

CORPORATE GOVERNANCE REPORT

In accordance with Clause 49 of the Listing Agreement with BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) and some of the best practices followed internationally on Corporate Governance, the report containing the details of corporate governance systems and processes at Orbit Exports Limited is as follows:

At ORBIT EXPORTS LIMITED, Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. At ORBIT EXPORTS LIMITED, we consider stakeholders as partners in our success, and we remain committed to maximizing stakeholder value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all. We have a defined policy framework for ethical conduct of businesses.

I. Company's philosophy on Corporate Governance:

The Company's philosophy on Corporate Governance is to achieve business excellence and to meet the expectations of its customers, shareholders, employees, business associates, the society at large and in complying with the dictates of the regulatory frame work. The Company is committed to transparency in all its dealings and places high emphasis on business ethics. We believe that Corporate Governance is voluntary and self-discipline code which means not only ensuring compliance with regulatory requirements but also by being responsive to our stakeholders needs.

Best Corporate Governance practices

ORBIT EXPORTS LIMITED maintains the highest standards of corporate governance. It is the Company's constant Endeavour to adopt the best corporate governance practices. Some of the best implemented global governance norms include the following:

1. The Company has a designated Lead Independent Director with a defined role.
2. All securities related filings with Stock Exchanges and SEBI are reviewed every quarter by the Company's Shareholders'/ Investors' Grievance Committee of Directors.
3. The Company's internal audit is conducted by independent auditors.

Board of Directors

The Board of the Company is well structured with adequate blend of Professional, Executive and Independent Directors.

The Company's Board comprises of Seven Directors: Two are Promoter Executive Directors, one is Non Promoter Executive Director and three are Non-Executive Independent Directors and one is Non-Executive Non Independent Director. More than one third of the Board of Directors comprises of Independent Directors.

The composition of the Board is in conformity with the Clause 49 of the Listing Agreement entered into with the Stock Exchanges. All Independent Non-Executive Directors comply with the legal requirements of being "Independent".

None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which he is a Director. Necessary Disclosures regarding Committee positions in other Public Companies as on March 31, 2014 have been made by the Directors.

The Board met 10 (Ten) times during the year on 15th May, 2013, 07th June, 2013, 16th July, 2013, 05th August, 2013, 12th August, 2013, 10th September, 2013, 25th October, 2013, 16th December, 2013, 05th February, 2014 and 20th March, 2014.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of directorships and Committee Chairmanships / Memberships held by them in other companies is given below. Other directorships do not include alternate directorships, directorships of Private Limited Companies, Section 25 Companies and of Companies incorporated outside India. Chairmanship / Membership of Board Committees include only Audit and Shareholders / Investors Grievance Committees.

**II. Composition, Category, their Directorship and Committee Membership in other Companies**

Name of Directors	Category	No. of Board Meetings attended during the year 2013 -14	Attendance at the last AGM	No. of Directorships in other Public Companies		No. of Directorship in other Public Companies
				Chair-man	Member	
Mr. Pankaj S. Seth (Managing Director)	Promoter – Executive	7	Yes	Nil	Nil	Nil
Ms. Anisha P. Seth	Promoter – Executive	10	No	Nil	Nil	Nil
Mr. Bruce Larry Kieval	Executive	1	No	Nil	Nil	Nil
Mr. Varun Daga	Non-Executive Non- Independent	8	No	Nil	Nil	Nil
Mr. G. B. Bubna (Chairman W.E.F. 20.02.2014)	Non-Executive Independent	10	Yes	Nil	Nil	Nil
Mr. Saumil U. Marfatia	Non-Executive Independent	3	Yes	Nil	Nil	Nil
Mr. Balkrishna Patil	Non-Executive Independent	5	Yes	Nil	Nil	Nil

Details of Directors being appointed and re-appointed

- (1) **Shri Balkrishna Patil** whose term expires at the ensuing Annual General Meeting be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years at the ensuing Annual General Meeting. (In pursuance of clause 49 of the Listing Agreement)

Name : Shri Balkrishna Patil
Age : 63
Qualification : MBA
Expertise : Specialisation in Finance
Other Directorships : NIL

- (2) **Shri Bruce Larry Kieval** who retires by rotation is proposed to be re-appointed as Director at the ensuing Annual General Meeting. (In pursuance of clause 49 of the Listing Agreement)

Name : Shri Bruce Larry Kieval
Age : 56
Qualification : B.Sc
Expertise : Marketing
Other Directorships : NIL

(3) Profile Of Directors**i. BRIEF PROFILE OF SHRI PANKAJ SETH**

Shri Pankaj Seth (DIN: 00027554) has Master Degree in Management Studies. During his tenure as Managing Director, Orbit Export Limited (OEL) has been recognized as a Government recognized Star Export House. Under the erstwhile management of OEL, the Company suffered heavy losses. The Company was floundering financially and its revival depended on complete restructuring of its finances and overhauling of the entire operations. In the year 2004-2005, Shri Pankaj Seth took over the Management of the Company. Shri Pankaj Seth has successful career as trader in textiles fabrics. In the year 2004 the opportunity arises to takeover OEL which was suffering from many ills. It was a challenging assignment for Shri Pankaj Seth to revamp the Company and he took pains, penetrate in untapped export markets, and much needed diversification of product range. Shri Pankaj Seth assisted by Smt. Anisha Seth and other key executives employed by the Company worked hard to turn around the Company. At the time of takeover of OEL in the year 2004-2005, the Company had accumulated loss of Rs.4,80,94,771/- and there were bleak chances of revival of the Company. Due to untiring efforts made by Shri Pankaj Seth as Managing Director of the Company, the accumulated losses amounting to Rs.4,80,94,771/- at



the time he turnover the Company from erstwhile Promoters were wiped up and the Company is now having a Reserve and Surplus of Rs.5614.02 Lacs as on 31.03.2014.

Shri Pankaj Seth through his untiring efforts changed the entire scenario as he explored and created new avenues for sale of Company's product in the overseas market. He realized that for accelerating export the challenge was to deliver quality goods on time and to upgrade the scale of production. He created a sound business model which was soon reflected in Company's performance at all levels. He led great emphases on production, marketing, diversification of product range and to forge sustained relationship not only with the existing clients but also with the new clients in markets relatively unexplored. He also devoted his time and energy to optimize the resources available with the Company and to improve the bottom line of the Company.

The work load of Shri Pankaj Seth in discharging his functions as Managing Director of the Company also increased substantially as the Company has made significant growth due to its expansion of Surat Factory and thereby increasing the manufacturing capacity, cost control measures, penetration into new markets, etc. The Company has also planned to increase its manufacturing capacity further at its Surat Plant which will result in substantial increase in volume of export as well as domestic turnover of the Company.

ii. **BRIEF PROFILE OF SMT. ANISHA SETH**

Smt. Anisha Seth (DIN: 00027611) has Master Degree in Management Studies. During her tenure as Whole Time Director, Orbit Export Limited (OEL) which has been recognized as a Government recognized Star Export House.

Under the erstwhile management of OEL, the Company suffered heavy losses. The Company was floundering financially and its revival depended on complete restructuring of its Finances and overhauling of the entire operations. In the year 2004-2005, Smt. Anisha Seth with her husband Shri Pankaj Seth took-over the Management of the Company. Smt. Anisha Seth has rich experience in trading and export of fancy fabrics. In the year 2004 the opportunity arises to takeover OEL which was suffering from many ills. It was a challenging assignment for Smt. Anisha Seth to revamp the Company and she took pains, penetrate in untapped export markets, and much needed diversification of product range. Smt. Anisha Seth, her husband Shri Pankaj Seth and other Key Executives employed by the Company worked hard to turn around the Company. At the time of takeover of OEL in the year 2004-2005, the Company had accumulated loss of Rs. 4,80,94,771/- and there were bleak chances of revival of the Company. Due to untiring efforts made by Smt. Anisha Seth as Whole Time Director of the Company, the accumulated losses amounting To Rs.4,80,94,771/- at the time she turnover the Company from erstwhile Promoters were wiped up and the Company is now having a Reserve and Surplus of Rs.5614.02 Lacs as on 31.03.2014.

Smt. Anisha Seth through her untiring efforts changed the entire scenario as she explored and created new avenues for sale of Company's product in the overseas markets. She realized that for accelerating export the challenge was to deliver quality goods on time and to upgrade the scale of production. She created a sound business model which was soon reflected in Company's performance at all levels. She led great emphases on production, marketing, diversification of product range and to forge sustained relationship not only with the existing clients but also with the new clients in markets relatively unexplored. She also devoted her time and energy to optimize the resources available with the Company and to improve the bottom line of the Company.

The work load of Smt. Anisha Seth in discharging her functions as Whole Time Director of the Company also increased substantially as the Company has made significant growth due to its expansion of Surat Factory and thereby increasing the manufacturing capacity, cost control measures, penetration into new markets, etc. The Company has also planned to increase its manufacturing capacity further at its Surat Plant which will result in substantial increase in volume of export as well as domestic turnover of the Company.

III. **Audit Committee**

i) **Terms of Reference**

The Audit Committee has been mandated with the same terms of reference as specified in Clause 49 of the Listing Agreements with the Stock Exchanges and covers all the aspects stipulated by the SEBI Guidelines. The terms of reference also fully conform to the requirements of Section 292A of the Companies Act, 1956.

ii) **Composition, Name of Member and Chairman**

The Audit Committee comprises of Mr. Gopikrishna Bubna (Chairman), Mr. Saumil U. Marfatia (Member) & Mr. Varun Daga (Member).

During the year under review, the Committee met four times i.e. on 15th May, 2013, 05th August, 2013, 25th October, 2013 and 05th February, 2014.

Name of Member	Status	No. of Meetings attended
Mr. Gopikrishna Bubna	Chairman	4
Mr. Saumil U. Marfatia	Member	3
Mr. Varun Daga	Member	4

iii) **The terms of reference of the Audit Committee are broadly as under:**

- To oversee the Company's financial reporting process and the disclosure of its financial information, to ensure that the financial statement is correct, sufficient and credible.
- To review the findings of the Internal Auditor relating to various functions of the Company.
- To review with the management the quarterly financial statements before submission to the Board for approval.
- To review with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
- To make recommendations to the Board on any matter relating to the financial management of the Company, including Statutory & Internal Audit Reports.

IV. **Nomination And Remuneration Committee**

The scope of the activities of the Nomination and Remuneration Committee is to recommend by the remuneration payable to the Executive Director of the Company, payment of commission and sitting fees to Non-Executive Directors and formulation and implementation of various Employee Stock Option Plans (ESOP) Schemes in the Company.

The Composition of the Nomination and Remuneration Committee and the details of meetings attended by the Members of the Nomination and Remuneration Committee are given below:

During the year under review, the Committee met two times i.e. on 15th May, 2013 and 13th September, 2013.

Name	Status	No. of Meetings attended
Mr. Saumil Marfatia	Chairman	2
Mr. Varun Daga	Member	2
Mr. Gopikishna Bubna	Member	2
Mr. Pankaj Seth	Member	1

V. **Shareholders' Investor Grievance Committee**

Terms of Reference:

This Committee looks into redressal of shareholders' grievances like transfer of shares, non-receipt of balance sheet and non-receipt of declared dividend, etc.

The Committee also reviews the processes and service standards adopted by the Registrar and Transfer Agent, the complaints received by the Company and their Resolution.

Composition:

The Shareholders' Investors Grievance Committee consists of Mr. Gopikrishna Bubna (Chairman), Mr. Pankaj Seth (Member) and Mr. Saumil U. Marfatia (Member). The Shareholders' Investors Grievance Committee met four times i.e. 15th May, 2013, 05th August, 2013, 25th October, 2013 and 05th February, 2014 the attendance at the Meetings was as follows.

Name Of The Member	Status	No. of Meetings attended
Mr. Gopikrishna Bubna	Chairman	4
Mr. Pankaj Seth	Member	4
Mr. Saumil U. Marfatia	Member	3



During the year, 12 Complaints were received from the shareholders, which were attended and resolved to the satisfaction of the shareholders. There were NIL complaints pending as on 31st March, 2014.

Details of Remuneration for the year ended March 31, 2014:

The remuneration paid by Company to Shri Pankaj Seth, Managing Director is as follows:

Basic : Rs.91,00,000/- p.a.

Perquisites : Rs.11,00,000/- p.a.

The remuneration paid by Company to Smt. Anisha Seth, Whole Time Director is as follows:

Basic : Rs.88,00,000/- p.a.

Perquisites : Rs.10,00,000/- p.a.

Non-Executive Director:

The details of sitting fees paid to Non-Executive Directors during the year 2013-2014 are as given below:

Name of Directors	Sitting Fees (Rs.)
Mr. Saumil Marfatia	18000
Mr. G. B. Bubna	24000
Mr. Balkrishna Patil	4000
Mr. Varun Daga	16000

Name and Address of the Compliance Officer:

Ms. Neha Poddar

Company Secretary

ORBIT EXPORTS LIMITED.

E 27-29, Adi Marzaban Street (Manglore Street),

S. Bhagat Singh Road, Ballard Estate, Mumbai – 400 038

VI. General Body Meetings

(i) Annual General Meetings

The details of the location and time of the last three Annual General Meetings are given below:

AGM for Financial Year	Date	Time	Location
2012-2013	03rd July, 2013	04.30 P.M.	Babasaheb Dubhash Sabhagriha, C/o. Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th Floor, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai – 400 001
2011-2012	27th June, 2012	04.30 P.M.	Aacharya Mahapraghn Vidhya Nidhi Foundation, Opp. Thaker Bhojnalaya, 32, Dadiseth Agyari Lane, Kalbadevi Road, Mumbai - 400002
2010-2011	04th July, 2011	04.30 P.M.	11, Mehta Chambers, Kalyan Street, P. D' Mello Road, Masjid (E), Mumbai – 400 009

(ii) Extra Ordinary General Meeting

No Extra-Ordinary General Meeting of the Members of the Company was held during the Financial Year 2013-2014.

(iii) Resolution passed through Postal Ballot

In August, 2013, the Company had obtained the approval of its Members under Section 192A of the Companies Act, 1956, pertaining to:



Resolution No. (1): Special Resolution under Section 81(1A) of the Companies Act, 1956 for the issue and allotment of 10,00,000 Optionally Fully Convertible Warrants (OFCWs) at an issue price of Rs.76.57/- per OFCW (500000 to Mr. Pankaj Seth & 500000 to Mrs. Anisha Seth, Promoters of the Company) on a preferential issue basis.

Accordingly, the Special Resolution indicated above have been passed by the requisite majority.

Resolution No. (2): Ordinary Resolution under Section 293 (1)(a) of the Companies Act, 1956 for sale of Company's Building along with Furniture & Fixture & other related equipments etc situated at D-5/1, Dombivali M.I.D.C. Industrial Area, Dombivali (East), Dist. Thane to a suitable buyer.

Accordingly, the Ordinary Resolution indicated above have been passed by the requisite majority.

VII. Disclosures

Disclosure on materially significant related party transactions

There were no materially related party transactions that may have potential conflict with the interest of the Company at large. The transactions between the Company and the related parties are disclosed in the Notes to the Accounts in the Annual Report.

Compliance of Regulatory Requirements

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years. No strictures or penalties have been imposed on the Company by the Stock Exchanges, SEBI or any statutory authorities related to the above.

Disclosures of Accounting Treatment in preparation of Financial Statements

In preparation of its Financial Statements the Company has followed the Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI).

Risk Management

The Company has laid down the requisite procedures to inform the Board Members about the risk assessment and minimization procedures which are accordingly followed.

Code of Business Conduct and Ethics for Directors and Management Personnel

The Company has adopted a Code of Conduct for its Directors and Senior Management employees. This Code of Conduct has been communicated to each of them.

Code of Conduct for Prevention of Insider Trading Practices

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended, the Company has formulated, adopted and implemented a comprehensive Code of Conduct for its designated employees. The Code lays down guidelines on procedures to be followed and disclosures to be made while dealing with the shares of the Company and cautioning them of the consequences of violations.

Management Discussion & Analysis Report

The Management Discussion and Analysis Report (MDA) has been attached to the Directors' Report and forms part of this Annual Report.

Proceeds from public issue, right issue and preferential issue, etc.

On 10th September 2013, the Company had issued and allotted 10,00,000 (Ten Lacs) Optionally Fully Convertible Warrants (OFCWs) (5,00,000 to Mr. Pankaj Seth and 5,00,000 to Ms. Anisha Seth) convertible at the option of the said allottees into one Equity Share of Rs.10/- each at an issue price of Rs.76.57/- per share against one OFCW within a period of 18 months from the date of allotment of OFCWs. The Company has received Rs.1,91,42,500/- in aggregate being 25% of the total issue proceeds on non refundable basis. The proceeds of the Preferential Issue have been utilized for the objects for the objects for which such issue was made.

The Company had allotted 4,00,000 Equity Shares of Rs.10/- each at an issue price of Rs.76.57/- per Share (including Premium @ Rs.66.57/- per Share) in the Board Meeting held on 16th December, 2013 to Mr. Pankaj Seth (2,00,000 Equity Shares of Rs.10/- each) and Mrs. Anisha Seth (2,00,000 Equity Shares of Rs.10/- each)



holding 4,00,000 Optionally Fully Convertible Warrants (OFCWs) of Rs.76.57/- each in aggregate upon exercise of option to convert each OFCW into 1 Equity Share of the Company. The Company has received Rs.2,29,71,000/- in aggregate being balance 75% of the total issued Capital.

The Company had also allotted 1,50,000 Equity Shares of Rs.10/- each at an issue price of Rs.76.57/- per Share (including Premium @ Rs.66.57/- per Share) in the Board Meeting held on 20th March, 2014 to Mr. Pankaj Seth (75,000 Equity Shares of Rs.10/- each) and Mrs. Anisha Seth (75,000 Equity Shares of Rs.10/- each) holding 1,50,000 Optionally Fully Convertible Warrants (OFCWs) of Rs.76.57/- each in aggregate upon exercise of option to convert each OFCW into 1 Equity Share of the Company. The Company has received Rs.86,14,125/- in aggregate being balance 75% of the total issued Capital.

The aggregate proceeds amounting to Rs.5,07,27,625/- received during the year through allotment and conversion of Warrants has been utilized for the object for which such issue was made.

Means of Communication

The quarterly results are published within 48 hours of the Board Meeting in the newspapers viz. Economic Times (in English), Economic Times (in Gujarati) and Mumbai Lakshadeep (in Marathi) and are also posted on the website of the Company.

Compliance with Mandatory Requirements

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance.

VIII. General Shareholder Information

AGM	:	31st Annual General Meeting
Date	:	10th July, 2013
Time	:	04.30 P.M.
Venue	:	Babasaheb Dahanukar Sabhagriha, C/o. Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th Floor, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400 001

Tentative Financial Calendar

Financial Reporting and Limited Review Report

For the quarter ending 30th June, 2014

For the quarter/half year ending 30th September, 2014

For the quarter ending 31st December, 2014

Results (Audited)

For the year ended March 31, 2015

Date of submission to Stock Exchanges latest by

upto 14th August, 2014

upto 14th November, 2014

upto 14th February, 2015

upto 30th May, 2015

i) Book Closure

The Register of Members and Share Transfer Books of the Company shall remain closed from 23rd June, 2014 to 27th June, 2014 (Both Days Inclusive).

ii) Dividend

The Board of Directors had declared and paid an Interim dividend @ Rs.2.00/- per Share of Rs.10/- each (20%) aggregating to Rs. 2,73,98,300/- on 05th February, 2014.

The Board has recommended Dividend of Rs.1.25/- per share i.e. 12.5% on Equity Share Capital as Final Dividend aggregating to Rs.1,73,11,437.5/-.

The total dividend for the year 2013-14 will be Rs.3.25/- per share i.e. 32.50%.



iii) **Listing on Stock Exchanges**

- a) **Stock Exchange** : BSE Limited
 Address : Phiroze Jeejeebhoy Towers,
 Dalal Street, Mumbai – 400 001
 Scrip Code : 512626
 ISIN : INE231G01010
- b) **Stock Exchange** : National Stock Exchange of India Ltd.
 Address : Exchange Plaza, Plot No. C/1,
 G Block, Bandra Kurla Complex,
 Bandra (East), Mumbai - 400051
 Trading Symbol : ORBTEXP
 ISIN : INE231G01010

iv) **Market Price Data**

The monthly high and low price and volume of shares traded during the year 2013-14 on the BSE Limited:

Month	BSE Limited		
	High (Rs.)	Low (Rs.)	Volume of Shares traded during the month (Nos.)
April, 2013	78.00	65.05	1,56,851
May, 2013	82.45	68.00	3,61,444
June, 2013	90.00	71.00	5,66,686
July, 2013	81.00	70.00	3,70,921
August, 2013	80.90	70.00	2,96,397
September, 2013	104.40	72.00	2,81,580
October, 2013	102.40	80.00	3,43,661
November, 2013	111.95	77.00	2,34,039
December, 2013	101.90	91.25	1,65,659
January, 2014	100.00	85.05	1,55,094
February, 2014	100.90	89.00	2,52,959
March, 2014	123.80	92.15	10,37,289

The monthly high and low (based on the closing prices) during the year 2013-14 on the National Stock Exchange:

Month	NSE Limited		
	High (Rs.)	Low (Rs.)	Volume of Shares traded during the month (Nos.)
November, 2013	114.90	90.00	1,54,980
December, 2013	104.90	92.00	1,62,373
January, 2014	100.00	79.00	1,75,161
February, 2014	99.90	81.50	4,24,378
March, 2014	123.85	92.50	10,10,760

* Note: Company got Listed on the National Stock Exchange of India Ltd. w.e.f. 05th November 2013



v) **Registrar and Transfer Agents**

Link Intime India Private Limited

(Formerly known as Intime Spectrum Registry Ltd.)

C-13, Pannalal Silk Mills Compound,

L.B.S. Marg, Bhandup (West) Mumbai – 400 078

Ph.: +91-22 – 25946970; Fax: 25946969; email: rnt.helpdesk@linkintime.co.in

IX . **Share Transfer System**

The share transfers which are received in physical form are processed and the share certificates returned within the stipulated period of from the date of receipt, subject to the documents being valid and complete in all respects.

X. **Shareholding Pattern as on 31st March, 2014**

Category	No. of Shares	% of Total
Promoter's Holding (including persons acting in concert)	7138972	51.55
Non Promoter's Holding		
a) Mutual Funds & UTI	00	00
b) Banks, FIs and Insurance Company	00	00
c) FIIs	81	00.00
Others		
a) Bodies Corporates	2417990	17.46
b) Individuals	3394723	24.51
c) NRIs/OCBs	479795	03.47
d) Market Maker	7085	00.05
e) Clearing Member	396200	02.86
f) HUF	14304	00.10
TOTAL	13849150	100.00

XI. **Distribution of Shareholding as on 31st March, 2014**

No. of Shares	No. of Shareholders	% of Shareholders	No. of Shares	% to Equity
Up to 500	3399	86.40	514650	3.72
501 - 1000	226	5.74	168007	1.21
1001 - 2000	118	3.00	170799	1.23
2001 - 3000	55	1.40	144152	1.04
3001 - 4000	18	0.46	64453	0.47
4001 - 5000	17	0.43	75360	0.54
5001 - 10000	29	0.74	202984	1.47
10001 - above	72	1.83	12508745	90.32
TOTAL	3934	100.0000	13849150	100.0000

XII. **Dematerialization of Shares and Liquidity**

The Company's shares are available for dematerialization on both the depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) 1,33,53,188 shares amounting to 96.42% of the capital have been dematerialized by investors as on 31st March, 2014.



ISIN: INE231G01010

Address of registrars for dematerialization of shares

M/s. Link Intime India Private Limited

C-13, Pannalal Silk Mills Compound,

L.B.S. Marg, Bhandup (West), Mumbai – 400 078

Ph.: +91-22-25946970; Fax: 25946969; email: rnt.helpdesk@linkintime.co.in

XIII. Plant Locations

Surat

Plot No. 6, 7, 8 & 9, Fairdeal Textile Park,

Village Mahuvej, Taluka Mangrol,

Dist – Surat – 394 102 (Guj.)

Jalgaon

Plot No.G-99, Additional M.I.D.C.

Jalgaon – 425 003

Dombivali

D-5/1, Dombivali MIDC Industrial Area, Dombivali (East), Dist. Thane, Maharashtra

XIV. Address for Correspondence

- i) for transfer/ dematerialization of share, change of members' address and other **queries relating to the shares of the Company**

M/s. Link Intime India Private Limited

C-13, Pannalal Silk Mills Compound,

L.B.S. Marg, Bhandup (West), Mumbai – 400 078

Ph.: +91-22-25946970; Fax: 25946969; email: rnt.helpdesk@linkintime.co.in

- ii) **for queries related to dividend, annual reports, etc.**

The Company Secretary,

Orbit Exports Limited

E 27-29, Adi Marzaban Street (Manglore Street),

S. Bhagat Singh Road, Ballard Estate, Mumbai – 400 038

Ph.: -91-22-66256262; Fax: +91-22-2375 6599; emai: investors@orbitexports.com

DECLARATION

As provided under Clause 49 of the Listing Agreement with the Stock Exchange, it is hereby declared that all the Board Members and Senior Management personnel of the Company have affirmed the compliance with Orbit Exports Limited Code of Conduct for the year ended 31st March, 2014.

By Order of the Board of Directors

Pankaj Seth

Managing Director

Place: Mumbai

Date : 27th May, 2014