

**SECRETARIAL COMPLIANCE REPORT OF ORBIT EXPORT LIMITED FOR THE  
YEAR ENDED MARCH 31, 2021**

I, Shubhkaran Jain, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to us and explanation provided by ORBIT EXPORTS LIMITED (hereinafter referred to as "the Listed Entity"),
- (b) the filings/submissions made by the listed entity to the Stock Exchanges,
- (c) website of the Listed Entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Certification,

For the year ended March 31, 2021 ("Review Period") in respect of compliance with the provisions of:

- i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable as the Company has not made any further issue of Shares)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable as the Listed Entity has not bought back/propose to Buy-back any of its securities during the Financial Year under review)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



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- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008; **(Not applicable as the Listed Entity has not listed its Debt securities)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations,2013; **(The Listed Entity has not issued any Non- Convertible and Redeemable Preference Shares during the financial year under review)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, **I hereby report that, during the Review Period:**

1. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	<b>Regulation 17(1) of SEBI (LODR) Regulations, 2015</b>	The Company was required to appoint one Independent Woman Director on its Board of Directors w.e.f. 1 <sup>st</sup> April, 2020 as per Regulation 17(1) of SEBI (LODR) Regulations, 2015	There was a delay in appointment of Independent Woman Director by the Company. The Company has appointed the Woman Independent Director on June 22, 2020.

2. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
3. The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock



Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

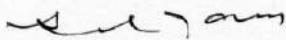
Sr No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	NSE sought Clarification	Non-appointment of Independent Woman Director as per Regulation 17(1) of SEBI (LODR) Regulations, 2015	The NSE vide its letter dated 27/07/2020 had sought clarification from the Company w.r.t. Non-Appointment of Woman Independent Director on the Board from 1 <sup>st</sup> April, 2020 to 21 <sup>st</sup> June, 2020.	The company vide its letter dated 30/07/2020 has given its clarification on the observation of NSE. The company has not received any further observation from NSE in this regard.

4. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31st March, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
N.A.				

Place: Mumbai  
Date: 26/06/2021  
UDIN: F001473C000520948

For S.K. JAIN & Co.

  
CS. Dr. S. K. Jain  
Practicing Company Secretary  
Membership No.1473  
COP No. 3076

