

ANNEXURE - I
Quarterly Compliance Report on Corporate Governance

Name of Listed Entity : ORBIT EXPORTS LIMITED

Quarter ending : MARCH 31, 2018

I. Composition of Board of Directors									
Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive/ Non- Executive/Ind ependent/ Nominee)	Date of Appointme nt in the current term/cessati on	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 Chairperso n in Audit/ Stakeholder Committee held in listed entities including this listed entity	Remarks
Mr.	Pankaj Seth	DIN: 00027554; PAN: AABPS3481Q	Chairperson/ Executive	01.04.2017	-	1	2	0	-
Mrs.	Anisha Seth	DIN: 00027611; PAN: AABPS5362A	Executive	01.04.2017	-	1	0	0	-
Mr.	Bruce Larry Kieval	DIN: 00335336; PAN: N.A	Executive	10.07.2014		1	0	0	-
Mr.	Gopikrishna Bubna	DIN: 01338170; PAN: AEKPB1415J	Non- Executive/ Independent	10.09.2014	3 yrs 6 months	1	3	2	Appointed for a period of 5 consecutive years for a term upto 09.09.2019.
Mr.	Saumil Marfatia	DIN: 02774221 PAN: AAQPM5147C	Non- Executive/ Independent	10.09.2014	3 yrs 6 months	1	1	0	Appointed for a period of 5 consecutive years for a term upto 09.09.2019.
Mr.	Balkrishna Patil	DIN: 02927967 PAN: ABBPP4211E	Non- Executive/Inde pendent	10.07.2014	3 yrs 8 months	1	1	0	Appointed upto the date of 36 th Annual General Meeting.
Mr.	Varun Daga	DIN: 01932805 PAN: AHNPD2386C	Non- Executive/ Non - Independent	11.09.2017	6 months	1	2	0	-

Mr.	Pardeep Khosla	DIN: 06926523 PAN: AHCPK6617N	Non-Executive/ Independent	24.08.2015	2 yrs 7 months	1	2	1	Appointed for a period of 5 consecutive years upto the conclusion of Annual General Meeting held in the year 2020.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/independent/Nominee)
1. Audit Committee	Mr. Gopikrishna Bubna	Chairperson of the Committee/ Non-Executive/ Independent
	Mr. Pardeep Khosla	Non-Executive/ Independent
	Mr. Varun Daga	Non-Executive/ Non – Independent
	Mr. Balkrishna Patil	Non-Executive/ Independent
2. Nomination & Remuneration Committee	Mr. Pardeep Khosla	Chairperson of the Committee/ Non-Executive/ Independent
	Mr. Varun Daga	Non-Executive/ Non – Independent
	Mr. Gopikrishna Bubna	Non-Executive/ Independent
	Mr. Pankaj Seth	Executive
3. Stakeholders Relationship Committee	Mr. Gopikrishna Bubna	Chairperson of the Committee/ Non-Executive/ Independent
	Mr. Pankaj Seth	Executive
	Mr. Saumil Marfatia	Non-Executive/ Independent

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
30.11.2017	05.01.2018	35
	02.02.2018	27
	26.02.2018	24

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
02.02.2018- Audit Committee Meeting	Yes	30.11.2017 – Audit Committee Meeting	63
02.02.2018- Stakeholders Relationship Committee		30.11.2017 – Stakeholders Relationship Committee	

V. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA)
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**

Sd/-
Neha Poddar
Company Secretary

Date: April 05, 2018

Annexure - II

Yearly Compliance Report on Corporate Governance

Name of Listed Entity : ORBIT EXPORTS LIMITED

Financial Year Ending: MARCH 31, 2018

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)
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

II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1) (b) & 25(6)	Yes
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)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
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**

Sd/-
Neha Poddar
Company Secretary

Date: April 05, 2018
Place: Mumbai