




**CORPORATE GOVERNANCE REPORT FOR ORBIT EXPORTS LIMITED  
FOR QUARTER ENDED 30.06.2011**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I	Yes	
(A) Composition of Board	49(IA)	Yes	Optimum Combination of Executive, Non-Executive and Independent Directors in Board. There are Seven Directors of which two are Promoter Executive Directors, One is Executive Director and Four are Independent Directors.  There is no pecuniary relationship or transactions with non-executive directors
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	Non-Executive Directors have been paid Sitting fees. Non executive directors have not been paid any remuneration other than sitting fees.
(C) Other provisions as to Board and Committees	49 (IC)	Yes	Provisions complied. Maximum time gap between 2 Board meetings does not exceed four months.
D) Code of Conduct	(49 (ID)	Yes	Adopted by the Board of Directors. A declaration from the Managing Director has been obtained as to Compliance of Code of Conduct by the Directors and Senior Management and form part of the Annual Report for the year 2010-2011.

<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	Audit Committee comprises of 3 Members and all are Independent Directors and financially literate and all the Members have accounting or related financial management expertise. The Chairman of the Audit Committee is an Independent Director
(B) Meeting of Audit Committee		Yes	Audit Committee Meetings duly held
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	Yes	Power of Audit Committee duly defined
(D) Role of Audit Committee	49 II(D)	Yes	Role of Audit Committee duly defined
(E) Review of Information by Audit Committee	49 (IIE)	Yes	Required review is done regularly.
<b>III. Subsidiary Companies</b>	49 (III)	<b>N.A.</b>	There is no subsidiary Company of the Company.
<b>V. Disclosures</b>	49 (IV)	Yes	
(A) Basis of related party transactions	49 (IV A)	Yes	Except payment of Remuneration to Managing Director and Director - Marketing who are Promoter Directors, there are no other related party transactions.
(B) Board Disclosures	49 (IV B)	Yes	Wherever required disclosures have been made.
(C) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV C)	Yes	On 31 <sup>st</sup> March, 2011, the Company has allotted 2,24,560 Equity Shares of Rs.10/- each issued at Rs. 38/- per share (including premium @ Rs.28/- per share) (112280 Equity Shares to Mr. Pankaj Seth and 112280 Equity Shares to Mrs. Anisha Seth promoters of the company) upon exercise of option to convert 2,24,560 Optionally Fully Convertible Warrants issued to them. The company had received a sum of Rs.21,33,320/- being 25% of the consideration amount before allotment of Optionally Fully Convertible

			Warrants to promoters and balance Rs.63,99,960/- upon exercise of conversion option. The issue proceeds have been/are being utilized for the object for which the issue was made.
(D)Remuneration of Directors	49 (IV D)		Disclosed in the Annual Report for the year 2010-2011.
(E)Management	49 (IV E)		Duly Complied
(F)Shareholders	49 (IV F)		Share Transfer Committee and Investor Grievance Committee duly constituted.
<b>V.CEO/CFO Certification</b>	49 (V)	Yes	CEO/ COO Certificate was duly placed before the Board of Directors and necessary disclosures have been made in the Corporate Governance Report forming part of Directors Report for the year ended 31 <sup>st</sup> March, 2011.
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Duly Complied
<b>VII. Compliance</b>	49 (VII)	Yes	Duly Complied

Place: Mumbai  
Date: 09<sup>th</sup> July, 2011

For Orbit Exports Limited  
  
**Managing Director**