YES                        |         |
| (A) Composition of Board   | 49(IA)                      | YES                        |         |
| (B) Non-executive Directors' compensation & disclosures                  | 49(IB)                      | YES                        |         |
| (C) Other provisions as to Board and Committees                          | 49(IC)                      | YES                        |         |
| (D) Code of Conduct  | 49(ID)                      | YES                        |         |
| <b>II. Audit Committee</b>   | 49 (II)                     | YES                        |         |
| (A) Qualified & Independent Audit Committee                              | 49(IIA)                     | YES                        |         |
| (B) Meeting of Audit Committee   | 49(IIB)                     | YES                        |         |
| (C) Powers of Audit Committee  | 49(IIC)                     | YES                        |         |
| (D) Role of Audit Committee  | 49(IID)                     | YES                        |         |
| (E) Review of Information by Audit Committee                             | 49(IIE)                     | YES                        |         |
| <b>III Subsidiary Companies</b>  | 49(III)                     | YES                        |         |
| <b>IV. Disclosures</b>   | 49(IV)                      | YES                        |         |
| (A) Basis of related party transactions                                  | 49(IV A)                    | YES                        |         |
| (B) Disclosure of Accounting Treatment                                   | 49(IV B)                    | YES                        |         |
| (C) Board Disclosures- Risk management                                   | 49(IV C)                    | YES                        |         |
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 49(IV D)                    | YES                        |         |
| (E) Remuneration of Directors  | 49(IV E)                    | YES                        |         |
| (F) Management   | 49 (IV F)                   | YES                        |         |
| (G) Shareholders   | 49 (IV G)                   | YES                        |         |
| <b>V. CEO/CFO Certification</b>  | 49 (V)                      | YES                        |         |
| <b>VI. Report on Corporate Governance</b>                                | 49(VI)                      | YES                        |         |
| <b>VII Compliance</b>  | 49 (VII)                    | YES                        |         |

For Soma Textiles & Industries Limited

(R.S. Sharma)  
Company Secretary