

**orbit exports ltd.**

122, MISTRY BHAWAN, 2ND FLOOR, NEAR K C COLLEGE, DINSHA WACHHA ROAD, CHURCHGATE,  
MUMBAI – 400 020. (MAH.) INDIA. TEL : 91 22 66256262 • FAX NO. 22617599 • WEBSITE : www.orbitexports.com  
CIN : L40300MH1983PLC030872

## Yearly Compliance Report on Corporate Governance

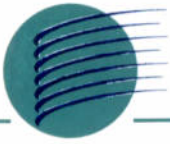
**Name of Listed Entity: ORBIT EXPORTS LIMITED**

**Half Year Ending : MARCH 31, 2016**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>
Details of Business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of Conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material subsidiaries'	Yes
Details of familiarization programme imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Independent director(s) have been	16(1) (b) & 25(6)	Yes

For ORBIT EXPORTS LTD.  
*Neha*  
Company Secretary



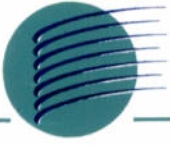
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appointed in terms of specified criteria of ' independence' and/or 'eligibility'		
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholders Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes

For ORBIT EXPORTS LTD.

*Neha*  
Company Secretary



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Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

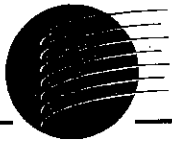
### III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For Orbit Exports Limited  
For **ORBIT EXPORTS LTD.**

*Neha*  
Neha Podda  
Company Secretary  
Company Secretary

Date: 06<sup>th</sup> April, 2016  
Place: Mumbai



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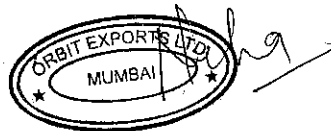
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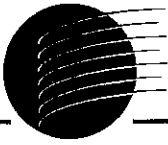
**ANNEXURE -I**  
**Quarterly Compliance Report on Corporate Governance**

**Name of Listed Entity: ORBIT EXPORTS LIMITED**  
**Quarter ending : MARCH 31, 2016**

**I. Composition of Board of Directors**

Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive/ Non-Executive/Independent/Nominee)	Date of Appointment in the current term/cessation	Tenure	No. of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Pankaj Seth	DIN: 0027554; PAN:AABPS3481Q	Chairperson/ Executive	01.09.2004		1	1	0
Ms.	Anisha Seth	DIN:00027611; PAN: AABPS5362A	Executive	01.09.2004		1	0	0
Mr.	Bruce Larry Kieval	DIN:00335336; PAN: N.A	Executive	10.06.2006		1	0	0
Mr.	Gopikrishna Bubna	DIN:01338170; PAN: AEKPB1415J	Non- Executive/Ind ependent	03.03.2007	9 yrs 1 mths	1	2	2
Mr.	Saumil Marfatia	DIN: 02774221 PAN:AAQPM5147C	Non- Executive/Ind ependent	20.09.2010	5 yrs 6 mths	1	1	0
Mr.	Balkrishna Patil	DIN: 02927967 PAN:ABBPP4211E	Non- Executive/Ind ependent	20.09.2010	5 yrs 6 mths	1	0	0
Mr.	Varun Daga	DIN: 01932805 PAN:AHNPD2386C	Non- Executive	27.06.2012	3 yrs 9 mths	1	1	0
Mr.	Pardeep Khosla	DIN: 06926523 PAN:AHCPK6617N	Non- Executive/Ind ependent	24.08.2015	7 mths	1	1	0





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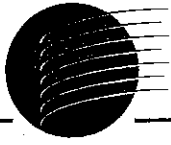
<b>II. Composition of Committees</b>		
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/ Executive/ Non-Executive/independent/Nominee)</b>
<b>1. Audit Committee</b>	Mr. Gopikrishna Bubna	Chairperson of the Committee/ Non-Executive/independent
	Mr. Pardeep Khosla	Non-Executive/ independent
	Mr. Varun Daga	Non-Executive
<b>2. Nomination &amp; Remuneration Committee</b>	Mr. Pardeep Khosla	Chairperson of the Committee/ Non-Executive/independent
	Mr. Varun Daga	Non-Executive
	Mr. Gopikrishna Bubna	Non-Executive/ independent
	Mr. Pankaj Seth	Executive
<b>3. Stakeholders Relationship Committee'</b>	Mr. Gopikrishna Bubna	Chairperson of the Committee/ Non-Executive/independent
	Mr. Pankaj Seth	Executive
	Mr. Saumil Marfatia	Non-Executive/ independent

<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
05.11.2015	14.03.2016	62
10.12.2015	10.02.2016	

<b>IV. Meeting of Committees</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
10.02.2016 - Audit Committee Meeting	Yes	05.11.2015 - Audit Committee Meeting	97
10.02.2016 - Stakeholders Relationship Committee Meeting		05.11.2015 - Stakeholders Relationship Committee Meeting	
29.01.2016 – Nomination and Remuneration Committee Meeting	Yes	24.12.2015 – Nomination and Remuneration Committee Meeting	36







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<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance Status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

#### **VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

For Orbit Exports Limited



**Neha Poddar**  
Company Secretary

Date: April 11, 2016