

ANNEXURE - I
Quarterly Compliance Report on Corporate Governance

Name of Listed Entity : ORBIT EXPORTS LIMITED

Quarter ending : MARCH 31, 2019

| 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 | 1 | 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. | Saumil Marfatia | DIN: 02774221 PAN: AAQPM5147C | Non- Executive/ Independent | 10.09.2014 | 54 months | 1 | 1 | 1 | 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 | 56 months | 1 | 1 | 0 | Appointed upto the date of 36 th Annual General Meeting. |
| Mr. | Varun Daga | DIN: 01932805 PAN: AHNPD2386C | Non-Executive | 11.09.2017 | 18 months | 1 | 2 | 0 | - |
| Mr. | Sunil Buch | DIN: 07780539 PAN: AATPB5755A | Non- Executive/Inde pendent | 04.02.2019 | 2 months | 1 | 1 | 0 | |

| | | | | | | | | | |
|-----|----------------|----------------------------------|-------------------------------|------------|-----------|---|---|---|--|
| Mr. | Pardeep Khosla | DIN: 06926523 PAN: AHCPK6617N | Non-Executive/ Independent | 24.08.2015 | 43 months | 1 | 1 | 1 | Appointed for a period of 5 consecutive years upto the conclusion of Annual General Meeting held in the year 2020. |
|-----|----------------|----------------------------------|-------------------------------|------------|-----------|---|---|---|--|

Whether permanent Chairperson appointed? : YES

| II. Composition of Committees | | |
|---|----------------------------------|---|
| Name of Committee | Name of Committee members | Category (Chairperson/ Executive/ Non-Executive/independent/Nominee) |
| 1. Audit Committee | Mr. Pardeep Khosla | Chairperson of the Committee/ 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. Sunil Buch | Non-Executive/ Independent |
| | Mr. Pankaj Seth | Executive |
| 3. Stakeholders Relationship Committee | Mr. Saumil Marfatia | Chairperson of the Committee/ Non-Executive/ Independent |
| | Mr. Pankaj Seth | Executive |
| | Mr. Sunil Buch | 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) |
| 31.10.2018 | | |
| | 04.02.2019 | 95 |
| | 11.03.2019 | 34 |
| | 18.03.2019 | 6 |

| 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 |
| 04.02.2019 – Audit Committee Meeting | Yes | 31.10.2018 – Audit Committee Meeting | 95 |
| 18.03.2019 – Audit Committee Meeting | | | |
| 04.02.2019 – Shareholders Relationship Committee Meeting | | | |
| 04.02.2019 – Nomination and Remuneration Committee Meeting | Yes | 31.10.2018 – Nomination and Remuneration Committee Meeting | 95 |

| 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 | Yes |
| 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 12, 2019

Annexure - II

Yearly Compliance Report on Corporate Governance

Name of Listed Entity : ORBIT EXPORTS LIMITED

Financial Year Ending: MARCH 31, 2019

| 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**

Neha Poddar
Company Secretary

Date: April 12, 2019

Place: Mumbai