



orbit exports ltd.

POLICY ON CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

- Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company
- Policy and procedure for Inquiry in case of leak of Unpublished Price Sensitive Information
- Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

(Framed in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015 with Amendments thereto i.e. SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018)

(Effective from 1st April, 2019)

I. PREFACE

SEBI (Prohibition of Insider Trading) Regulations are applicable to all Listed Companies and it mandates every listed company to formulate a code of conduct to regulate, monitor and report trading by its employees and other “connected persons” (as defined under the Regulations) towards achieving compliance with these Regulations and enforce a code of internal conduct and procedures based on the model code provided therein.

Hence, accordingly this policy is framed and amended considering SEBI (Prohibition of Insider Trading) Regulations, 2015 with Amendments thereto i.e. SEBI (Prohibition of Insider Trading) (Amended) Regulations, 2018.

Accordingly, in supersession of the earlier Code of Conduct for prohibition of insider trading, the Board of Directors of the Company at their Meeting held on March 11, 2019 has approved the new Code of Conduct for Prevention of Insider Trading (hereinafter referred as “Code”).

II. PURPOSE

The Basic purpose behind the policy is to preserve the Confidentiality and prevent the misuse of un-published price sensitive information (UPSI) and to maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations. Every Director, Officer, Designated Persons of the Company has a duty to safeguard the confidentiality of all such information which he/ she obtain in the course of performance of official duties. Directors, Officers and Designated Persons of the Company should not use their position to gain personal benefit.

III. APPLICABILITY

The Code is applicable to the following persons:

- 1) Promoters including member(s) of Promoter group
- 2) Directors
- 3) Designated Persons
- 4) Concerned Advisors/Consultants/Retainers/Auditors of the Company
- 5) Connected Persons as defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as defined in Clause 4(7) of Important Definition

IV. IMPORTANT DEFINITIONS

1. “**Act**” means the Securities & Exchange Board of India Act, 1992 as may be amended from time to time.
2. “**Board of Directors**” means Board of Directors of the Company, Orbit Exports Limited.

3. **“Code”** means this Code of Conduct Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company including modifications made thereto from time-to-time.
4. **“Company”** means Orbit Exports Limited.
5. **“Compliance Officer”** shall mean any senior officer, designated so and reporting to the Board of Directors or head of the organization in case Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.

Explanation - For the purpose of this regulation, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

6. **“Connected Person”** means -
 - (i) Any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
 - a) An immediate relative of connected persons specified in clause (i); or
 - b) A holding company or associate company or subsidiary company; or
 - c) An intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - d) An investment company, trustee company, asset management company or an employee or director thereof; or
 - e) An official of a stock exchange or of clearing house or corporation; or
 - f) A member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g) A member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or

- h) An official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - i) A banker of the company; or
 - j) A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest.
7. **“Designated Person(s)”** shall include the following persons:
- i. Director of Orbit Exports Limited
 - ii. Chief Financial Officer (CFO) and staff working under CFO
 - iii. Company Secretary (CS) and staff working under CS
 - iv. All Functional heads of the Company
 - v. Employee upto two levels below the Managing Director of the Company (in case not covered under point i. to iv.)
 - vi. Personal assistant/ secretaries to all above persons
 - vii. Auditors of the Company
 - viii. Other employees of the Company not included above but having access to unpublished price sensitive Information.
 - ix. Such other persons as may be notified by the Compliance Officer in consultation with Managing Director
 - x. Immediate relatives of all the above mentioned persons.
8. **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis.
9. **“Immediate Relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
10. **“Insider”** means any person who is:
- i) a connected person; or
 - ii) in possession of or having access to unpublished price sensitive information.
11. **“Material Subsidiary”** shall have the same meaning assigned under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any modification thereof.
12. **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2[2018] or any modification thereof.
13. **“Promoter Group”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

14. **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
15. **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
16. **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
17. **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.
18. **“Unpublished Price Sensitive Information”** or **“UPSI”** means any information, relating to a Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: -
 - (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
 - (v) changes in key managerial personnel.

Note:- Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation(s).

V. DUTIES AND RESPONSIBILITIES OF COMPLIANCE OFFICER:

SEBI has enhanced the role and responsibilities of a Compliance Officer for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI and implementation of codes specified in the Regulations.

1. In view of the foregoing, the Board of Director of the Company has appointed the Company Secretary as the Compliance Officer to ensure compliance for effective implementation of these Regulations and also this Code across the Company. The Compliance Officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee, every quarter or at such frequency, as may be stipulated by the Board of Directors.
2. The Compliance Officer shall hold the position so long as he/she is in the employment of the Company. In his/her absence, or till such time a successor is appointed, the Executive

Director shall, in the interim period, act as the Compliance Officer.

3. In order to discharge his/her functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure and also be authorised to seek necessary declarations for pre-clearance. In the performance of his/her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.
4. The Compliance Officer shall be responsible for all communications and filings with SEBI, in connection with all matters relating to the administration of the Code and other requirements under the Regulations.
5. The Compliance Officer shall also be the Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.
6. The Compliance Officer shall be responsible for setting forth policies, procedures and monitoring adherence to the rules for the preservation of unpublished price sensitive information, pre-clearing and monitoring of trades and the implementation of this Code under the overall supervision of the Board of Directors of the Company.
7. Determination of trading window closure and re-opening periods.
8. Seeking declarations from the applicant towards possession of UPSI and its accuracy.
9. The Compliance Officer shall approve and publicly disclose the trading plan presented to him by the insider after which trades may be carried out on behalf of the insider in accordance with such plan.
10. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
11. In case any UPSI is in possession of an insider at the time of formulation of trading plan, the Compliance Officer shall confirm that unless such UPSI becomes generally available, the commencement of any trading plan shall be deferred.
12. The Compliance Officer shall notify the trading plan to the stock exchanges on which the securities of the Company are listed.
13. The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the directors/officers/designated persons for a minimum period of five years.
14. The Compliance Officer shall maintain a record of the Designated Persons and any changes made in the list of Designated Persons.
15. The Compliance Officer shall assist all the persons in addressing any clarification regarding this Code and the PIT Regulations.
16. The Compliance Officer shall report to Board of Directors about any amendments to SEBI (PIT) Regulations, 2015 and accordingly this code will be amended by Board of Directors depending upon the effect of proposed amendment.

VI. PRESERVATION OF PRICE SENSITIVE INFORMATION AND AVOIDANCE OF LEAKAGE

1. All the designated persons shall maintain confidentiality of all UPSI coming into their possession or control.
2. All information shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
[“legitimate purpose” shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.]
3. Any person in receipt of UPSI, pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with these regulations.
4. The Company adopts a policy for determination of “legitimate purposes” which is annexed to this Code.
5. UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:
 - i. an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the sharing of such information is in the best interests of the Company; or
 - ii. not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the sharing of such information is in the best interest of the Company and the information that constitute UPSI is disseminated to be made generally available at least two trading days, prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair, to cover all relevant and material facts.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received, confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of UPSI.

6. Need to Know:
 - i. "need to know" basis means that UPSI should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
 - ii. All non-public information directly received by any employee should immediately be reported to the head of the department.

7. Limited access to confidential information:
Files containing confidential information shall be kept secured. Computer files must have adequate security of login and password, etc.
8. The Company shall promptly disclose the UPSI that would impact price discovery no sooner than credible and concrete information is established in order to make such information generally available.
9. UPSI shall be disseminated uniformly and universally to avoid selective disclosure.
10. UPSI shall be disseminated promptly to avoid it being disclosed selectively or inadvertently to make such information generally available.

VII. CHINESE WALLS PROCEDURE

To prevent the misuse of UPSI, the Company has adopted a “Chinese Wall” procedure which will separate those departments which routinely have access to UPSI, considered “inside areas” from those departments which deal with sale/marketing or other departments providing services, considered “public areas”.

As per the said Chinese Walls Procedure

- The Employees in the inside areas shall not allowed to communicate any UPSI to anyone in the public areas.
- The Employees in the inside area may be physically separated from the Employees in public area.
- The demarcation of various departments as inside area shall be decided by the Board in consultation with Compliance Officer.
- Only in exceptional circumstances, Employees from the public areas will be brought “over the wall” and shall be given UPSI for the furtherance of legitimate purposes and on the basis of “need-to-know” criteria, after providing prior written intimation to the Compliance Officer.

VIII. TRADING WHEN IN POSSESSION OF UPSI

- i. No insider shall trade in securities of the Company when in, possession of UPSI:
[Explanation –When a person who has traded in securities has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.]
Provided that the insider may prove his innocence by demonstrating the circumstances including the following:-
 - a) the transaction is an off-market inter-se transfer between insiders who were in possession of the same UPSI without being in breach of the Regulations and both parties had made a conscious and informed trade decision;

Provided that such UPSI was not obtained under sub-regulation (3) of regulation 3 of the regulations.

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. Further, the Company shall notify the particulars of such trades to the stock exchanges on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

- b) the transaction is carried out through the block deal window mechanism between persons who is in possession of the UPSI without being in breach of the Regulations and both parties have made a conscious and informed trade decision.

Provided that such UPSI is not obtained by either person under sub-regulation (3) of regulation 3 of the regulations.

- c) the transaction in question was carried out, pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
 - d) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
 - e) in the case of non-individual insiders:-
 - (a) the individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI, when they took the decision to trade; and
 - (b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no UPSI was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached.
 - f) the trades were pursuant to a trading plan set up in accordance with Regulation 5 of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- ii. In the case of connected persons, the onus of establishing that they were not in possession of UPSI, shall be on such connected persons and in other cases, the onus would be on the Board.

IX. TRADING PLAN

- i. An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure, pursuant to which trades may be carried out on his behalf, in accordance with such plan.
- ii. Trading Plan shall:-
 - a) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
 - b) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such

- financial results;
- c) entail trading for a period of not less than twelve months;
 - d) not entail overlap of any period for which another trading plan is already in existence;
 - e) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - f) not entail trading in securities for market abuse.
- iii. The Compliance Officer shall consider and assess the Trading Plan made, as above and may approve it with such additional express undertakings to be taken from the Insider, as may be necessary, to enable such assessment and to approve and monitor the implementation of the plan, as per provisions of the Regulations.
- iv. Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- v. The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any UPSI and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such UPSI becomes generally available information.

- vi. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.
- vii. Any trading opted by a person under Trading plan can be done, even if it is a contra trade, but only to the extent and in the manner disclosed in the plan, save and except for pledging of securities.

X. PRE-CLEARANCE OF TRADES

Every Designated Person, who intends to deal in the securities of the Company when the trading window is open and if the value of the proposed trade is more than or equal to Rs. 10 lakh in a calendar quarter should get a prior approval of the Compliance Officer through Pre-clearance mechanism. Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. The Compliance Officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate. However, no

designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade. The pre-dealing procedure shall be hereunder:

- (i) An application may be made in the prescribed Form (Annexure-1) to the Compliance Officer indicating the estimated number of securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
- (ii) In case of stock options (ESOPs), exercise of options is allowed without preclearance. However, the sale of shares allotted on exercise of stock options would require pre clearance.
- (iii) An undertaking (Annexure-2) shall be executed in favour of the Company by such Designated Employee incorporating, inter alia, the following clauses, as may be applicable:
 - (a) That the employee/director/officer does not have any access or has not received "Unpublished Price Sensitive Information" up to the time of signing the undertaking.
 - (b) That in case the Designated Employee has access to or receives "Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - (c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
 - (d) That he/she has made a full and true disclosure in the matter.
- (iv) The Compliance Officer shall communicate approval of transaction to be executed by Designated Person on his/ her pre-clearance request in prescribed Form (Annexure-3).
- (v) All Designated Persons shall execute their order(s) in respect of securities of the Company within seven trading days after the approval of pre-clearance is given. Such persons shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed Form (Annexure-4). In case the transaction is not undertaken, a report to that effect shall be filed.
- (vi) If the order is not executed within seven trading days after the approval is given, the employee/director must pre-clear the transaction again.
- (vii) All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Specified Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and

Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act. Provided that this shall not be applicable for trades pursuant to exercise of stock options.

- (viii) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

XI. TRADING WINDOW AND PROHIBITION ON DEALING DURING WINDOW CLOSURE

1. The Company shall specify a trading period, to be called “Trading Window”, for trading in the Company’s Securities. When the Trading Window is closed, all Designated Persons (including their immediate relatives) and all promoters including member of promoter group shall not trade in the Company’s securities in such period.
2. The Compliance Officer shall intimate the closure of trading window to all the designated persons of the Company when he determines that a designated persons or class of designated persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates.

As per Clause 4 of the Schedule B of the Regulations, trading restriction period shall be made applicable from the end of every quarter till 48 hours, after the declaration of financial results. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

3. The Compliance Officer can additionally specify a time for commencement of closing of Trading Window at the time of:
 - i. Declaration of dividends (interim and final);
 - ii. Issue of Securities by way of public/rights/bonus issue etc;
 - iii. Any major expansion plans or execution of new projects;
 - iv. Amalgamation, mergers, take.overs and buy back;
 - v. Disposal of whole or substantially whole of the undertaking;
 - vi. Any changes in policies, plans or operations of the Company.

Further any other period as may be notified from time to time by the Compliance Officer will also be considered as a closed period.

4. The Compliance Officer after taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, shall decide the timing for reopening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.
5. The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

6. The Trading window restrictions shall not apply in respect of –
 - a. transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 of the regulations and in respect of a pledge of shares for bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer and compliance with respective regulations made by the Board;
 - b. transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants and debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in buy-back offer, open offer, delisting offer.

XII. OTHER RESTRICTIONS

1. The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
2. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.
3. The disclosures made under this Code shall be maintained for a period of five years.

XIII. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

i. Initial Disclosure:

Every promoter/ member of the promoter group/ Key Managerial Personnel/ Director/ Officers/ Designated Employees of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed Form A (Annexure-5).

Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter/member of promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the prescribed Form B (Annexure-6).

ii. Continual Disclosure:

Every promoter/ member of the promoter group/ Designated Person/ Director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two (2) trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000/- (Rupees Ten Lakh Only) and same shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed Form C (Annexure-7).

Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

iii. Disclosures by other connected persons:

The Company may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in the prescribed Form D (Annexure-8) and at such frequency in order to monitor compliance with these regulations.

iv. Annual Disclosures by Designated Persons

Annual disclosure of all holdings in Equity Shares as on the last day of the Company's financial year should be submitted in the format prescribed in Annexure-9 by the designated persons within a period of 30 days from the closure of each financial year with the following details:

- a) Name of Immediate Relatives and persons with whom such Designated Person(s) shares a Material Financial Relationship;
- b) PAN or any other identifier authorized by law of (a)
- c) Phone, mobile numbers of persons mentioned in (a)

Note: "Material Financial Relationship" shall mean a relationship as relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions."

XIV. MAINTENANCE OF STRUCTURED DIGITAL DATABASE

As required under Regulation 3 (5) of the Regulations, the Compliance Officer shall maintain a structured digital database of such persons or entities as the case may be with whom UPSI is shared, along with the following information pertaining to the recipients-

- Name of such recipient of UPSI
- Name of the Organization or entity which the recipient represents
- Postal Address and E-mail ID of such recipient
- Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available

Such database shall be maintained in accordance with the SEBI PIT Regulations, 2015 from time to time, including adequate internal controls and checks such as time stamping and audit trials to ensure non-tampering of such database.

Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes:

- Immediate relatives;

- Persons with who such designated person(s) share a material financial relationship;
- Phone, mobile numbers which are used by them.

The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediate preceding 12 months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transaction.

XV. DISCLOSURE BY THE COMPANY TO THE STOCK EXCHANGES

1. Within 2 days of the receipt of intimation under Clause 8.3 of the Regulations, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
2. The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors/ officers/ designated employees for a minimum period of five years.

XVI. DISSEMINATION OF PRICE SENSITIVE INFORMATION

1. No information shall be passed by Specified Persons by way of making a recommendation for the purchase or sale of securities of the Company.
2. Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors:-

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

XVII. MECHANISM FOR PREVENTION OF INSIDER TRADING

The Company shall put in place adequate and effective system of internal controls which mainly consist of the following, to prevent dealing in securities by insiders with misuse of unpublished price sensitive information (UPSI):

- i. All employees who have access to UPSI shall be identified as designated persons;
- ii. All unpublished price sensitive information shall be identified and its confidentiality shall be maintained by designated persons and others who have knowledge of UPSI;
- iii. Adequate restriction shall be placed on procurement, communication and sharing of UPSI by designated employees and others who have knowledge of such UPSI;

- iv. List of employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreement shall be executed or notice shall be served to all such employees and persons;
- v. All other relevant requirements specified under these regulations shall be complied with;
- vi. Audit Committee shall review once in a financial year, the process to evaluate effectiveness of the above said internal controls and shall verify that the system for internal control are adequate and are operating effectively.

XVIII. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

- 1. Any Designated Persons who trades in Equity Shares or communicates any information for trading in Equity Shares, in contravention of the code of conduct will be penalised and appropriate action will be taken by the Company;
- 2. Any Director or Designated Person who violates this Code may be penalised and or be subjected to disciplinary action by the Company, which may include salary freeze, suspension, termination, making them ineligible for future participation in ESOPs etc.;
- 3. The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

XIX. INFORMATION TO SEBI IN CASE OF VIOLATION OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

In case it is observed by the Company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI will be informed by the Company.

POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UPSI
(Under Regulation 9(A) of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended]

Preamble

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (PIT Amendment Regulations) mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate action on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

In this regard, Board of Directors of the Company has laid down this policy for procedure of inquiry in case of leak of Unpublished Price Sensitive Information (the policy), for adoption. This Policy shall be deemed to have come in to force from April 01, 2019.

Objective

- i. To strengthen the internal control system to prevent leak of UPSI;
- ii. To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the Company and which affects the market price of the Company as well as loss of reputation and investors' / financiers' confidence in the Company;
- iii. To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employees & Designated Persons with any person, firm, Company or Body Corporate;
- iv. To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India ("SEBI") promptly;
- v. To take disciplinary actions, if deemed fit against any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy, apart from any action that SEBI may initiate/take against the Insider, Employee & Designated Persons.

Scope

To lay procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

Disclosure of Actual or Suspected Leak of UPSI to Stock Exchanges & SEBI

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the Compliance Officer shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed and to the SEBI.

Constitution of Enquiry Committee

The Managing Director or any officer authorized by the Board in this behalf shall constitute a Committee to be called as "Enquiry Committee". The Enquiry Committee shall consist of minimum 3 (three) Members which shall include Managing Director. The Managing Director

may change/alter/re-constitute the Enquiry Committee as may be required from time to time.

Duties of Enquiry Committee

The Enquiry Committee shall be responsible:

- i. To conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;
- ii. To authorize any person, if required, to collect necessary support material;
- iii. To consider the facts and circumstances and decide/ direct on the matter;
- iv. To decide disciplinary action thereon.

Procedure for Enquiry in case of Leak of UPSI

Upon becoming aware of actual or suspected leak of UPSI, including by way of

- suo motu, including through its internal monitoring;
- a written complaint and/or email received through the whistle blower mechanism of the Company;
- communication received from regulatory authorities.

The Enquiry Committee shall evaluate and determine if the matter merits any enquiry.

- i. It is clarified that market rumors, inferences based on media reports, or observations made by analysts, etc. will not be the only determining factors for initiating a preliminary enquiry, and the Committee, have the discretion to decide if a preliminary enquiry is required to be undertaken, in each such case.
- ii. In the event the Enquiry Committee so decides, a preliminary inquiry shall be undertaken in case of actual/suspected leak of UPSI. The rationale for the same would be to enable the Enquiry Committee to establish and take cognizance actual facts and to decide if prima facie there appears to be any violation of securities laws. Based on the findings of the preliminary inquiry, the Enquiry Committee may decide if a detailed inquiry is required to be undertaken.
- iii. Based on the determination of the Enquiry Committee, a detailed inquiry may be launched in order to assess the veracity of the allegations regarding actual/ suspected leak of UPSI, including through review of the relevant documentation in this regard, as well as conducting interviews, where deemed necessary.
- iv. While conducting any inquiry into cases of actual/ suspected leak of UPSI, the Enquiry Committee shall give regards to the principles of natural justice. Accordingly, it will accord due opportunity of being heard to the relevant Designated Person/ Insider against whom the allegations have been leveled, during the course of inquiry. Further, such persons shall be entitled to make submissions and to lead evidence and depose witnesses etc., in their defense before the Enquiry Committee, and the Enquiry Committee will be required to assess and consider the same before concluding on the matter.

Disciplinary Action

Upon the conclusion of the inquiry and on the basis of the outcome thereof, the Enquiry Committee shall decide disciplinary action/penalty, if any, to be awarded to the Designated Person/Insider. The decision of the Enquiry Committee shall be final and binding.

Amendments in Law

Any subsequent amendment/modification in the SEBI Regulations, Companies Act, 2013, and/or the Listing Regulations and/or other applicable laws in this regard shall automatically apply to this Policy.

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[As envisaged under SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 ('SEBI Regulations')]

Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Purpose

Chapter - IV of SEBI (Prohibition of Insider Trading) Regulation, 2015, Regulation 8, provides for the formulation of a "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (hereinafter referred to as the "Code").

The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent the misuse of such information. To achieve these objectives, and in compliance with the aforesaid SEBI regulations, the Company, hereby adopts this Code.

Principles of Fair Disclosure for Purpose of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("UPSI")

The Company will adhere to the followings so as to ensure timely and adequate disclosure of Unpublished Price Sensitive Information (UPSI) with respect to it or its securities which is likely to affect price of the securities:

1. The Company will make, prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company will make, uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. The Company Secretary who is also the Compliance Officer shall act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.
4. The Company will make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available, as it deems fit.
5. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company will ensure that information shared with analysts and research personnel is not UPSI.

7. The Company will make transcripts or records of proceedings of meetings with analysts and other investor relations conferences related to quarterly and annual financial results, on the website of the Company to ensure official confirmation and documentation of disclosures made.
8. The Company will handle all UPSI on a need-to-know basis.

Power of the Board of Directors

The Chief Investor Relations Officer, subject to the approval of the Board of Directors, reserve the right to amend or modify this Code in whole or in part, at any time without assigning any reason whatsoever.

The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Code and to further the objective of good corporate governance.

The decision of the Board of Directors of the Company with regard to any or all matters relating to this Code shall be final and binding on all concerned.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

[Pursuant to Regulation 2A of the SEBI (Prohibition of Insider Trading) Regulations, 2018]

Background

The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. The Company has adopted the Code of Conduct for Prevention of Insider Trading (hereinafter referred to as the "Code of Conduct") duly approved by the Board of Directors and as amended from time to time.

Pursuant to amendment in the Regulations, the Company notifies that the Policy for Determination of Legitimate Purposes (hereinafter referred to as the "Policy") as a part of the Code of Conduct. Capitalized terms used in this Policy but not defined herein, have the respective meanings assigned to them in the Code of Conduct.

Determination of Legitimate Purposes for Sharing the Unpublished Price Sensitive Information:

The term "Legitimate Purpose" shall include sharing of UPSI in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations. The Legitimate Purposes shall inter alia include sharing of the UPSI in relation to the following:

- i. Sharing the information upon an action, subpoena or order of a court of competent jurisdiction.
- ii. Sharing the information for any requirement of legal process, regulation or governmental order, decree or as per applicable laws, rules and regulations.
- iii. Sharing of information with auditors viz. internal auditors, statutory auditors, cost auditors, tax auditors or secretarial auditors in relation to audit or for obtaining any certifications or any other services etc.
- iv. Sharing the information with partners, customers, collaborators and suppliers for entering into contracts or other business prospects which necessitates the same.
- v. Sharing of information for the purposes of obtaining regulatory licenses and approvals etc.
- vi. Sharing of information in relation to obtaining various credit facilities or loans, giving guarantees or providing security from/to banks, financial institutions or other lenders.

- vii. Sharing of information with merchant bankers including their counsels and advisors etc. in relation to further issue of any Securities, debentures, ADR/GDR, convertible instruments, QIPs etc.
- viii. Sharing information with legal advisors or counsels in relation to any litigations, representations or registering of any intellectual property rights or in relation to obtaining any opinion or advisory services etc.
- ix. Sharing information with consultants in relation to obtaining any opinion or advisory services etc.
- x. Sharing of information with auditors, counsels, advisors or consultant's taxation related issues.
- xi. Sharing of information with insolvency professionals or other advisors or consultants in any other important matters of the Company.
- xii. Sharing of certain information with Credit Rating Agencies in order to obtain rating from them.
- xiii. Sharing of such information as may be determined by the Managing Director/ Executive Directors/ Chief Financial Officer/ Compliance Officer from time to time.

Powers of Board of Directors:

The Board of Directors may modify and also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and to further the objective of good corporate governance.

APPLICATION FOR PRE-DEALING APPROVAL

Date:
To,
The Compliance Officer,
Orbit Exports Limited
Mumbai

Dear Sir / Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Number of securities held as on date	
4.	Folio No. / DP ID / Client ID No.)	
5.	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6.	Proposed date of dealing in securities	
7.	Estimated number of securities proposed to be acquired/subscribed/sold	
8.	Price at which the transaction is proposed	
9.	Current market price (as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off-market deal	Stock Exchange
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.

Yours Faithfully,

(Name, Designation and Signature of Employee)

**UNDERTAKING TO BE ACCOMPANIED WITH THE
APPLICATION FOR PRE-CLEARANCE**

To,
The Compliance Officer,
Orbit Exports Limited
Mumbai

I, _____, _____ of the Company residing at _____ am desirous of dealing in _____ * shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date:

Signature: _____

Name: _____

Designation: _____

* Indicate number of shares

PRE - CLEARANCE ORDER

To,

Name : _____

Designation : _____

Place : _____

This is to inform you that your request for dealing in _____ (nos) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/ deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

For Orbit Exports Limited

Compliance Officer

Date:

Encl: Format for submission of details of transaction

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
Orbit Exports Limited,
Mumbai

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)

Name of the holder	No. of Securities dealt with	Bought/Sold/ subscribed	DP ID/Client ID/Folio No.	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval (Applicable in case of purchase / subscription).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date:

Signature: _____

Name: _____

Designation: _____

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2) - Initial disclosure to the Company]

Name of the company: **Orbit Exports Limited**

ISIN of the company: **INE231G01010**

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP/ Directors/ immediate relative to/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a
director/KMP/Promoter]

Name of the company: **Orbit Exports Limited**

ISIN of the company: **INE231G01010**

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP/ Directors/ immediate relative to/others etc)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/ appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/ appointment of Director/KMP		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place: