

CERTIFICATE OF COMPLIANCE IN RESPECT OF ORBIT EXPORTS LIMITED
EMPLOYEE STOCK OPTION SCHEME - 2021

(Pursuant to Regulation 13 of "Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

To,
The Board of Directors
Orbit Exports Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 28th June, 2021.
2. I, Dr. Shubh Karan Jain, Proprietor of S.K. Jain and Co., Practising Company Secretary, Secretarial Auditor of **Orbit Exports Limited** ('the Company'), having its registered office at 122, 2nd Floor, Mistry Bhavan, Dinshaw Wachha Road, Near K.C. College, Churchgate Mumbai - 400020 as part of our audit, have examined the books of account for the year ended 31 March, 2022 and other relevant records maintained by the Company in the usual course of its business for the limited purpose of certifying that the Orbit Exports Limited Employee Stock Option Scheme 2021 ("ESOP Scheme"), as amended has been implemented in accordance with "Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [previously known as Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014] (referred to as "SEBI Regulations") and.

Management's Responsibility

3. The responsibility for the preparation and implementation of the ESOP Scheme and its compliance with the relevant laws and regulations including SEBI Regulations, read with the rules made there under and relevant approvals and resolutions passed by the Shareholders is that of the Board of Directors of the Company.



4. The Management of the Company is responsible for collecting, collating and validating data and designing, implementing and monitoring of internal controls suitable for ensuring compliance with the SEBI Regulations as set out in paragraph 3 above, in respect of the ESOP scheme.

Auditor's Responsibility

5. My responsibility is to express reasonable assurance and form an opinion based on examination of the books of account, audited financial statements and other relevant records including books, papers, forms and returns for the year ended 31st March 2022 duly verified and audited by me as stated in the Secretarial Audit Report dated 30th July, 2022 as to whether the ESOP Scheme has been implemented in accordance with the SEBI Regulations and the Resolution passed by the Members of the Company at the General Meeting held on 29th September, 2021.
6. I have conducted examination in accordance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [previously known as Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014] and Section 62(1)(b) of Companies Act, 2013 and other applicable rules made thereunder.

Opinion

7. On the basis of my examination as referred above and the information and explanations provided to me by the Management of the Company, I am of the opinion that the ESOP Scheme has been implemented in accordance with the SEBI Regulations and the related Resolution passed by the Members of the Company in their meeting dated 29th September, 2021

Restriction on Use

8. This certificate is issued at the request of the Company to place the same before the shareholders of the Company during the Annual General Meeting scheduled to be held on 22nd September, 2022.



9. This certificate is solely intended for the above mentioned purpose of the Company and is not to be used, referred to or distributed for any purpose without our prior written consent. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For S.K. Jain & Co.



S.K. Jain

Dr. S.K. Jain

Practising Company Secretary

FCS No: 1473

COP: 3076

Place: Mumbai

Date: 30-07-2022

UDIN: F001473D000715516