

REPORT ON CORPORATE GOVERNANCE

CORPORATE GOVERNANCE

Your company has been practicing the principles of good corporate governance, which comprises all activities that result in the control of the company in a regulated manner, aiming to achieve transparent, accountable and fair management.

The details of the Corporate Governance complied by the company as per the revised clause 49 of the listing agreement with stock Exchanges are as under:-

A. COMPLIANCE OF MANDATORY REQUIREMENTS:

1. COMPANY PHILOSOPHY ON CORPORATE GOVERNANCE

The basic philosophy of Corporate Governance in the company is to achieve business excellence and dedicate itself to increase long term shareholders value, keeping in view the needs and interests of all its stakeholders. The company is committed to transparency in all its dealings and place emphasis on business ethics.

2. BOARD OF DIRECTORS

a) Board Meetings

During the financial year 2008-09, seven board meetings were held on the following dates:-

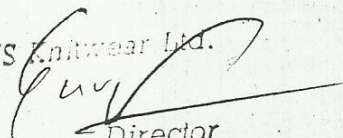
- 18 April 2008
- 03 July 2008
- 21 Aug. 2008
- 18 Dec. 2008
- 21 Jan. 2009
- 11 Feb. 2009
- 26 Mar. 2009

b) Composition

The board of directors comprises of a Managing Director and two independent directors

The composition of the Board of Directors and their attendance at the Board Meetings during the year and at last Annual General Meeting of the company and also the number of other directorship/Chairmanship in Indian Public Limited Companies, are as follows:-

For LWS Knitwear Ltd.


Director

Name of the director	Designation and Category	No. of Board Meetings attended	Attendance at Last AGM	Total No. of Director ship in other Companies	No. of Committee Membership in other companies	Total No. of Board Chairmanship in other Companies	Total No. of Committee Chairmanship in other companies
Sh. Girish Kapoor	Mg. Director	7	Yes	2	-	-	-
Sh. Sat Parkash Kapoor	Independent Director	7	Yes	1	-	-	-
Sh. Daya Nand	Independent Director	7	Yes	2	-	-	-

3. AUDIT COMMITTEE

The Audit Committee as on 31.03.2009 consists of two independent directors. Four meetings were held during the year ended 31st March 2009 on 10 June 2008, 15 Sep. 2008, 09 Oct. 2008 and 23 Jan. 2009. The composition of the Audit Committee and the attendance of each Director at these meetings are as follows:-

Sr. no.	Members	No. of Meetings Attended
1.	Sh. Sat Parkash Kapoor	7
2.	Sh. Daya Nand	7

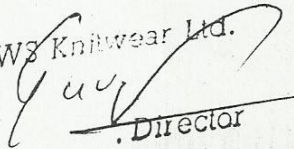
4. DIRECTORS REMUNERATION

During the year under review, remuneration of Rs.1.74 lacs had been paid to Sh. Girish Kapoor, Director of the Company.

5. SHAREHOLDER'S/INVESTORS GRIEVANCE COMMITTEE

The Share Holder's/Investors Grievance Committee consisting of Sh. Girish Kapoor and Sh. Daya Nand as members met three times during the year on 05.06.2008, 19.11.2008 and 08.01.2009 which were attended by both the members.

During the financial year 2008-09, the company received no complaints. Further, there is no pendency in any respect.

For LWS Knitwear Ltd.

 . Director

6. GENERAL BODY MEETINGS

The detail of last three Annual General Meetings are given as follows:-

Meeting	Day, Date and Time of the Meeting	Venue	No. of Special Resolutions
19 th Annual General Meeting for the FY ended 31 st March 2008	Tuesday, 30 th September 2008 at 11.00 A.M.	Regd. office : G.T.Road (West), Ludhiana	Nil
18 th Annual General Meeting for the FY ended 31 st March 2007	Saturday, 29 th September 2007 at 11.00 A.M.	Regd. office : G.T.Road (West), Ludhiana	Nil
17 th Annual General Meeting for the FY ended 31 st March 2006	Saturday, 30 th September 2006 at 11.00 A.M.	Regd. office : G.T.Road (West), Ludhiana	Nil

7. DISCLOSURE

During the year, there was no material significant transaction with the Directors, management, their relatives, etc. that have any potential conflict with the interest of the company at large. The company has not complied with all the mandatory requirements of Clause 49 of the Listing Agreement.

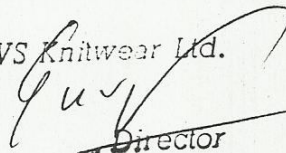
8. MEANS OF COMMUNICATION

The company communicates with the Shareholders through Annual Reports and filing of various reports and returns with the Registrar of Companies.

GENERAL INFORMATION FOR SHAREHOLDERS

- i) 20th Annual General Meeting
 - Date : 30th September 2009
 - Time : 11.00 A.M.
 - Venue : Regd. Office, G.T.Road (West) Ludhiana
- ii) Dates of Book Closure : 28.08.2009 to 30.09.2009 (Both days inclusive)
- iii) Listing : The equity shares of the company are listed on the following Stock Exchanges:-
 - 1. Bombay Stock Exchange
 - 2. Ludhiana Stock Exchange
 - 3. Delhi Stock Exchange
 - 4. Baroda Stock Exchange

For LWS Knitwear Ltd.

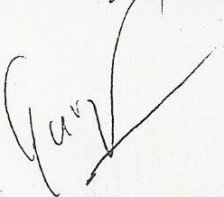

Director

- iv) Stock Codes :
v) Stock Market Data : Due to non compliance of Clause No-49 of the Listing Agreement, Trading activities had been stopped all the stock exchanges, hence this information is not available.
- vi) Plant Location : G.T.Road (West), Ludhiana
vii) Address for Correspondence : G.T.Road (West), Ludhiana

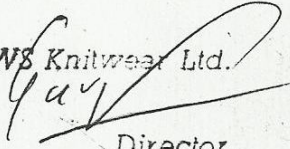
MANAGING DIRECTOR'S DECLARATION

I. Girish Kapoor, Managing Director of LWS Knitwear Limited declare that all Board Members and Senior Management personnel have affirmed compliance with 'Code of Conduct for Board & Senior Management Personnel' for the year ended 31st March 2009.

Place : LUDHIANA
Date : 28.08.2009


(GIRISH KAPOOR)
MG. DIRECTOR

For LWS Knitwear Ltd.


. Director .

AUDITOR'S CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE UNDER CORPORATE GOVERNANCE CLAUSE OF LISTING AGREEMENT(S)

To
The Members of
LWS Knitwear Limited

We have examined the compliance of the conditions of Corporate Governance by LWS Knitwear Limited for the year ended on 31st March 2009 as stipulated in clause 49 of the listing Agreement of the Company with Stock Exchanges.

The compliance of conditions of corporate Governance is the responsibility of the Management. Our examination was limited to review of the procedures and implementation thereof, adopted by the company, for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor expression of the opinion on the financial statement of the company.

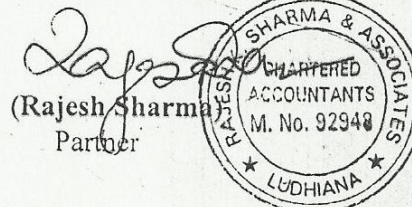
In our opinion and to the best of our information and accordance to the explanations given to us and based on the representations made by the Directors and the management, we certify that the company has not complied with the conditions of Corporate Governance as stipulated in the listing agreement.

We further certify that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For Rajesh K. Sharma & Associates,
Chartered Accountants.

Date : 28.08.2009

Place : Ludhiana



For LWS Knitwear Ltd.

[Signature]
Director