orbit exports ltd.
122, MISTRY BHAWAN, 2ND FLOOR, NEAR K C COLLEGE, DINSHAW WACHHA ROAD, CHURCHGATE, MUMBAI – 400 020. (MAH.) INDIA. TEL : 91 22 66256262 • FAX NO. 22822031 • WEBSITE : www.orbitexports.com
CIN : L40300MH1983PLC030872

Date: October 01, 2019

To
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
1st Floor, New Trading Ring,
Dalal Street,
Mumbai – 400001
Security Code: 512626

CC:
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G – Block,
Bandra Kurla Complex,
Bandra East,
Mumbai – 400051
Symbol: ORBTEXP

Sub.: Disclosure under Regulation 34(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This refers to the Orbit Exports Limited Annual Report 2018-2019 filed with the stock exchanges on September 07, 2019 and September 08, 2019 respectively. Kindly note that inadvertently we omitted to place "Conservation of Energy" in the Annual Report and on page 175 under Compensation to key management personnel, there was typing error in total of "Amount of transaction in FY 2018-19" and be read as Rs.552.06 Lakhs instead of Rs.506.06 Lakhs. The updated Annual Report is enclosed herewith.

We request you to kindly take the enclosed Annual Report on record. We also request all our shareholders and readers of the Annual Report to take note of the enclosed "Conservation of Energy" while referring the Annual Report.

We regret the inconvenience caused.

For **Orbit Exports Limited**

Neha

Neha Poddar
Company Secretary

ORBIT EXPORTS LTD. MUMBAI

Encl: as above

orbit exports ltd.

36th Annual Report 2018-19

Chairman's Speech

Dear Shareholders,

It gives me immense pleasure to present the 36th Annual Report of the Company.

We continue to strengthen our creativity for the ever evolving consumer demands, rapidly changing fashion trends. The Report presents a concise and cogent analysis of our performance during the reporting year.

The Revenue from operations of the Company on a Standalone basis for the year 2018-19 stood at ₹ 13,338.51 lakhs as against ₹ 13,023.04 lakhs in the previous year, reflecting stability of operations in an otherwise uncertain market. Profit before tax stood at ₹ 3,043.05 lakhs in 2018-19 as compared to ₹ 3,505.76 lakhs in the previous year. Net profit after tax stood at ₹ 2,311.82 lakhs for the current year as compared to ₹ 2,490.88 lakhs in the previous year.

Your Company has further invested in product development in the textile industry with the hope to cater to more customers in the international as well as domestic markets. The company has also invested further in the Finished Products division, making an expansion in this area. During the Year the Fixed Assets of the Company increased by ₹ 2,039.80 Lakhs.

Your Company approved the proposal of buyback of Equity Shares of the Company in its meeting held on March 18, 2019 at the Maximum buyback price of ₹ 130/- per equity share and the Maximum buyback size of ₹ 10,00,00,000/- (Rupees Ten Crores only). The maximum indicative number of Equity shares that can be bought back is 7,69,230 Equity Shares comprising approximately 2.72% of the paid-up equity share capital of the Company.

The buyback was offered to all eligible equity shareholders of the Company (other than the Promoters, the Promoter Group and Persons in Control of the Company) under the open market route through the stock exchange. The Company will fund the buyback from its free reserves, current surplus and/ or cash and cash equivalents and/or internal accruals and / or liquid resources and / or such other permissible sources of funds of the Company. The buyback of equity shares through the stock exchange commenced on March 29, 2019 and is expected to be completed by September, 2019. During the year ended March 31, 2019, Nil equity shares were purchased from the stock exchange and therefore not extinguished any shares as of March 31, 2019.

The volatility and uncertainty of market conditions have taught us that in such dynamic scenarious we should keep a close watch on the business. The company is exploring newer avenues to continue to enhance shareholder value.

Growth, we believe, needs to be viewed through a long-term perspective. Our consistent focus needs to be on growing profitability, with a strong emphasis on cash flow. We will continue to take relevant steps to safeguard the Company's stable financial position with healthy cash reserves on the books.

For your Company the year ahead looks good as the Indian Textile Industry is buoyed by both strong domestic consumption as well as export demand. With consumerism, disposable income is on rise and with the entry of several international players into the India markets, the retail sector has experienced a rapid growth. All this, coupled with the Government continuing with the incentives schemes like Technology Up-gradation Fund Scheme (TUFS) and export promotion policies for the Textile Industries, the outlook looks enterprising for the Industry.

I would like to extend my gratitude to all my fellow board members, shareholders, customers, vendors, bankers, suppliers and employees of the Company for their unstinted support. I take this opportunity to thank everyone who has contributed to deliver the performance in fiscal '2019 and thank them for their belief.

Regards,

Pankaj Seth

Chairman & Managing Director

orbit exports ltd.

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COMPANY INFORMATION

BOARD OF DIRECTORS

Chairman and Managing Director
Pankaj Seth

Executive Directors
Anisha Seth
Bruce Larry Kieval

Non Independent Director
Varun Daga

Independent Directors
Saumil U. Marfatia
Balkrishna Patil
Pardeep Khosla
Sunil Buch – w.e.f. 04.02.2019
Gopikrishna Bubna – upto 04.02.2019

Chief Financial Officer
Mr. Mukesh Deopura

Company Secretary
Neha Poddar

COMMITTEES

Audit Committee
Pardeep Khosla – Chairman
Varun Daga
Balkrishna Patil

Stakeholders Relationship Committee
Saumil U. Marfatia – Chairman
Pankaj Seth
Sunil Buch

Corporate Social Responsibility Committee
Pankaj Seth – Chairman
Anisha Seth
Pardeep Khosla

Nomination & Remuneration Committee
Pardeep Khosla – Chairman
Varun Daga
Pankaj Seth
Sunil Buch

AUDITORS

Statutory Auditors
G. M. Kapadia & Co.
Chartered Accountants
1007, Raheja Chambers, 213
Nariman Point, Mumbai - 400021

Internal Auditors
CNK & Associates LLP
122, 3rd Floor, Mistry Bhavan,
Dinshaw Wachha Road,
Churchgate, Mumbai - 400020

BANKERS

State Bank of India
DBS Bank India Ltd.
HDFC Bank Ltd.

REGISTRAR AND TRANSFER AGENTS

Link Intime India Pvt. Ltd.
C 101, 247 Park, L B S Marg,
Vikhroli West,
Mumbai – 400 083
Ph.: +91-22 – 49186000; Fax: 49186060;
email: rnt.helpdesk@linkintime.co.in

REGISTERED & CORPORATE OFFICE

Orbit Exports Limited
122, Mistry Bhavan, 2nd Floor,
Dinshaw Wachha Road,
Churchgate, Mumbai - 400020
Ph.: 91-22-66256262; Fax:+91-22-22822031;
email: investors@orbitexports.com;
website: www.orbitexports.com

PLANT LOCATIONS

Surat

Plot No. 6, 7, 8 and 9, Fairdeal Textile Park,
Village Mahuvej, Taluka Mangrol,
Kosamba, District Surat – 394 102 (Gujarat)

Kalyan

Plot No.1, Bldg. No. B-12,
Asmeeta Textile Park,
Additional Kalyan Bhiwandi Indl. Area,
Sarawali-Kon Village, Taluka-Bhiwandi,
District – Thane – 421 311

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 36th Annual General Meeting of the Members of **ORBIT EXPORTS LIMITED** will be held at Babubhai Chinai Committee Room, 2nd Floor, IMC Building, IMC Marg, Churchgate, Mumbai – 400020 on Monday, September 30, 2019 at 04:00 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

   a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019, the Reports of the Board of Directors and Auditors thereon; and

   (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Report of Auditors thereon

2. To appoint a Director in place of Mrs. Anisha Seth (DIN: 00027611), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. To re-appoint Mr. Pankaj Seth as Managing Director and in this regard, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination and Remuneration Committee of the Board, the Consent of the Members of the Company be and is hereby accorded to Re-appoint Mr. Pankaj Seth (DIN: 00027554) as Managing Director of the Company for a period of 5 (five) years w.e.f. April 01, 2020 and payment of Remuneration for a period of 3 (Three) years on the terms and conditions including remuneration as set out in the Statement annexed to the notice of the Annual General Meeting with liberty to the Board of Directors of the Company, hereinafter referred to as "the Board", (which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter or vary, without further reference to the Members, the terms and conditions of the said re-appointment and/or remuneration, as it may deem fit as may be agreed to between the Board of Directors and Mr. Pankaj Seth (DIN: 00027554).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To re-appoint Mrs. Anisha Seth as a Whole-time Director and in this regard, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and in accordance with regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination and Remuneration Committee of the Board, and the Consent of the Members of the Company be and is hereby accorded to Re-appoint Mrs. Anisha Seth (DIN: 00027611) as Whole Time Director of the Company, for a period of 5 (five) years w.e.f. April 01, 2020 and payment of Remuneration for a period of 3 (Three) years on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the notice of the Annual General Meeting with liberty to the Board of Directors of the Company, hereinafter referred to as "the Board", (which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter or vary, without further reference to the Members, the terms and conditions of the said re-appointment and / or remuneration, as it may deem fit, as may be agreed to between the Board of Directors and Mrs. Anisha Seth (DIN: 00027611).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To appoint Mr. Sunil Ramesh Buch as an Independent Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Nomination and Remuneration Committee of the Board, Mr. Sunil Ramesh Buch (DIN No: 07780539), who was appointed by the Board of Directors with effect from February 04, 2019, as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of upto 5 (five) consecutive years with effect from February 04, 2019 to February 03, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To re-appoint Mr. Saumil Ushakant Marfatia as an Independent Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the recommendation of the Nomination and Remuneration Committee of the Board, Mr. Saumil Ushakant Marfatia (DIN NO: 02774221), who was appointed as an Independent Director and who holds office as an Independent Director up to September 09, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 02 (two) years consecutive years i.e., up to September 09, 2021.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To take approval/ ratification for entering into Material Related Party Transactions with Rainbow Line Trading L.L.C., an Associate Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 2(76), 188 and any other applicable provisions of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014 and the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval/ ratification of the Members of the Company be and is hereby accorded for entering into Material Related Party Transactions with Rainbow Line Trading L.L.C., an Associate Company, for sale of goods upto a sum not exceeding ₹ 5,000 Lakhs during the Financial Year 2019-2020 and not exceeding ₹ 7,500 Lakhs during the Financial Year 2020-2021 in the Ordinary Course of business at Arm's Length Basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

8. To ratify the remuneration of Cost Auditors of the Company for the Financial Year ending March 31, 2020 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s)

thereof for the time being in force), the payment of remuneration of ₹ 75,000/- (Rupees Seventy Five thousand only) per annum plus applicable tax rate and out of pocket expenses that may be incurred during the course of audit to M/s. Balwinder & Associates, Cost Accountants (Firm Registration No. 000201) appointed as Cost Auditor, by the Board of Directors of the Company to conduct the cost audit of the cost records of the Company for the year ending March 31, 2020, be and is hereby confirmed, approved and ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors

Place: Mumbai
Date: August 13, 2019

Pankaj Seth
Managing Director

Registered Office:-
122, Mistry Bhavan, 2nd Floor,
Dinshaw Wachha Road,
Churchgate, Mumbai – 400020

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.

   THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

   A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. Further a member holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member or shareholder. The holder of the proxy shall prove his identity at the time of attending the Meeting. Member may please note that a proxy does not have the right to speak at the Meeting and cannot vote on poll.

2. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

3. The relevant details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") of persons seeking appointment/ re-appointment as Directors are provided in the Annexure to this Notice.

4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

5. Members/Proxies should bring the Attendance Slip duly filled in, for attending the Meeting. The Attendance slip is accompanied with this Annual Report. Members, who hold shares in Electronic Form, are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording Attendance at the forthcoming Annual General Meeting.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

7. The Company has notified closure of Register of Members and Share Transfer Books from September 20, 2019 to September 24, 2019 (both days inclusive) for the purpose of the Annual General Meeting of the Company.

8. Members holding shares in physical mode are:

   a) required to submit their Permanent Account Number (PAN) and bank account details to the Company / Link Intime India Pvt. Ltd., if not registered with the Company, as mandated by SEBI.

   b) advised to register nomination in respect of their shareholding in the Company. Nomination Form (SH-13).

   c) requested to register / update their e-mail address with the Company / Link Intime India Pvt. Ltd. for receiving all communications from the Company electronically.

9. Members holding shares in electronic mode are:

   a) requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their Demat accounts.

   b) advised to contact their respective DPs for registering nomination.

   c) requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.

10. Non-Resident Indian Members are requested to inform Link Intime India Pvt. Ltd. / respective DPs, immediately of:

    a) Change in their residential status on return to India for permanent settlement.

    b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

11. All Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days except, Saturdays, Sunday and Public Holidays between 11.00 A.M. to 01.00 P.M. up to the date of the Annual General Meeting of the Company.

12. In terms of the provisions of Section 152 of the Act, Mrs. Anisha Seth, Director of the Company, retire by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company commend her re-appointment.

    Mrs. Anisha Seth is interested in the Ordinary Resolution set out at Item referred to in item No.2, of the Notice with regard to her re-appointment. Mr. Pankaj Seth, Chairman and Managing Director, being related to Mrs. Anisha Seth may be deemed to be interested in the resolution set out at Item No.2 of the Notice. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 of the Notice.

13. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Company Secretary/ Registrar of the Company, M/s. Link Intime India Pvt. Ltd., at the Company's Registered Office / Registrar and Transfer Agent's address.

14. Company has identified the unclaimed amount of dividend upto the date of Annual General Meeting i.e. held on September 12, 2018 and requisite detailed information has been uploaded on the Ministry's websites through e-form IEPF Form-2, and also on the Company website within the prescribed time limit.

    Members are hereby informed that Dividend which remains unclaimed/ not-encashed over a period of Seven years, has to be transferred as per the provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, by the Company to "The Investor Education and Protection Fund" constituted by the Central Government and the shares in respect of which such dividend is unclaimed/unpaid shall also be transferred to the Investor Education and Protection Fund Authority. It may please be noted that once unclaimed/ not-encashed dividend or shares are transferred to "Investor Education and Protection Fund" as above, no claims shall lie in respect of such amount by the Shareholder.

    The Members/ Claimants whose shares and unclaimed dividend has been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) alongwith requisite fee as decided by it from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per IEPF Rules.

    It is in Members' interest to claim any dividends that are not encashed and for the future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

    Accordingly, the Company would be transferring every year to the IEPF Authority those shares in respect of which dividend has not been encashed or claimed by Members for seven consecutive years. Members who have so far not encashed the Dividend for seven consecutive years are advised to submit their claim to the Company's R&TA at the aforesaid address immediately quoting their folio number/ DP ID & Client ID, to avoid transfer of their shares to IEPF Authority.

15. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amended vide notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation

16. The Members at the 32nd Annual General Meeting of the Company held on August 24, 2015, had appointed M/s G. M. Kapadia & Co, Chartered Accountants (Firm Registration No: 104767W) as the Statutory Auditors of the Company to hold office for a term of five years i.e., from the conclusion of the 32nd Annual General Meeting until the conclusion of 37th Annual General Meeting of the Company to be held in 2020 subject to ratification of their appointment by the shareholders, every year. The Ministry of Corporate Affairs vide its Notification dated May 07, 2018, has dispensed with the requirement of ratification of Auditor's appointment by the shareholders, every year. Hence, the resolution relating to ratification of Auditor's appointment is not included in the Notice of the ensuing Annual General Meeting.

17. The route map showing directions to reach the venue of the 36th Annual General Meeting is annexed herewith.

18. Electronic copy of Annual Report for the Financial Year 2018-19 is uploaded on the Company's website www.orbitexports.com and is also being sent to all Members whose email IDs are registered with the Company/

Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. Members are requested to support Green initiative by registering/ updating their e-mail address with the Depository Participant (in case of shares held in dematerialised form) or with Link Intime India Private Limited, the Registrar and Transfer Agent ("RTA") of the Company (in case of shares held in physical form). Electronic Copy of this Notice of the 36th AGM of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is uploaded on the Company's website www.orbitexports.com and the same is being sent to all Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail address, physical copies of this Notice and the Annual Report of the Company for the Financial Year 2018-19 are being sent through permitted mode.

19. Members who have not registered their e-mail addresses so far are requested to register the same for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

20. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Obligations and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility to cast their vote electronically, through the e-voting services provided by Link Intime India Pvt. Ltd. (LIIPL) on all resolutions set forth in this Notice, through remote e-voting to all members.

Such remote e-voting facility is in addition to voting that may take place at the meeting venue on September 30, 2019. Members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting.

The Board of Directors has appointed **Dr. S. K. Jain, Practicing Company Secretaries** as the Scrutinizer to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.orbitexports.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

The instructions to Members for voting electronically are as under:

The e-voting period commences on **September 27, 2019 at 10.00 AM and ends on September 29, 2019 at 05:00 PM.** During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of Members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on **the cut-off date of September 23, 2019.** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 23, 2019, may obtain the login ID and password by sending a request at insta.vote@linkintime.co.in or calling on 022-49186000.

The facility for voting through Poling Paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The instructions for shareholders voting electronically are as under:

Log-in to e-Voting website of Link Intime India Private Limited (LIIPL)

1. Visit the e-voting system of LIIPL. Open web browser by typing the following URL: https://instavote.linkintime.co.in.

2. Click on "Login" tab, available under 'Shareholders' section.

3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

4. Your User ID details are given below:

   a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID

   b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID

   c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No. + Folio Number registered with the Company

5. Your Password details are given below:

   If you are using e-Voting system of LIIPL: https://instavote.linkintime.co.in for the first time or if you are holding shares in physical form, you need to follow the steps given below:

   Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number. • Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

   If you are holding shares in demat form and had registered on to e-Voting system of LIIPL: https://instavote.linkintime.co.in, and/or voted on an earlier voting of any company then you can use your existing password to login.

   If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

   Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

   Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

   NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIIPL.

   For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

   It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

   Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.

10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIIPL: https://instavote.linkintime.co.in and register themselves as **'Custodian / Mutual Fund / Corporate Body'.**

  They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body' login** for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".

- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at https://instavote.linkintime.co.in, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 3

The Board of Directors of the Company ("Board") at its meeting held on August 13, 2019 has, subject to approval of Members, re-appointed Mr. Pankaj Seth (DIN NO. 00027554) as Managing Director, for a period of 5 (five) years from the expiry of present term, i.e. with effect from April 01, 2020 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee/ Board.

It is proposed to seek Members' approval for the re-appointment of and remuneration payable to Mr. Pankaj Seth as a Managing Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 ("the Act").

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Pankaj Seth are as under:

Board Perquisites and allowance per annum:

Particulars	(₹ in crore)
Salary	1,32,60,000
Perquisites and Allowances	67,40,000

I. Salary: ₹ 1,32,60,000/- (Rupees One Crore Thirty Two Lakhs and Sixty Thousand Only) per annum.

II. Perquisites and Allowances:

1. House Rent Allowance at the rate of 40% of Basic Salary.
2. Club fee.
3. Provision for use of car with driver

Explanation:

Perquisites shall be evaluated as per Income-Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

III. Others Including Retirals:

1. Gratuity: Gratuity payable to the extent permitted under the Payment of Gratuity Act, 1972.
2. Leave: Leave with full pay or encashment thereof as per the Rules of the Company.
3. The Perquisites and allowances shall be evaluated, whether applicable as per the provisions of the Income-Tax Act, 1961 or any other rules thereunder or any other statutory modification(s) or re-enactment thereof; in the absence of such rules, Perquisites and allowance shall be evaluated at actual cost.
4. The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company.
5. Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Mr. Pankaj Seth, as may be determined by the Nomination and Remuneration Committee/ Board.
6. The Managing Director shall not be liable to retire by rotation.

IV. General:

1. The Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend such business and carry out the orders and directions given by the Board time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
2. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provision contained in Section 166 of the Act with regard to duties of Directors.
3. The Managing Director shall adhere to the Company's Code of Conduct.

Save and except as provided in the foregoing paragraph, Mr. Pankaj Seth satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. Mr. Pankaj Seth is not disqualified from being appointed as a director in terms of Section 164 of the Act.

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

1) General Information:

a) Nature of Industry: Textile Industry

b) Date or expected date of commencement of commercial production:

Not applicable (Company is an existing company).

c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

d) Financial performance:

(₹ in Lakhs except EPS and per share data)

	Standalone		Consolidated	
Particulars	**2018 – 2019**	**2017-2018**	**2018 - 2019**	**2017-2018**
Sales and other income	13,676.69	13,380.43	14,193.86	14,002.37
EBIDTA	4,045.65	4,281.70	4,316.96	4,500.59
Profit before tax	3,043.05	3,505.76	3,311.45	3,722.72
Provision for Income Tax	655.74	995.47	662.11	1,000.41
Provision for Deferred Tax	224.31	23.69	222.98	23.03
Tax for earlier Year	(148.82)	(4.27)	(148.82)	(4.27)
Profit after tax	2,311.82	2,490.88	2,575.18	2,703.56
EPS (₹) (Basic, Diluted and not annualized)	8.18	8.69	9.11	9.43

e) Foreign investments or collaborations, if any: Nil

2) Information about the appointee:

Particulars	Mr. Pankaj Seth
Background details	Mr. Pankaj Seth is a Commerce Graduate from Mumbai University and Masters in Management Studies from NMIMS, Mumbai University
Past Remuneration	₹ 233 Lakhs
Recognition or Awards	-
Job Profile and his suitability	Mr. Pankaj Seth has vast experience in textile industry. He has nearly three decades of experience in the Textile sector and his wide travels have led him to have a deep understanding of various cultures and markets.
Remuneration proposed	As per the resolution at Item No. 3 of the Notice read with explanatory statement thereto.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Spouse of Mrs. Anisha Seth and not related to any other Director / Key Managerial Personnel

3) Other information :

a) **Reasons of loss or inadequate profits:** The Company has consistent track record of profitability and there is no loss in the Company. However, the remuneration proposed to be paid to Mr. Pankaj Seth, Managing Director of the company as per the limit prescribed under Section 197 read with Schedule V of Companies Act, 2013 is in excess of Net Profit computed under Section 198 and as prescribed in Part II of Section II of Schedule V of Companies Act, 2013.

b) **Steps taken or proposed to be taken for improvement:** It has been endeavour of the Company to penetrate into new export markets. The company has been continuously upgrading its production facility by

installing new machineries and enlarging its product range through innovation and changing pattern in market demand. The Company has been making all possible efforts to increase the volume of its business with focus on quality of its products.

c) **Expected increase in productivity and profits in measurable terms:** The Company is engaged in business of specialized Fabrics. The product range differs as per demand in different market segments. Hence, the increase in productivity vis-à-vis products cannot be measured. However, the Company has maintained its profits despite sluggish demand in some export markets by penetrating into new markets and through manufacture of Value Added products.

4) Disclosures:

The necessary disclosures required under Para IV of Section II of Part II of Schedule V to the Companies Act, 2013 have been disclosed in the Corporate Governance report and explanatory statement sent along with the Annual Report of the Company.

Details of Mr. Pankaj Seth are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Pankaj Seth is interested in the resolution set out at Item No. 3 of the Notice. Mrs. Anisha Seth, being related to Mr. Pankaj Seth may be deemed to be interested in the said resolution.

The relatives of Mr. Pankaj Seth may be deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

Item No.4

The Board of Directors of the Company ("Board") at its meeting held on August 13, 2019 has, subject to approval of Members, re-appointed Mrs. Anisha Seth (DIN NO. 00027611) as Whole-time Director, for a period of 5 (five) years from the expiry of present term, i.e. with effect from April 01, 2020 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee/ Board.

It is proposed to seek Members' approval for the re-appointment of and remuneration payable to Mrs. Anisha Seth as a Whole-time Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 ("the Act").

Broad particulars of the terms of re-appointment of and remuneration payable to Mrs. Anisha Seth are as under:

Board Perquisites and allowance per annum:

Particulars	(₹ in crore)
Salary	1,32,60,000
Perquisites and Allowances	67,40,000

I. Salary: ₹ 1,32,60,000/- (Rupees One Crore Thirty Two Lakhs and Sixty Thousand Only) per annum.

II. Perquisites and Allowances:

1. House Rent Allowance at the rate of 40% of Basic Salary.
2. Provision for use of car with driver

Explanation:

Perquisites shall be evaluated as per Income-Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

III. Others Including Retirals:

1. Gratuity: Gratuity payable to the extent permitted under the Payment of Gratuity Act, 1972.
2. Leave: Leave with full pay or encashment thereof as per the Rules of the Company.
3. The Perquisites and allowances shall be evaluated, whether applicable as per the provisions of the Income-Tax Act, 1961 or any other rules thereunder or any other statutory modification(s) or re-enactment thereof; in the absence of such rules, Perquisites and allowance shall be evaluated at actual cost

4. The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company.

5. Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Mrs. Anisha Seth, as may be determined by the Nomination and Remuneration Committee/ Board.

6. The Whole-time Director shall be liable to retire by rotation.

IV. General:

1. The Whole-time Director will perform her duties as such with regard to all work of the Company and will manage and attend such business and carry out the orders and directions given by the Board time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.

2. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provision contained in Section 166 of the Act with regard to duties of Directors.

3. The Whole-time Director shall adhere to the Company's Code of Conduct.

Save and except as provided in the foregoing paragraph, Mrs. Anisha Seth satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for her re-appointment. Mrs. Anisha Seth is not disqualified from being appointed as a director in terms of Section 164 of the Act.

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

1) General Information:

a. Nature of Industry : Textile Industry

b. Date or expected date of commencement of commercial production:

Not applicable (Company is an existing company).

c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

d. Financial performance:

(₹ in Lakhs except EPS and per share data)

	Standalone		Consolidated	
Particulars	**2018 – 2019**	**2017-2018**	**2018 - 2019**	**2017-2018**
Sales and other income	13,676.69	13,380.43	14,193.86	14,002.37
EBIDTA	4,045.65	4,281.70	4,316.96	4,500.59
Profit before tax	3,043.05	3,505.76	3,311.45	3,722.72
Provision for Income Tax	655.74	995.47	662.11	1,000.41
Provision for Deferred Tax	224.31	23.69	222.98	23.03
Tax for earlier Year	(148.82)	(4.27)	(148.82)	(4.27)
Profit after tax	2,311.82	2,490.88	2,575.18	2,703.56
EPS (₹) (Basic, Diluted and not annualized)	8.18	8.69	9.11	9.43

e. Foreign investments or collaborations, if any: Nil

2) Information about the appointee:

Particulars	Mrs. Anisha Seth
Background details	Mrs. Anisha Seth is a Graduation in Economics (Hons) from Delhi University and Masters in Management Studies from NMIMS, Mumbai University

Past Remuneration	₹ 233 Lakhs
Recognition or Awards	-
Job Profile and his suitability	Mrs. Anisha Seth has vast experience in textile industry. She leads the production department and holds the primary responsibility for systems and execution.
Remuneration proposed	As per the resolution at Item No. 4 of the Notice read with explanatory statement thereto.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Spouse of Mr. Pankaj Seth and not related to any other Director / Key Managerial Personnel

3) Other information:

a) **Reasons of loss or inadequate profits:** The Company has consistent track record of profitability and there is no loss in the Company. However, the remuneration proposed to be paid to Mrs. Anisha Seth, Whole- time Director of the company as per the limit prescribed under Section 197 read with Schedule V of Companies Act, 2013 is in excess of Net Profit computed under Section 198 and as prescribed in Part II of Section II of Schedule V of Companies Act, 2013.

b) **Steps taken or proposed to be taken for improvement:** It has been endeavour of the Company to penetrate into new export markets. The company has been continuously upgrading its production facility by installing new machineries and enlarging its product range through innovation and changing pattern in market demand. The Company has been making all possible efforts to increase the volume of its business with focus on quality of its products.

c) **Expected increase in productivity and profits in measurable terms:** The Company is engaged in business of specialized Fabrics. The product range differs as per demand in different market segments. Hence, the increase in productivity vis-à-vis products cannot be measured. However, the Company has maintained its profits despite sluggish demand in some export markets by penetrating into new markets and through manufacture of Value Added products.

4) Disclosures:

The necessary disclosures required under Para IV of Section II of Part II of Schedule V to the Companies Act, 2013 have been disclosed in the Corporate Governance report and explanatory statement sent along with the Annual Report of the Company.

Details of Mrs. Anisha Seth are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mrs. Anisha Seth is interested in the resolution set out at Item No. 4 of the Notice. Mr. Pankaj Seth, being related to Mrs. Anisha Seth may be deemed to be interested in the said resolution.

The relatives of Mrs. Anisha Seth may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No.5

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), and the Articles of Association of the Company, Mr. Sunil Ramesh Buch (Din No: 07780539), as an Additional Director, to hold office as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from February 04, 2019.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the Members.

Mr. Sunil Ramesh Buch is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director.

The Company has also received declaration from Mr. Sunil Ramesh Buch that he meets the criteria of independence as prescribed both under section 149(6) of the Act and under the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Sunil Ramesh Buch fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Sunil Ramesh Buch is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mr. Sunil Ramesh Buch are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS- 2"), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of the letter of appointment of Mr. Sunil Ramesh Buch setting out the terms and conditions of appointment is available for inspection by the Members at the registered office of the Company.

Mr. Sunil Ramesh Buch is interested in the resolution set out at Item No. 5 of the Notice with regard to his appointment. Relatives of Mr. Sunil Ramesh Buch may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6

The resolution passed by the Members of the Company through Postal Ballot on September 16, 2014, the Members of the Company had appointed Mr. Saumil Ushakant Marfatia (DIN: 02774221)) as an Independent Director of the Company, to hold office up to September 09, 2019 ("first term").

The Nomination and Remuneration Committee (the 'NRC Committee') of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Saumil Ushakant Marfatia as an Independent Director, for a second term of 2 (two) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NRC Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Saumil Ushakant Marfatia would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Saumil Ushakant Marfatia as an Independent Director of the Company, not liable to retire by rotation, for a second term of 2 (two) consecutive years on the Board of the Company.

Mr. Saumil Ushakant Marfatia is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a director.

The Company has also received declaration from Mr. Saumil Ushakant Marfatia that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Saumil Ushakant Marfatia fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Saumil Ushakant Marfatia is independent of the management.

Details of Mr. Saumil Ushakant Marfatia are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of draft letter of appointment of Mr. Saumil Ushakant Marfatia setting out the terms and conditions of appointment is available for inspection by the Members at the registered office of the Company.

Mr. Saumil Ushakant Marfatia is interested in the resolution set out at Item No. 6 of the Notice with regard to his re-appointment. Relatives of Mr. Saumil Ushakant Marfatia may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

Item No.7

M/s. Rainbow Line Trading L.L.C., U.A.E. is a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations. M/s. Rainbow Line Trading L.L.C., U.A.E. is an Associate Company of M/s. Orbit Exports Limited ('OEL') as OEL holds 49% Shares in the said entity.

The Board of Directors of the Company at its Meeting held on August 13, 2019 and on recommendation of Audit Committee which reviewed the ongoing transactions with M/s. Rainbow Line Trading L.L.C., U.A.E. and subject to approval of Members of the Company, is doing sale transactions with M/s. Rainbow Line Trading L.L.C., upto a sum of not exceeding ₹ 5,000 Lakhs during the Financial Year 2019-2020 and ₹ 7,500 Lakhs during the Financial Year 2020-2021.

The said Related Party Transaction is a Material Related Party Transaction within the meaning of Regulation 23 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as the amount of transactions to be entered into together with previous transactions already entered into during the Financial Year 2019-2020 and 2020-2021 is likely to exceed 10% of the Annual Consolidated Turnover of the Company as per last Audited Financial Statements and require approval of the Shareholders under Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under First Proviso to Sub Section (1) of Section 188 of the Companies Act, 2013.

Name of the Related Party	Name of the director of Key managerial personnel who is related, if any	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Any other information relevant or important for the Members to take a decision on the proposed resolution.
Rainbow Line Trading L.L.C.	Not Applicable	Associate Company	Rainbow Line Trading L.L.C. is in the business of textile trading. Sale of textiles upto ₹ 5,000 Lakhs for the Financial Year 2019-2020 and ₹ 7,500 Lakhs for the Financial Year 2020-2021.	The transactions are in the ordinary course of business and are at an Arm's Length basis.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out in the Notice, except to the extent of their shareholding, if any, in the Company.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

Item No.8:

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s. Balwinder & Associates, Cost Accountants (Firm Registration No. 000201) as Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2020.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor requires to be ratified by the Members of the Company. Accordingly, ratification of the Members is sought as referred to in the Resolution at Item No.8 of the Notice of the payment of the remuneration amounting to ₹ 75,000/- (Seventy Five thousand only) for Cost Audit plus applicable tax rate and out of pocket expenses payable to the Cost Auditor for the Financial Year ending March 31, 2020.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for ratification by the Members.

ANNEXURE TO THE NOTICE DATED AUGUST 13, 2019

Details of the Directors retire by rotation/ seeking appointment/ re-appointment at the Forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Mr. Pankaj Seth
Director Identification Number	00027554

Date of Birth and Age	13/11/1963 55 years
Qualifications	Commerce Graduate from Mumbai University and Masters in Management Studies from NMIMS, Mumbai University
Date of first appointment on the Board	27/07/2004
Experience and Expertise	Mr. Pankaj Seth has vast experience in textile industry. He has nearly three decades of experience in the Textile sector and his wide travels have led him to have a deep understanding of various cultures and markets.
Terms and Conditions of Re-appointment	As per the resolution at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Pankaj Seth is proposed to be re-appointed as a Managing Director.
Remuneration last drawn (including sitting fees, if any)	₹ 233 Lakhs
Remuneration proposed to be paid	As per the resolution at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto.
Shareholding in the Company as on March 31, 2019	1,13,22,112 equity shares of ₹ 10/- each
Relationship with other Directors / Key Managerial Personnel	Spouse of Mrs. Anisha Seth and not related to any other Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (2018-19)	6
Directorships of other Boards as on March 31, 2019	Orbit Inc. Excellere (UK) Limited
Memberships/ Chairmanships of Committees of other Boards as on March 31, 2019	-

Name of the Director	Mrs. Anisha Seth
Director Identification Number	00027611
Date of Birth and Age	10/09/1964 54 years
Qualifications	Graduation in Economics (Hons) from Delhi University and Masters in Management Studies from NMIMS, Mumbai University
Date of first appointment on the Board	27/07/2004
Experience and Expertise	Mrs. Anisha Seth has vast experience in textile industry. She leads the production department and holds the primary responsibility for systems and execution.
Terms and Conditions of Re-appointment	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto, Mrs. Anisha Seth is proposed to be re-appointed as a Whole-time Director.
Remuneration last drawn (including sitting fees, if any)	₹ 233 Lakhs
Remuneration proposed to be paid	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto.
Shareholding in the Company as on March 31, 2019	38,13,853 equity shares of ₹ 10/- each
Relationship with other Directors / Key Managerial Personnel	Spouse of Mr. Pankaj Seth and not related to any other Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (2018-19)	6

Directorships of other Boards as on March 31, 2019	Orbit Inc. Mediaman Multitrade Private Limited Newvenue Multitrade Private Limited
Memberships/ Chairmanships of Committees of other Boards as on March 31, 2019	-

Name of the Director	Mr. Sunil Ramesh Buch
Director Identification Number	07780539
Date of Birth and Age	04/06/1964 55 years
Qualifications	Science Graduate and MBA from Mumbai University
Date of first appointment on the Board	04/02/2019
Experience and Expertise	Mr. Sunil Ramesh Buch is a versatile and multi- talented leader. He has over two decades of leadership and general management experience spanning FMCG, advertising, telecom, retail and media and entertainment sectors. He specialises in creating profitable brand-led businesses via thought leadership, entrepreneurial problem-solving, creative strategy and execution.
Terms and Conditions of Re-appointment	As per the resolution at Item No.5 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Sunil Ramesh Buch is proposed to be appointed as an Independent Director.
Remuneration last drawn (including sitting fees, if any)	₹ 0.35 Lakhs
Remuneration proposed to be paid	As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto.
Shareholding in the Company as on March 31, 2019	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (2018-19)	3
Directorships of other Boards as on March 31, 2019	-
Memberships/ Chairmanships of Committees of other Boards as on March 31, 2019	-

Name of the Director	Mr. Saumil Ushakant Marfatia
Director Identification Number	02774221
Date of Birth and Age	03/12/1959 59 years
Qualifications	Commerce Graduate from Mumbai University
Date of first appointment on the Board	29/09/2009
Experience and Expertise	Joined family business of yarn trading in 1983 and was dealer for Modipon Limited for nylon & polyster yarn. In 1992 started as consignment agent for polymers for Reliance Industries Limited for South Gujarat region.
Terms and Conditions of Re-appointment	As per the resolution at Item No.6 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Saumil Ushakant Marfatia is proposed to be re-appointed as an Independent Director.
Remuneration last drawn (including sitting fees, if any)	₹ 0.44 Lakhs

Remuneration proposed to be paid	As per the resolution at Item No. 6 of the Notice convening this Meeting read with explanatory statement thereto.
Shareholding in the Company as on March 31, 2019	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (2018-19)	4
Directorships of other Boards as on March 31, 2019	-
Memberships/ Chairmanships of Committees of other Boards as on March 31, 2019	-

By order of the Board of Directors

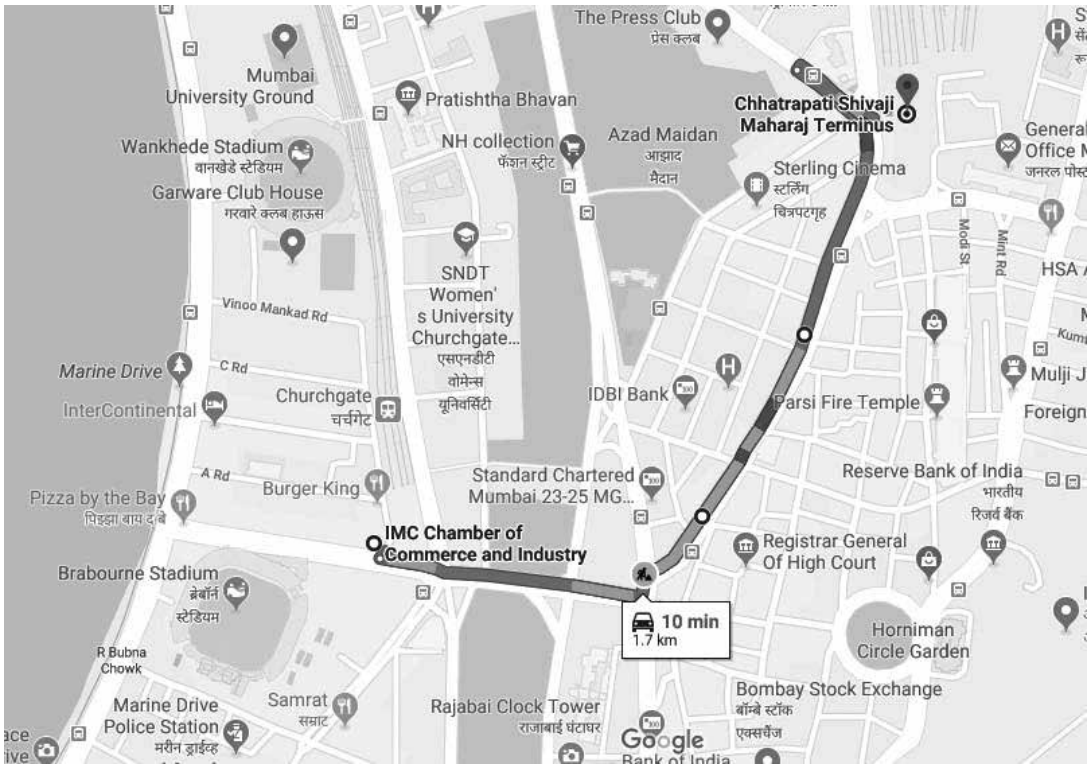
Place: Mumbai
Dated: August 13, 2019

Pankaj Seth
Managing Director

Registered Office:-
122, Mistry Bhavan, 2nd Floor,
Dinshaw Wachha Road,
Churchgate, Mumbai – 400020

ROUTE MAP TO THE AGM VENUE

AGM Venue: Babubhai Chinai Committee Room, 2nd Floor, IMC Building, IMC Marg, Churchgate, Mumbai – 400020, Maharashtra.



DIRECTOR'S REPORT

Dear Members,

Your Directors are pleased to present the 36th Annual Report together with audited financial statements for the year ended March 31, 2019.

1. FINANCIAL RESULTS

The Company's financial performance, for the year ended March 31, 2019 is summarized below:

₹ in Lakhs

Particulars	Standalone		Consolidated	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Revenue from Operations	13,338.51	13,023.04	13,855.68	13,644.98
Profit Before Share of Profit of Associate	3,043.05	3,505.76	3,081.35	3,526.85
Share of Profit of Associate	-	-	230.10	195.86
Tax Expenses (Including Deferred Tax)	731.23	1,014.89	736.27	1,019.17
Profit after Tax	2,311.82	2,490.88	2,575.18	2,703.54

2. PERFORMANCE REVIEW

The Revenue from operations for the Company on the Standalone basis for the year 2018-19 stood at ₹ 13,338.51 lakhs as against ₹ 13,023.04 lakhs in the previous year, reflecting stability of operations in an otherwise uncertain market. Profit before tax stood at ₹ 3,043.05 lakhs in 2018-19 as compared to ₹ 3,505.76 lakhs in the previous year. The Company could withstand adverse market conditions in the overseas market mainly due to its thirst on achieving internal operational excellence, penetration into new markets extensive tightening control on inventory management participating in the shift to renewable in energy and exercising stringent cost control measures. Net profit after tax stood at ₹ 2,311.82 lakhs for the current year as compared to ₹ 2,490.88 lakhs in the previous year. Consequently the earnings per share for the year 2018-19 stood at ₹ 8.18/- per share as compared to ₹ 8.69/- per share in the year 2017-18.

The revenue from operations for the Company of the Consolidated for the year 2018-19 stood at ₹ 13,855.68 lakhs as against ₹ 13,644.98 lakhs in the previous year, reflecting stability of operations in an uncertain market. Profit before tax stood at ₹ 3,311.45 lakhs in 2018-19 as compared to ₹ 3,722.72 lakhs in the previous year. Net profit after tax stood at ₹ 2,575.18 lakhs for the current year as compared to ₹ 2,703.54 lakhs in the previous year. Consequently the earnings per share for the year 2018-19 stood at ₹ 9.11/- per share as compared to ₹ 9.43/- per share in the year 2017-18.

3. CAPITAL EXPENDITURE

As at 31st March, 2019 the gross fixed assets stood at ₹ 12,729.80 lakhs and net fixed assets ₹ 10,500.14 lakhs. Additions during the year amounted to ₹ 2,039.80 lakhs.

4. DIVIDEND

During the Financial Year 2018-19, your Company has not declared any dividend (Interim and Final).

5. BUY-BACK OF EQUITY SHARES

The Board of Directors of the Company approved the proposal of buyback of Equity Shares of the Company in its meeting held on March 18, 2019 at the Maximum buyback price of ₹130/- per equity share and the Maximum buyback size of ₹10,00,00,000/- (Rupees Ten Crores only). The maximum indicative number of Equity shares that can be bought back is 7,69,230 Equity Shares comprising approximately 2.72% of the paid-up equity share capital of the Company.

The buyback was offered to all eligible equity shareholders of the Company (other than the Promoters, the Promoter Group and Persons in Control of the Company) under the open market route through the stock exchange. The Company will fund the buyback from its free reserves, current surplus and/ or cash and cash equivalents and/or internal accruals and / or liquid resources and / or such other permissible sources of funds of the Company. The buyback of equity shares through the stock exchange commenced on March 29, 2019 and is expected to be completed by September, 2019.

The maximum indicative number of Equity shares that can be bought back at the above maximum price would be 7,69,230. If the Equity shares are bought back at a price below the maximum Buyback price of ₹130/-, the actual number of Equity shares bought back could exceed the above indicative maximum Buyback quantity but will always be subject to the Maximum Buyback size.

Status of the Buyback as on the report date

The buyback commenced on March 29, 2019. The details regarding the number of shares bought back on a monthly basis are as follow:

Sr. No.	Month	No. of Equity Shares bought back	Consideration Paid (In ₹)	% of Maximum Buyback Size
1.	March, 2019	0	0	0
2.	April, 2019	1,10,691	1,26,67,587.65	12.67
3.	May, 2019	1,19,733	1,37,89,995.40	13.79
4.	June, 2019	1,11,412	1,29,17,762.55	12.92
5.	July, 2019	1,01,382	1,12,90,771.55	11.29
6.	Upto Aug 13, 2019	11,898	11,98,866.80	1.20
Total		**4,55,116**	**5,18,64,983.95**	**51.87**

In terms of the SEBI Buyback Regulations, the Equity Shares bought back during the month are required to be extinguished within 15 days of the succeeding month.

Consequently, the paid-up capital of the Company as at August 13, 2019 has been reduced from ₹ 28,25,78,560 (Pre-Buyback) to ₹ 27,81,46,380 Comprising of 2,78,14,638 Equity Shares of ₹ 10 each.

6. SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2019 was ₹ 2,825.79 lakhs. During the year under review, the Company has not issued shares or convertible securities or shares with differential voting rights nor has granted any stock options or sweat equity or warrants. As on March 31, 2019, none of the Directors of the Company hold instruments convertible into Equity Shares of the Company.

7. CREDIT RATING

The Company's financial discipline and prudence is reflected in the strong credit ratings ascribed by ICRA Limited as given below:

Instrument	Rating
Long Term Debt	ICRA A (Stable)
Short Term Debt	ICRA A1

8. CONSOLIDATED FINANCIAL STATEMENTS

Consolidated Financial Statement has been prepared in accordance with provision of the Companies Act, 2013 **(hereinafter referred to as the "Act")** read with the Companies (Accounts) Rules, 2014 and the applicable Indian Accounting Standards prescribed by the Institute of Chartered Accountants of India and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **(hereinafter referred to as the "SEBI Listing Regulations")**, along with all the relevant document and the audited consolidated financial statements are provided in this Annual Report.

9. SUBSIDIARY COMPANIES AND ASSOCIATE COMPANY

Pursuant to Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of Subsidiaries is given in Form AOC-1 which forms an integral part of this Report.

As on March 31, 2019, your Company has following **2 (Two) Subsidiary Companies and 1(one) Associate Company.**

Subsidiary Companies

1. Orbit Inc.
2. Excellere (UK) Ltd.

Associate Company

1. Rainbow Line Trading L.L.C.

Performance Highlights

The Company has one operating subsidiary company Orbit Inc. and one associate company Rainbow Line Trading L.L.C. Further, one subsidiary company Excellere (UK) Ltd. is yet to commence business.

The performance highlights of operating subsidiary and their contribution to the overall performance of the company during the financial year ended March 31, 2019 are as under:

Subsidiary	Performance during FY 2018-19 (₹ in Lakhs)		Contribution to overall performance of the Company (%)	
	Revenue	Profit After Tax	Revenue	Profit After Tax
Orbit Inc.	1,260.09	16.33	9.09	0.63

The performance highlights of operating associate is as under:

Rainbow Line Trading L.L.C.: Revenue for the year ended March 31, 2019 stood at ₹ 3,651.24 Lakhs and Profit After Tax for the year ended March 31, 2019 stood at ₹ 287.62 Lakhs.

Pursuant to the provisions of Section 136 of the Act, the Financial Statements of these subsidiaries are uploaded on the website of the Company i.e. www.orbitexports.com under 'Investor Information' tab and shall also be available for inspection by any Member at the Registered Office of the Company on all working days (Monday to Friday) during business hours till the date of ensuing Annual General Meeting. Any Member desirous of having a copy of Financial Statements of subsidiary companies can obtain the same from the Company by making a written request in this regard.

Pursuant to SEBI Listing Regulations, the Company has formulated a policy for determining its 'material subsidiaries'. The said Policy is uploaded on the website of the Company at www.orbitexports.com under 'Investor Information' tab.

10. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report on the operations of the Company, as required under the Regulation 34 of the SEBI (LODR) Regulations, 2015 is provided in a separate section and forms an integral part of this Report.

11. CORPORATE GOVERNANCE REPORT AND CERTIFICATE

As required under Regulation 34(3) read with Schedule V(C) of the Listing Regulations, a report on Corporate Governance and the certificate as required under Schedule V(E) of the SEBI (LODR) Regulations, 2015 from S. K. Jain & Co., Practicing Company Secretaries, regarding compliance of conditions of Corporate Governance is provided in a separate section and forms an integral part of this Report.

12. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as "Annexure A" to this Report and is also available on the Company's website viz. http://www.orbitexports.com.

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors:

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Company's Articles of Association, Mrs. Anisha Seth, Whole Time Director of the Company, retires by rotation at the ensuing Annual General Meeting and the Board of Directors on the recommendation of Nomination and Remuneration Committee has recommended her re-appointment and being eligible has offered herself for re-appointment.

During the year under review, the Board of Directors on the recommendation of Nomination and Remuneration Committee has re-appointment Mr. Pankaj Seth as Managing Director and Mrs. Anisha Seth as Whole-time Director of the Company for the period of 5(five) years with effect from April 01, 2020, subject to approval of shareholders, as their current term of office is upto March 31, 2020.

Further, the Board of Directors on recommendation of the Nomination and Remuneration Committee appointed Mr. Sunil Ramesh Buch as an Additional Director with effect from February 04, 2019. In terms of Section 161 of

the Act, Mr. Sunil Ramesh Buch holds office up to the date of ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing Mr. Sunil Ramesh Buch's name for the office of Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sunil Ramesh Buch as a Non-executive Independent Director, for the approval by the members of the Company. Brief profile of Mr. Sunil Ramesh Buch has been given in the Notice convening the Annual General Meeting.

Further, the Board of Directors on recommendation of the Nomination and Remuneration Committee re-appointed Mr. Saumil Marfatia, who was appointed as an "Independent Director" by the Members through Postal Ballot resolution passed on September 16, 2014 effective September 10, 2014 for a period of five years up to September 09, 2019, will be completing his first term as Independent Director and is eligible for re-appointment for a second term of two years.

Mr. Balkrishna Patil, Independent Director has expressed his desire not to be re-appointed for a second term as an Independent Director. The Board has placed on record its sincere appreciation for the valuable contributions made by Mr. Balkrishna Patil during his long association with the Company as Director of the Company.

Mr. Gopikrishna Bubna resigned from the Directorship of the Company as Non - Executive Independent Director of the Company from the close of the working hours on February 04, 2019. The Board places on record its deep appreciation for the services rendered by Mr. Gopikrishna Bubna during his tenure as Director and Member of various committees of the Board of Directors of the Company.

In compliance with sub-regulation (3) of Regulation 36 of SEBI Listing Regulations, brief resume, expertise and other details of the Director(s) proposed to be appointed/ re-appointed are given in the Notice convening the ensuing Annual General Meeting. The Board recommends the appointment/ re-appointment of Directors as stated above in the ensuing Annual General Meeting.

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's Code of Business Conduct & Ethics.

Key Managerial Personnel (KMP):

Mr. Pankaj Seth, Managing Director, Mrs. Anisha Seth, Whole Time Director, Mr. Mukesh Deopura, Chief Financial Officer and Mrs. Neha Poddar, Company Secretary are the Key Managerial Personnel of your Company in accordance with the provisions of Section 2(51) and Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

14. NUMBER OF MEETINGS OF THE BOARD

During the year under review Six Meetings of the Board of Directors of the Company were held during the financial year 2018-19. The particulars of meetings held and attended by each Director are detailed in the Corporate Governance Report.

15. COMMITTEES OF THE BOARD

The Board of Directors have the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee

The details of the Committees along with their composition, number of meetings held and attendance at the meetings are provided in the Corporate Governance Report.

16. BOARD EVALUATION

Pursuant to the provisions of the Act and the Listing Regulations, a structured questionnaire was prepared after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Directors was completed during the year under review. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors and Non-Executive Director. The Board of Directors expressed their satisfaction with the evaluation process.

17. REMUNERATION POLICY OF THE COMPANY

The Remuneration Policy of the Company for appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the Company along with other related matters have been provided in the Corporate Governance Report.

As and when need arises to appoint Director, the Nomination and Remuneration Committee (NRC) of the Company determines the criteria based on the specific requirements. NRC while recommending candidature to the Board takes into consideration the qualification, attributes, experience and Independence of the Candidate. Director(s) appointment and remuneration are made as per NRC Policy of the Company.

18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE ACT

During the year, the Company has granted Inter Corporate Deposit of ₹ 50 Lakhs to M/s. Shahlon Silk Industries Ltd. for a period of 6 months and at an interest rate of 12% p.a. The Company has received back the Inter Corporate Deposit from M/s. Shahlon Silk Industries Ltd. on February 28, 2019.

The Company has also granted Inter Corporate Deposit of ₹ 25 Lakhs to Wampum Syntex for a period of 6 months and at an interest rate of 12% p.a. and which was further extended for a period of 5 months and 11 days w.e.f. October 17, 2018 to March 27, 2019. The Company has received back the Inter Corporate Deposit from Wampum Syntex on March 14, 2019 and Company also granted Inter Corporate Deposit of ₹ 25 Lakhs to Wampum Syntex for a period of 3 months and at an interest rate of 12% p.a. and which was further extended for a period of 4 months w.e.f. November 09, 2018 to March 27, 2019. The Company has received back the Inter Corporate Deposit from Wampum Syntex on March 14, 2019.

In the month of April, 2019 the Company has granted Inter Corporate deposit of ₹ 50 Lakhs to Wampum Syntex for a period of 6 months or at an earlier date days beginning from the date of disbursal of loan i.e. April 16, 2019 and at an interest rate of 12% p.a.

In the month of May, 2019 the Company has granted Inter Corporate deposit of ₹ 50 Lakhs to M/s. Shahlon Silk Industries Ltd. for a period of 6 months or at an earlier date days beginning from the date of disbursal of loan i.e. May 15, 2019 and at an interest rate of 12% p.a.

19. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The policy provides for a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them. More details on the vigil mechanism and the Whistle Blower Policy of your Company have been outlined in the Corporate Governance Report which forms part of this report.

20. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY

The Board of Directors has adopted a policy on Related Party Transactions. The objective is to ensure proper approval, disclosure and reporting of transactions as applicable, between the Company and any of its related parties. During the financial year 2018-19, your Company has entered into transactions with related parties as defined under section 2(76) of the Companies Act, 2013 read with The Companies (Specification of Definitions Details) Rules, 2014, which were in the ordinary course of business and on arm's length basis and in accordance with the provisions of Companies Act, 2013, Rules issued thereunder. During the financial year 2018-19, there were transactions with the related parties which qualify as material transactions under Listing Agreement.

The details of the related party transactions are disclosed in the notes to accounts annexed to the standalone financial statement forming part of this Annual Report.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and at Arm's Length basis. Material Related Party Transactions, i.e. transactions exceeding 10% of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is attached as "Annexure - B".

The Policy on related party transactions, as formulated by the Board is available on the Company's website i.e. www.orbitexports.com under 'Investor Information' tab.

21. STATE OF COMPANY'S AFFAIRS:

The total income for the financial year under review was ₹ 13,676.69 Lakhs as against ₹ 13,380.43 Lakhs for the previous financial year registering an increase of 2.21 %. The profit before tax from continuing operations including exceptional items was ₹ 3,043.05 Lakhs for the financial year under review as against ₹ 3,505.76 Lakhs for the previous financial year registering a decrease of 13.20%. The profit after tax from continuing operations including exceptional items was ₹ 2,311.82 Lakhs for the financial year under review as against ₹ 2,490.88 Lakhs for the previous financial year registering a decrease of 7.19%.

22. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is set as "Annexure C" to this Report.

23. RISK MANAGEMENT POLICY:

As per the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of this regulation shall be applicable to top 500 (five hundred) listed entities, determined on the basis of Market Capitalisation, as per the end of the immediate previous financial year and as per the provisions of the Section 134(3)(n) of Companies Act, 2013, a Statement indicating development and implementation of a Risk Management Policy for the Company including identification therein of element of risk, if any, which in the opinion of the Board may threaten the existence of the Company. As per the above mention provisions, Risk Management Policy is not applicable to the Company.

24. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY

There has been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations. All the orders received by the Company during the year are of routine in nature which have no significant/ material impact.

25. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

As required under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), during the year 2018-19, unclaimed dividend for financial year 2010-11 of ₹ 0.79 Lakhs, was transferred to the Investor Education and Protection Fund ("IEPF").

26. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, and based on the representation received from the management your Directors confirm that:

a. in the preparation of the annual accounts for the financial year ended March 31, 2019, the applicable accounting standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;

b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the Company for the year ended on that date;

c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. the Directors have prepared the annual accounts on a 'going concern' basis;

e. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

27. STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, **M/s. G.M. Kapadia & Co., Chartered Accountants** (Firm Registration No.104767W), were appointed as Statutory Auditors of the Company for a term of 5 years, to hold office from the conclusion of 32nd Annual General Meeting held on August 24, 2015 until the conclusion of 37th Annual General Meeting, subject to ratification of their appointment at every subsequent Annual General Meeting, if so required under the Act. The Requirement to place the matter relating to appointment of auditor for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM and a note in respect of same has been included in the Notice for this AGM. The Auditors have confirmed that, their appointment would be in accordance with the Section 139 of the Companies Act, 2013 and rule made thereunder and that they are not disqualified in terms of Section 141 of the Act.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

28. COST AUDITOR

In terms of the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Amendment Rules, 2014, your Company is required to maintain cost records and accordingly, such accounts are made and records have been maintained relating to Textile Divisions every year.

The Board of Directors, on the recommendation of the Audit Committee, have appointed **M/s. Balwinder & Associates**, Cost Accountants (Firm Registration Number: 000201) as Cost Auditors of the Company, for the financial year ending 31st March, 2020, on a remuneration as mentioned in the Notice convening the 36th Annual General Meeting for conducting the audit of the cost records maintained by the Company.

A resolution seeking ratification by the members for the remuneration payable to Cost Auditor forms part of the Notice of the 36th Annual General Meeting of the Company and same is recommended for your consideration and approval.

29. SECRETARIAL AUDITOR

Pursuant to the provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed **S. K. Jain & Co.**, a firm of the Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2019-20. The Secretarial Audit Report for the financial year ended March 31, 2019 is annexed herewith and marked as "Annexure D" to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

30. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has an Internal Control System, commensurate with the size, scale and complexity of its operations to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly.

The internal control is exercised through documented policies, guidelines and procedures. It is supplemented by an extensive program of internal audits. The audit observations and corrective action taken thereon are periodically reviewed by the audit committee to ensure effectiveness of the internal control system. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of persons.

The scope and coverage of the internal audit plan includes reviewing and reporting on key process risks, adherence to operating guidelines and statutory compliances. The internal audit function provides assurance to the Board and the Audit Committee regarding the design, adequacy and operating effectiveness of the internal control system.

31. CORPORATE SOCIAL RESPONSIBILITY

As per the provisions of Section 135 read with Schedule VII of the Companies Act, 2013 along with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and any other statutory amendment or modification thereof and the Company's CSR Policy in respect of Corporate Social Responsibility activity. The CSR Policy has been posted on the website of the Company at www.orbitexports.com under 'Investor Information' tab.

During the year under the review, the Company was required to spend 2 percent of the average net profits for the preceding three financial years calculated in terms of the provisions of Section 198 of the Act. The report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out as "Annexure E".

32. PARTICULARS OF EMPLOYEES

Disclosures with respect to the remuneration of Directors and employees as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided under "Annexure F", which is annexed to this Report.

A statement comprising the names of top 10 employees in terms of remuneration drawn is not being sent along with this annual report to the Members of the Company in line with the provisions of Section 136 of the Act. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company. The aforesaid Annexure is also available for inspection by Members at the Registered Office of the Company, 21 days before and up to the date of the ensuing Annual General Meeting during the business hours on working days.

In terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, the statement showing the name of the employees drawing remuneration in excess of the limit specified in the Rules are not applicable on the Company as during the period, no employee of the Company was drawing salary in excess of the that drawn by the Managing Director or Whole time Director

33. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, no cases were received/filed pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

34. EMPLOYEES' STOCK OPTION SCHEME

The Nomination and Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors the Employees' Stock Option Scheme of the Company in accordance with the applicable SEBI (Share Based Employee Benefits) Regulations, 2014, erstwhile SEBI (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and as per Section 62(1)(b) of the Companies Act, 2013 read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014.

Disclosures with respect to Employees Stock Option Scheme of the Company

Number of options granted: 1,51,000

Exercise Price: 52,000 options granted at an exercise price of ₹ 69.75/- per option, 95,000 options granted at an exercise price of ₹ 342/- per option and 4,000 options granted at an exercise price of ₹ 348.50/-.

Options vested: 52,000 options and 95,000 options and 4,000 options.

Options exercised: On 5th November, 2015, company allotted 30,000 equity shares pursuant to exercise of 30,000 stock options by the employees of the Company.

On 29th January, 2016, company allotted 13,000 equity shares pursuant to exercise of 13,000 stock options by the employees of the Company.

On 2nd April, 2016, company allotted 9,000 equity shares pursuant to exercise of 9,000 stock options by the employees of the Company.

35. DEPOSITS

Your Company did not accepted any deposits within the meaning of the provisions of Chapter V – Acceptance of Deposits by Companies read with the Companies (Acceptance of Deposits) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details of Deposits which are not in Compliance with the Chapter V of the Act is not applicable.

36. REPORTING OF FRAUDS

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of the Act and Rules framed thereunder.

37. AMOUNT, IF ANY, PROPOSED TO BE TRANSFERRED TO GENERAL RESERVES

There was no transfer to General Reserves during the Financial Year 2018-19.

38. MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY FROM THE END OF THE FINANCIAL YEAR AND TILL THE DATE OF THIS REPORT

There has been no material changes and commitment, affecting the financial performance of the Company occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of this Report.

39. CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of business of the Company during the year under review.

40. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

41. OTHER DISCLOSURE

1. The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board and General Meeting.
2. There are no significant/material orders passed by the regulators/courts/tribunals/Statutory and quasi-judicial body during the year under review which would impact the going concern status of your Company and its future operations.

42. ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on behalf of the Board of Directors

Dated: August 13, 2019
Place: Mumbai

Pankaj Seth
Chairman & Managing Director

ANNEXURE A TO THE DIRECTORS' REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31.03.2019

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L40300MH1983PLC030872
Registration Date	16-09-1983
Name of the Company	Orbit Exports Limited
Category / Sub-Category of the Company	Company having Share Capital
Address of the Registered Office and contact details	122, Mistry Bhavan, 2nd Floor, Dinshaw Wachha Road, Churchgate, Mumbai - 400020
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. C -101, 247 Park, L.B.S. Marg, Vikhroli West Mumbai – 400083

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Fabrics	13122	93.35

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Orbit Inc., 835-B, San Julian Street, Los Angeles, CA 90014	Not Applicable	Subsidiary	100%	2(87)
2	Excellere (UK) Ltd., Kajaine House, 57-67, High Street, Edgware HA 87DD, England	Not Applicable	Subsidiary	100%	2(87)
3	Rainbow Line Trading L.L.C., Dubai, UAE Post Box No: 241196, Shop No. 12, Al Fardan Building, Bur Dubai Wholesale Textile Market, Opp.Siya Mosque, Bur Dubai, Dubai	Not Applicable	Associate	49%	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

(i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	1,51,90,164	0	1,51,90,164	53.76	1,51,50,503	0	1,51,50,503	53.62	(0.14)
b) Central Govt.	0	0	0	0	0	0	0	0	0.00
c) State Govt.(s)	0	0	0	0	0	0	0	0	0.00
d) Bodies Corporate	25,38,780	0	25,38,780	8.98	25,38,780	0	25,38,780	8.98	0.00
e) Banks / FI	0	0	0	0	0	0	0	0	0.00
f) Any Other	0	0	0	0	0	0	0	0	0.00
Sub-Total (A)(1)	**1,77,28,944**	**0**	**1,77,28,944**	**62.74**	**1,76,89,283**	**0**	**1,76,89,283**	**62.60**	**(0.14)**
(2) Foreign									
a) NRIs – Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-Total (A)(2)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0.00**
Total Shareholding of Promoters (A) =(A)(1)+(A)(2)	**1,77,28,944**	**0**	**1,77,28,944**	**62.74**	**1,76,89,283**	**0**	**1,76,89,283**	**62.60**	**(0.14)**
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds / UTI	0	0	0	0	0	0	0	0	0.00
b) Banks / FI	5,146	0	5,146	0.02	1,543	0	1,543	0.00	(0.02)
c) Central Govt.	0	0	0	0	0	0	0	0	0.00
d) State Govt.(s)	0	0	0	0	0	0	0	0	0.00
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
f) Insurance Companies	0	0	0	0	0	0	0	0	0.00
g) FIIs	0	0	0	0	0	0	0	0	0.00
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
i) Others (specify) – Foreign Portfolio Investor	3,736	0	3,736	0.01	0	0	0	0	(0.01)
Sub-Total (B)(1)	**8,882**	**0**	**8,882**	**0.03**	**1,543**	**0**	**1,543**	**0.01**	**(0.03)**
(2) Non-Institutions									

a) Bodies Corporate									
i) Indian	8,99,792	5,100	9,04,892	3.20	10,25,811	5,100	10,30,911	3.65	0.45
ii) Overseas	0	0	0	0	0	0	0	0	0.00
b) Individuals									
i) Individual Shareholders holding nominal share capital upto ₹ 1 lakh	26,92,284	4,84,539	31,76,823	11.24	25,14,867	4,42,241	29,57,108	10.47	(0.77)
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	53,15,623	0	53,15,623	18.81	53,25,546	0	53,25,546	18.85	0.04
c) Others (specify)									
i) IEPF	38,508	0	38,508	0.14	38,508	0	38,508	0.14	0.00
ii) Trusts	2,151	0	2,151	0.01	0	0	0	0.00	(0.01)
iii) Clearing Members	36,982	0	36,982	0.13	14,713	0	14,713	0.05	(0.08)
iv) Market Maker	950	0	950	0.00	912	0	912	0.00	0.00
v) NRI (Repat)	5,26,005	0	5,26,005	1.86	6,19,598	0	6,19,598	2.19	0.33
vi) NRI (Non Repat)	3,86,515	0	3,86,515	1.37	3,98,707	0	3,98,707	1.41	0.04
vii) Hindu Undivided Family	1,31,581	0	1,31,581	0.47	1,81,027	0	1,81,027	0.64	0.17
Sub-Total (B)(2)	**1,00,30,391**	**4,89,639**	**1,05,20,030**	**37.23**	**1,01,19,689**	**4,47,341**	**1,05,67,030**	**37.40**	**0.17**
Total Public Share-holding (B)=(B)(1)+ (B)(2)	**1,00,39,273**	**4,89,639**	**1,05,28,912**	**37.26**	**1,01,21,232**	**4,47,341**	**1,05,68,573**	**37.41**	**0.14**
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0.00
Grand Total (A+B+C)	**2,77,68,217**	**4,89,639**	**2,82,57,856**	**100**	**2,78,10,515**	**4,47,341**	**2,82,57,856**	**100**	**0**

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share-holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mr. Pankaj Seth	1,12,83,186	39.93	0	1,13,22,112	40.07	0	0.14
2	Ms. Anisha Seth	37,81,790	13.38	0	38,13,853	13.50	0	0.12
3	Ms. Vishakha Seth Mehra	12,000	0.04	0	12,000	0.04	0	0.00
4	Mr. Parth Seth	1500	0.01	0	2,538	0.01	0	0.00
5	M/s. Mediaman Multitrade Private Limited	25,38,780	8.98	0	25,38,780	8.98	0	0.00

6	Ms. Sujata Arora	49,000	0.17	0	Re-classified as Public shareholders vide Ref. LIST/COMP/ PC/964/2018-19 dated Nov 05, 2018 from BSE and vide Ref. NSE/LIST/65660 dated Nov 05, 2018 from NSE			
7	Ms. Sangeeta Bhatia	20,600	0.07	0				
8	Ms. Vijaya Hasurkar	18,318	0.07	0				
9	Ms. Rama Seth	11,600	0.04	0				
10	Mr. Shrigovind Hasurkar	6,450	0.02	0				
11	Mr. Siddharth Mehra	5,720	0.02	0				
	Total	**1,77,28,944**	**62.74**	**0**	**1,76,89,283**	**62.60**	**0**	**(0.14)**

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	**Mr. Pankaj Seth**				
	At the beginning of the year	1,12,83,186	39.93	1,12,83,186	39.93
	Add: Purchase of Shares on June 26, 2018	8,926	0.03	1,12,92,112	39.96
	Add: Purchase of Shares on August 10, 2018	30,000	0.11	1,13,22,112	40.07
	At the end of the year	1,13,22,112	40.07	1,13,22,112	40.07
2.	**Ms. Anisha Seth**				
	At the beginning of the year	37,81,790	13.38	37,81,790	13.38
	Add: Purchase of Shares on June 27, 2018	2,063	0.01	37,83,853	13.39
	Add: Purchase of Shares on August 10, 2018	20,000	0.07	38,03,853	13.46
	Add: Purchase of Shares on September 24, 2018	10,000	0.04	38,13,853	13.50
	At the end of the year	38,13,853	13.50	38,13,853	13.50
3.	**Ms. Sujata Arora**				
	At the beginning of the year	49,000	0.17	49,000	0.17
	At the end of the year	Re-classified as Public shareholders vide Ref. LIST/COMP/ PC/964/2018-19 dated Nov 05, 2018 from BSE and vide Ref. NSE/ LIST/65660 dated Nov 05, 2018 from NSE			
4.	**Ms. Rama Seth**				
	At the beginning of the year	11,600	0.04	11,600	0.04
	At the end of the year	Re-classified as Public shareholders vide Ref. LIST/COMP/ PC/964/2018-19 dated Nov 05, 2018 from BSE and vide Ref. NSE/ LIST/65660 dated Nov 05, 2018 from NSE			
5.	**Ms. Vijaya Hasurkar**				
	At the beginning of the year	18,318	0.07	18,318	0.07
	At the end of the year	Re-classified as Public shareholders vide Ref. LIST/COMP/ PC/964/2018-19 dated Nov 05, 2018 from BSE and vide Ref. NSE/ LIST/65660 dated Nov 05, 2018 from NSE			
6.	**Ms. Sangeeta Bhatia**				
	At the beginning of the year	20,600	0.07	20,600	0.07

	At the end of the year	Re-classified as Public shareholders vide Ref. LIST/COMP/ PC/964/2018-19 dated Nov 05, 2018 from BSE and vide Ref. NSE/ LIST/65660 dated Nov 05, 2018 from NSE			
7.	**Mr. Shrigovind Hasurkar**				
	At the beginning of the year	6,450	0.02	6,450	0.02
	At the end of the year	Re-classified as Public shareholders vide Ref. LIST/COMP/ PC/964/2018-19 dated Nov 05, 2018 from BSE and vide Ref. NSE/ LIST/65660 dated Nov 05, 2018 from NSE			
8.	**Ms. Vishakha Seth Mehra**				
	At the beginning of the year	12,000	0.04	12,000	0.04
	At the end of the year	12,000	0.04	12,000	0.04
9.	**Mr. Siddharth Mehra**				
	At the beginning of the year	5,720	0.02	5,720	0.02
	At the end of the year	Re-classified as Public shareholders vide Ref. LIST/COMP/ PC/964/2018-19 dated Nov 05, 2018 from BSE and vide Ref. NSE/ LIST/65660 dated Nov 05, 2018 from NSE			
10.	**M/s. Mediaman Multitrade Pvt. Ltd.**				
	At the beginning of the year	25,38,780	8.98	25,38,780	8.98
	At the end of the year	25,38,780	8.98	25,38,780	8.98
11.	**Mr. Parth Seth**				
	At the beginning of the year	1,500	0.01	1,500	0.01
	Add: Purchase of Shares on June 26, 2018	1,038	0.00	2,538	0.01
	At the end of the year	2,538	0.01	2,538	0.01

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	**Kaushik Daga**				
	At the beginning of the year	21,12,396	7.48	21,12,396	7.48
	At the end of the year	21,12,396	7.48	21,12,396	7.48
2.	**Sandeep Sharma**				
	At the beginning of the year	5,43,373	1.92	5,43,373	1.92
	At the end of the year	5,43,373	1.92	5,43,373	1.92
3.	**Own Leasing & Finance Pvt. Ltd.**				
	At the beginning of the year	3,07,073	1.09	3,07,073	1.09
	Add: Purchase during the year	26,988	0.09	3,34,061	1.18
	At the end of the year	3,34,061	1.18	3,34,061	1.18
4.	**RVB Enterprises LLP**				
	At the beginning of the year	2,84,157	1.01	2,84,157	1.01

	Less: Sold during the year	3,359	0.01	2,80,798	0.10
	At the end of the year	2,80,798	0.10	2,80,798	0.10
5.	**Garishma Neeraj Daga**				
	At the beginning of the year	64,066	0.23	64,066	0.23
	Add: Bought year during the year	1,24,765	0.44	1,88,831	0.67
	At the end of the year	1,88,831	0.67	1,88,831	0.67
6.	**Nirajkumar Vinodkumar Daga**				
	At the beginning of the year	83,124	0.29	83,124	0.29
	Add: Bought year during the year	41,799	0.15	1,24,923	0.44
	At the end of the year	1,24,923	0.44	1,24,923	0.44
7.	**Rajasthan Global Securities Pvt. Ltd.**				
	At the beginning of the year	948	0.00	948	0.00
	Add: Bought year during the year	1,03,299	0.37	1,04,247	0.37
	At the end of the year	1,04,247	0.37	1,04,247	0.37
8.	**Alpa Pramod Talsania**				
	At the beginning of the year	1,00,000	0.35	1,00,000	0.35
	At the end of the year	1,00,000	0.35	1,00,000	0.35
9.	**Gandhar Share Broking Pvt. Ltd.**				
	At the beginning of the year	61,921	0.22	61,921	0.22
	At the end of the year	61,921	0.22	61,921	0.22
10.	**Aditya Vipin Jain**				
	At the beginning of the year	60,000	0.21	60,000	0.21
	At the end of the year	60,000	0.21	60,000	0.21
11.	**Dilip Kanaiyalal Bombaywala**				
	At the beginning of the year	1,50,000	0.53	1,50,000	0.53
	At the end of the year	0	0.00	0	0.00

(v) Shareholding of Directors and Key Managerial Personnel

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	**Mr. Pankaj Seth**				
	At the beginning of the year	1,12,83,186	39.93	1,12,83,186	39.93
	Add: Purchase of Shares on June 26, 2018	8,926	0.03	1,12,92,112	39.96
	Add: Purchase of Shares on August 10, 2018	30,000	0.11	1,13,22,112	40.07
	At the end of the year	1,13,22,112	40.07	1,13,22,112	40.07
2.	**Ms. Anisha Seth**				
	At the beginning of the year	37,81,790	13.38	37,81,790	13.38

	Add: Purchase of Shares on June 27, 2018	2,063	0.01	37,83,853	13.39
	Add: Purchase of Shares on August 10, 2018	20,000	0.07	38,03,853	13.46
	Add: Purchase of Shares on September 24, 2019	10,000	00.4	38,13,853	13.50
	At the end of the year	38,13,853	13.50	38,13,853	13.50
3.	**Mr. Varun Daga**				
	At the beginning of the year	20,91,772	7.40	20,91,772	7.40
	Add: Purchase during the year	199	0.00	20,91,971	7.40
	At the end of the year	20,91,971	7.40	20,91,971	7.40
4.	**Mr. Pardeep Khosla**				
	At the beginning of the year	0	0.00	0	0.00
	Add: Purchase during the year	100	0.00	100	0.00
	At the end of the year	100	0.00	100	0.00
5.	**Mr. Mukesh Deopura**				
	At the beginning of the year	02	0.00	02	0.00
	Add: Purchase during the year	8,895	0.03	8,897	0.03
	At the end of the year	8,897	0.03	8,897	0.03
6.	**Ms. Neha Poddar**				
	At the beginning of the year	0	0.00	0	0.00
	Add: Purchase during the year	1	0.00	1	0.00
	At the end of the year	1	0.00	1	0.00

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness (₹ in Lakhs)
Indebtedness at the beginning of the financial year				
i) Principal Amount	1,400.40	00	00	1,400.40
ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	00	00	00	00
Total (i+ii+iii)	**1,400.40**	**00**	**00**	**1,400.40**
Change in Indebtedness during the financial year				
• Addition	490.43	00	00	490.43
• Reduction	904.87	00	00	904.87
Net Change	(414.44)	00	00	(414.44)
Indebtedness at the end of the financial year				
i) Principal Amount	980.14	00	00	980.14
ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	5.82	00	00	5.82
Total (i+ii+iii)	**985.96**	**00**	**00**	**985.96**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sr. No.	Particulars of Remuneration	Mr. Pankaj Seth, MD & CEO	Ms. Anisha Seth, WTD & COO	Total Amount (₹ in Lakhs)
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	233	233	466
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission			
	- as % of profit	0	0	0
	- others, specify	0	0	0
5	Others, please specify	0	0	0
	Total (A)	233	233	466
	Ceiling as per the Act	The remuneration paid to Managing Director and Whole-time Director are within the ceiling prescribed under Companies Act, 2013		

B. Remuneration to other directors

Sr. No.	Particulars of Remuneration	Name of Director							Total Amount
		Mr. Gopikrishna Bubna*	Mr. Saumil Marfatia	Mr. Balkrishna Patil	Mr. Pardeep Khosla	Mr. Sunil Buch**	Mr. Varun Daga	Mr. Bruce Larry Kieval	
1	**Independent Directors**								
	- Fee for attending Board/ Committee Meetings	74,500	43,500	38,000	70,500	35,000	0	0	2,61,500
	- Commission	0	0	0	0	0	0	0	0
	- Others, please specify	0	0	0	0	0	0	0	0
	Total (1)	**74,500**	**43,500**	**38,000**	**70,500**	**35,000**	**0**	**0**	**2,61,500**
2	**Other Non Executive Director**								
	- Fee for attending Board/ Committee Meetings	0	0	0	0	0	61,000	0	61,000
	- Commission	0	0	0	0	0	0	0	0
	- Others, please specify	0	0	0	0	0	0	0	0
	Total (2)	**0**	**0**	**0**	**0**	**0**	**61,000**	**0**	**61,000**
3	**Executive Director**								
	- Commission	0	0	0	0	0	0	0	0
	- Others, please specify	0	0	0	0	0	0	0	0
	Total (3)	0	0	0	0	0	0	0	0
	Total (B) = (1+2+3)	**74,500**	**43,500**	**38,000**	**70,500**	**35,000**	**61,000**	**0**	**3,22,500**
	Total Managerial Remuneration								**3,22,500**

	Overall Ceiling as per the Act	The remuneration paid to other Directors are within the ceiling prescribed under Companies Act, 2013

* Mr. Gopikrishna Bubna, Non-Executive Independent Director resigned w.e.f. close of working hours on February 04, 2019.

** Mr. Sunil Ramesh Buch was appointed as an Additional Director w.e.f. February 04, 2019.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. Mukesh Deopura Chief Financial Officer	Ms. Neha Poddar Company Secretary	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	29,87,334	8,89,359	38,54,883
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	0	0	0
2	Stock Option (No. of Options)	20,000	6,000	
3	Sweat Equity	0	0	0
4	Commission			
	- as % of profit	0	0	0
	- others, specify	0	0	0
5	Others, please specify	0	0	0
	Total	**29,87,334**	**8,89,359**	**38,54,883**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment / Compounding fees imposed	Authority [RD/ NCLT/ Court]	Appeal made, if any (give details)
A. COMPANY					
Penalty	None				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	None				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment					
Compounding					

ANNEXURE B TO THE DIRECTORS' REPORT

Form No. AOC – 2

(Pursuant to Clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013
read with Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with, related parties referred to in sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of Contracts or arrangements or transactions not at arm's length basis:

The Company has not entered into any contracts or arrangements or transactions with its related parties which are not on arm's length basis during the financial year 2018-19.

2. Details of material contracts or arrangements or transactions at arm's length basis:

a	Name of the Related Party and Nature of Relationship	Rainbow Line Trading L.L.C., Associate Company
b	Nature of contracts/ arrangements/ transactions	Sales
c	Duration of contracts/ arrangements/transactions	On – going transaction (Continuous)
d	Salient terms of the contracts or arrangements or transactions including the value, if any	Sales of ₹ 3,611.69 Lakhs to Rainbow Line Trading L.L.C., U.A.E. an associate company.
e	Date(s) of approved by the Board, if any	August 07, 2018
f	Amount paid as advance, if any	-

For and on Behalf of the Board of Directors

Place: Mumbai
Date: August 13, 2019

Pankaj Seth
Chairman and Managing Director

ANNEXURE C TO THE DIRECTORS' REPORT

Particulars required under the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988.

A. CONSERVATION OF ENERGY:

1. Energy Conservation majors taken:
   a) In both the units further process improvements were undertaken to minimize heat losses and increase efficiency resulting in reduction in energy related cost.
   b) Shutting down all electrical machineries and appliances at appropriate time to avoid the wastage of energy.
   c) Regular checks and preventive maintenance of all electrical equipments and installations are being conducted to avoid leakage of energy due to faulty operation.
2. Impact of the majors at (a) for reduction of consumption of energy and consequent impact on the cost of production of goods:

   All efforts are being made to further reduce energy consumption and this will be a continuous process.
3. Total Energy consumption and Energy Consumption per unit of production.

B. POWER AND FUEL CONSUMPTION:

Electricity Consumed	Current Year	Previous Year
Unit	83,86,108	85,19,652
Amount (₹ In Lakhs)	423.44	576.32
Rate per unit (₹)	5.05	6.76

C. DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION RESEARCH & DEVELOPMENT (R & D):

1. Specific areas in which R & D carried out by the Company:
   a) Company's R & D Wing is continuously carrying out the developments in existing products based on feedback in the product development, optimization of raw material consumption, cost reduction and Energy saving.
   b) Development of indigenous sources of material / material upgradation / substitutes.
2. Benefits derived as a result of above R&D: better productivity and quality improvement with reduction in cost of manufacturing. Reduced cost of energy by controlling the electric equipment efficiency and preventive maintenance.
3. Future plan of action:
   a) Company's efforts will continue in the areas of cost reduction, productivity improvement and import substitution.
   b) To ensure international quality continuously through process modification, technology up-gradation.
   c) To launch new products to substitute imports and facilitate exports.
4. Expenditure on R & D : No major specific expenditure have been incurred on R & D.

D. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

1 & 2 Efforts, in brief, made towards technology absorption, adaptation and innovation and benefits derived as a result of above efforts e.g. product development, import substitution etc.

Using lower denier yarns to improve costs, change in fabric finish and feel of fabrics to provide better handle and durability.

E. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Total Foreign Exchange used and earned:

Total Foreign Exchange used : ₹ 428.16 Lakhs

Total Foreign Exchange earnings : ₹ 9,182.87 Lakhs

On Behalf of the Board of Directors

Place: Mumbai
Date: August 13, 2019

Pankaj Seth
Managing Director

ANNEXURE D TO THE DIRECTORS' REPORT

FORM NO. MR - 3

Secretarial Audit Report

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

To,
The Members,
Orbit Exports Limited.
122, 2nd Floor, Mistry Bhavan,
Dinshaw Wachha Road,
Churchgate, Mumbai - 400020

I have conducted the Secretarial Audit of the Compliance of applicable statutory provisions and the adherence to good Corporate Governance practice by **M/S ORBIT EXPORTS LIMITED** (hereinafter called **"the Company"**). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the **M/S ORBIT EXPORTS LIMITED** books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period 1st April, 2018 to 31st March, 2019 ("the reporting period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/S ORBIT EXPORTS LIMITED** ("the Company") as given in **Annexure I**, for the period 1st April, 2018 to 31st March, 2019 according to the provisions of:
   (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
   (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
   (iii) The Depositories Act, 1996 and Regulations & the Bye-laws, 1996 thereunder;
   (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of External Commercial Borrowings, Foreign Direct Investment and Overseas Direct Investment;
   (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
      i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
      ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
      iii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
      iv. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
      v. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
      vi. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
2. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
   (i) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable as the Company has not issued/listed/propose to list its Debt Securities to any Stock Exchange during the Financial Year under review);**
   (ii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable as the Company has not listed/propose to delist its Equity Shares from any Stock Exchange during the Financial Year under review);**
   (iii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

   The Company has complied with following specific laws applicable to the Company

i. Information Technology Act, 2000;

ii. Essential Commodities Act, 1955;

iii. The Textiles (Development and Regulation) Order, 2001;

iv. Public Liability Insurance Act, 1991.

3. I have relied on the Representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis. The list of major head/groups of Acts, Laws and Regulations as generally applicable to the Company is given in **Annexure II.**

4. In case of Direct and Indirect Tax Laws like Income Tax Act, Goods and Services Tax (GST) and Customs Act, I have relied on the Reports given by the Statutory Auditors of the Company.

   I have also examined compliance with the applicable clauses of the following:

   (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings;

   (ii) The Listing Agreements entered into by the Company with BSE Limited and the National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

   During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the act.

Adequate Notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the year/audit period under report, the Company has undertaken the following events/ actions having a major bearing on the Company's affairs in pursuance of the above referred laws, Rules, Regulations, Guidelines, Standards, etc.

I further report that during the Audit period the Company has the following specific events:

1. Pursuant to provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to approvals from BSE Ltd. (BSE) and National Stock Exchange of India Limited (NSE) the Shareholders of the Company at 35th Annual General Meeting held on 12/09/2018 accorded their approval to the Board of Directors to reclassify the following persons from "Promoter Category" to "Public Category" as per the shareholding pattern filed by the Company for the quarter ended December 2018. BSE Ltd. (BSE) and National Stock Exchange of India Limited (NSE) have approved reclassification of the below mentioned persons from "Promoter Category" to "Public Category" w.e.f November 05, 2018.

Name of Person	No. of Equity Shares held	% of total Equity Share Capital
Mrs. Sujata Sunil Arora	49,000	0.17
Mrs. Sangeeta Bhatia	20,800	0.07
Mrs. Vijaya Govind Hasurkar	18,318	0.06
Mrs. Rama Shyamsunder Seth	11,600	0.04
Mr. Shrigovind S Hasurkar	6,450	0.02
Mr. Siddharth Mehra	5,720	0.02
Total	**1,11,888**	**0.38**

2. The Board of Directors in its Meeting held on 04/02/2019 has appointed Shri Sunil Buch (DIN: 07780539) as an

Additional Director under section 161 of the Companies Act, 2013 and designated him as an Additonal Non – Executive Independent Director who shall hold his office upto the date of next Annual General Meeting. Shri Gopikrishna Bubna (DIN: 01338170) resigned from the Directorship with effect from the close of the working hours on 04/02/2019.

3. Pursuant to provisions of Article 8.2 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and all other applicable rules made thereunder and in compliance with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 ("Buy-back Regulations") the board of Directors of the Company at its Meeting held on March 18, 2019 accorded consent for the Buy-back of fully paid up equity shares having face value of ₹ 10/- each for an amount not exceeding ₹ 10,00,00,000/- (Rupees Ten Crore Only) at a price not exceeding ₹ 130/- (Rupees One Hundred and Thirty Only) per Equity Share from the equity shareholders/beneficial owners of the Equity Shares of the Company other than the Promoters, member of Promoter Group and Persons Acting in Concert from open market through stock exchanges.

For **S. K. Jain & Co.**

(S.K. Jain)
Practicing Company Secretaries
FCS: 1473
COP: 3076

Place: Mumbai
Date: 13/05/2019

ANNEXURE - I

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished and representations made to me by the Company, its officers and agents, I report that the Company has, during the financial year under review, complied with the provisions of the Acts, the Rules made thereunder, the Memorandum & Articles of Association of the Company with regard to:-

1. Minutes of the Meetings of the Board of Directors, Committee meetings held during the Financial Year under Report;
2. Minutes of General Meetings held during the Financial Year under report;
3. Maintenance of various Statutory Registers and Documents and making necessary entries therein;
4. Notice and Agenda papers submitted to all the Directors for the Board Meetings;
5. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report;
6. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Obligations and Disclosure Requirements during the financial year under Report;
7. Disclosure of Interest and Concerns in contracts and arrangement, shareholdings and Directorships in other Companies and interest in other entities by Directors;
8. Declarations received from the Directors of the Company pursuant to the provisions of Section 184 of the Companies Act, 2013 and attachments thereto during the Financial Year under Report;
9. Appointment and remuneration of Internal and Statutory Auditor;
10. Closure of Register of Members/record date for dividends;
11. Declaration and payment of dividend.

ANNEXURE-II

List of applicable laws to the Company

1. The Maharashtra Shops & Establishment Act, 1948 and rules made thereunder;
2. Consent under Maharashtra Pollution Control Board. The Company has received consent from Maharashtra Pollution Control Board wide Consent No:MPCB/SROB/G/CO/03/1808001283 dated 30/08/2018 under Section 26 of the Water (Prevention & Control of Pollution) Act, 1974 & under Section 21 of the Air (Prevention & Control of Pollution) Act, 1981 and Authorization/Renewal of Authorization under Rule 5 of the Hazardous Wastes Rules, 2016.

3. Consolidated consent and Authorization of Gujarat Pollution Control Board (Board) Gandhinagar, under various Environmental Acts/Rules. The Company has received Amendments in CCA (Amendment No. AWH-92154 dated 04/04/2018) from Gujarat Pollution Control Board wide letter No GPCB/CTE-SRT-3535/ID-46937/458513 dated 18/06/2018 which is valid upto 14/01/2021. The Board has given consent with certain specific conditions under Solid Waste Management Rules - 2016, Water (Prevention & Control of Pollution) Act, 1974, Air (Prevention & Control of Pollution) Act, 1981, conditions for D.G sets and authorization to operate facility for Hazardous Waste.

4. The Company has filed common Annual return for CLC Acts on 02/02/2019 for its Plant situated at Plot No 6,7,8,9, Fairdeal Textile Park Surat, Gujarat - 394102 to Ministry of Labour & Employment Government of India. The said common Annual return covers the following acts.

   a) Contract Labour (Regulation and Abolition) Act, 1970;

   b) The Employment Provident Fund and Miscellaneous Provision Act, 1952;

   c) The Factories Act 1948;

   d) The Employees State Insurance Act, 1948;

   e) The Payment of Bonus Act, 1965;

   f) Industrial Disputes Act, 1947 and Rules;

   g) The Minimum Wages Act, 1948;

   h) The Payment of Wages Act, 1936;

5. Other acts applicable to the company

   a) The Maternity Benefit Act, 1961;

   b) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;

   c) The Payment of Gratuity Act, 1972;

   d) Professional Tax Act, 1975;

   e) Standard of Weights & Measures (Enforcement) Act, 1985;

   f) Motor Vehicles Act, 1988;

   g) Employment Compensation Act;

   h) Employment Exchange Act;

6. The Company has filed Annual Return for the period from 01/01/2018 to 31/12/2018 for its Kalyan Plant under Factories Act, 1948 and Maharashtra Factories Rules, 1963.

For **S. K. Jain & Co.**

(S.K. Jain)
Practicing Company Secretaries
FCS: 1473
COP: 3076

Place: Mumbai
Date: 13/05/2019

ANNEXURE E TO THE DIRECTORS' REPORT

ANNUAL REPORT ON THE CSR ACTIVITIES

Report on Corporate Social Responsibility as per Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014

1. **A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy. A brief area of CSR activities:**

   i. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water;

   ii. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;

   iii. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;

   iv. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;

   v. Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;

   vi. Measures for the benefit of armed forces veterans, war widows and their dependents;

   vii. Training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports;

   viii. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;

   ix. Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government; and

   x. Rural development projects.

   The web link to the CSR Policy: http://orbitexports.com/wp-content/uploads/2019/08/CSR-POLICYOrbit.pdf

2. **Composition of CSR Committee:**

   The CSR committee of the Board is responsible for overseeing the execution of the Company's CSR policy. The composition of CSR Committee as on the date of Director's Report is as follows:

Sr. No.	Name	Designation
1.	Mr. Pankaj Seth	Chairman of the Committee and Managing Director
2.	Mrs. Anisha Seth	Whole-time Director
3.	Mr. Pardeep Khosla	Independent Director

3. **Average Net Profit of the Company for Last three Financial Years:**

Net Profit	For the Financial Year ended 31st March (₹ In Lakhs)		
	2018	2017	2016
	3,271.06	2,907.66	3,506.95
Average Net Profit for the preceding three Financial Years	3,228.56		

4. **Prescribed CSR Expenditure (2% of Average Net Profit): ₹ 64.57 Lakhs**

5. **Details of CSR spent during the Financial Year:**

   (a) Total amount spent for the financial year: During the Financial Year 2018-19, the Company has spent ₹ 1,16,06,000/- towards CSR Expenditure. Since the Company had not spent any amount in the Financial Years 2014-15, 2015-16, 2016-17, the said amount of ₹ 1,16,06,000/- has been considered as CSR Expenditure for the said Financial Years as per details given below:

Financial Years	Amount considered as CSR expenditure which had been spent in the Financial Year 2018-19 (in ₹)
2014-15	40,11,077
2015-16	56,34,238
2016-17	19,60,685
Total	**1,16,06,000**

Hence, the CSR Expenditure required to be spent in the Financial Year 2018-19 is considered as Nil and will be spent in the next Financial Years. The Company is in the process of finding more alternates for CSR Expenditure proposed to be undertaken by the Company.

(b) Amount unspent, if any: ₹ 64.57 Lakhs

(c) Manner in which amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or Programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads (₹ in Lakhs)	Cumulative expenditure upto to the reporting period (₹ in Lakhs)	Amount spent: Direct or through implementing agency
1.	Poor Children's Education, assistance to the poor, the destitute widows, contribute in Hospital for promotion of research and education in medical science, implement various schemes for unemployed	Promoting Education	Delhi	50	50	50	Avanee Foundation
2.	Child Rights, Care and Protection of Children, Education	Promoting Education	Local Area, Mumbai, Maharashtra	1.06	1.06	51.06	Orbit Foundation
3.	Relief of the poor, Education, Medical relief	Promoting Education	Local Area, Mumbai, Maharashtra	15	15	66.06	Subhkam Charitable Trust
4.	Betterment of life of economically and socially weaker section of the society, promotion of quality education and employment, environment protection, protection and development of art and culture	Environment Protection	Nathdwara, Rajasthan	100	50	116.06	Tatpadam Upavan

Note: During the Financial Year 2018-19, the Company had spent ₹1,16,06,000/- towards CSR Expenditure. Out of the above spent amount, the Company had spent ₹ 40,11,077/- for the Financial Year 2014-15; ₹ 56,34,238/- for the Financial Year 2015-16 and ₹19,60,685/- for the Financial Year 2016-17. The Company could not spend for the Current Year as the Company is finding a proper alternate for CSR Expenditure to be undertaken.

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report:

The Company could not spend for the Current Year as the Company is finding a proper alternate for CSR Expenditure to be undertaken.

7. A responsibility statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company:

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and CSR policy of the Company.

For and on behalf of the Board of Directors

Place: Mumbai
Date: August 13, 2019

Pankaj Seth
Chairman and Managing Director

ANNEXURE F TO THE DIRECTORS' REPORT

PARTICULARS OF EMPLOYEES

The information required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

1. The Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2018-19:

Sr. No.	Name of the Director	Ratio to Median Remuneration
1.	Mr. Pankaj Seth	122
2.	Mrs. Anisha Seth	122

*For this purpose, Sitting Fees paid to the Directors has not been considered as remuneration.

2. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year 2018-19 compared to financial year 2017-18:

Sr. No.	Name of the Director	% increase in Remuneration
1.	Mr. Pankaj Seth	49.36
2.	Mrs. Anisha Seth	54.30
3.	Mr. Mukesh Deopura	0.00
4.	Mrs. Neha Poddar	5.96

3. The percentage increase in the median remuneration of employees in the financial year:

In the financial year 2018-19, there was an increase of 9.68% in the median remuneration of employees.

4. The number of permanent employees on the rolls of company:

There were 525 Permanent employees on the rolls of Company as on 31st March, 2019.

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average percentage increase made in the salaries of employees other than the managerial personnel for the financial year i.e. 2018-19 was 8.43% whereas the increase in the managerial remuneration for the same financial year was 51.79% In the last Three preceeding Financial Year 2018-19 , there was no increase in the Managerial Remuneration. Hence, there was an increase of 51.79% in the Managerial Remuneration for the Financial Year 2018-19.

6. Affirmation that the remuneration is as per the remuneration policy of the Company:

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

CORPORATE GOVERNANCE REPORT

This report is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and the report contains the details of Corporate Governance systems and processes at Orbit Exports Limited (OEL).

At **ORBIT EXPORTS LIMITED**, Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. At **ORBIT EXPORTS LIMITED**, we consider stakeholders as partners in our success, and we remain committed to maximizing stakeholder value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all. We have a defined policy framework for ethical conduct of businesses.

1. Company's philosophy on Corporate Governance

The Company's philosophy on Corporate Governance is to achieve business excellence and to meet the expectations of its customers, shareholders, employees, business associates, the society at large and in complying with the dictates of the regulatory frame work. The Company is committed to transparency in all its dealings and places high emphasis on business ethics. We believe that Corporate Governance is voluntary and self-discipline code which means not only ensuring compliance with regulatory requirements but also by being responsive to our stakeholders needs.

Best Corporate Governance practices

ORBIT EXPORTS LIMITED maintains the highest standards of corporate governance. It is the Company's constant endeavour to adopt the best corporate governance practices. Some of the best implemented global governance norms include the following:

1. The Company has a designated Lead Independent Director with a defined role.
2. All securities related filings with Stock Exchanges and SEBI are reviewed every quarter by the Company's Board of Directors.
3. The Company's Internal Audit is conducted by Independent Auditors.
4. The Company also undergoes Secretarial Audit conducted by an Independent Company Secretary who is in whole-time practice. The annual secretarial audit report placed before the Board is included in the Annual Report.

2. Board of Directors

The Board of the Company is well structured with adequate blend of, Executive, Non-Executive Non-Independent Director and Non-Executive Independent Directors.

The Company's Board comprises of Eight Directors: Two are Promoter Executive Directors out of which one is Promoter executive women Director, One is Executive Director and four are Non-Executive Independent Directors and one is a Non-Executive Non-Independent Director. The Chairman of the Board is a Promoter Executive Director. 50% of the Board comprises of Independent Directors.

The composition of the Board is in conformity with Regulation 17 of the SEBI (LODR) Regulations, 2015. All Independent Non-Executive Directors comply with the legal requirements of being "Independent".

The number of Directorships, Committee Membership(s)/ Chairmanship(s) of all Directors is within respective limits prescribed under the Companies Act, 2013 ("Act") and Listing Regulations. Necessary Disclosures regarding Committee positions in other Public Companies as on March 31, 2019 have been made by the Directors.

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board met 06 (Six) times during the year on May 30, 2018, August 07, 2018, October 31, 2018, February 04, 2019, March 11, 2019 and March 18, 2019. The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director. The Agenda for the Board and Committee Meetings cover items set out as per the guidelines in Listing Regulations to the extent it is relevant and applicable.

The names, categories, expertise of the Board of Directors and their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other Companies are given below.

2.1 Composition, Category, their Directorship and Committee Membership in other Companies

Name of Directors	Category	Expertise in Functional Area	No. of Board Meetings attended during the year 2018-19	Attendance at the last AGM	No. of Directorships in other Public Companies #	No. of Committees and positions held in other public companies *		List of Directoship held in other listed companies and category of directorship
						Chairman	Member	
Mr. Pankaj Seth (Din No. 00027554)	Promoter/ Chairman and Managing Director	Marketing in Textile industry domain	6	Yes	Nil	Nil	Nil	Nil
Mrs. Anisha Seth (Din No. 00027611)	Promoter/ Whole-time Director	Leads the Production Department in Textile industry domain holds the primary responsibility for systems and execution	6	No	Nil	Nil	Nil	Nil
Mr. Bruce Larry Kieval (Din No. 00335336)	Executive Director	Marketing in Textile industry domain, Product Development for Ribbon & Made-Ups	1	No	Nil	Nil	Nil	Nil
Mr. Varun Daga (Din No. 01932805)	Non-Executive Non-Independent Director	Finance, Investment and Economics	4	Yes	Nil	Nil	Nil	Nil
Mr. Saumil Ushakant Marfatia Din No. 02774221	Independent Director	Marketing of Nylon and Polyster Yarns, Textile industry domain, Del Credre Agency	4	No	Nil	Nil	Nil	Nil
Mr. Balkrishna Patil (Din No. 02927967)	Independent Director	Finance, Chemical Technologist, Arbitration and SEZ Consultant	3	No	Nil	Nil	Nil	Nil
Mr. Pardeep Khosla (Din No. 06926523)	Independent Director	Banking, Finance, Retail, Audit, Management of NPA's'	5	Yes	Nil	Nil	Nil	Nil

Mr. Sunil Ramesh Buch Din No: 07780539 **	Additional Director	He specialises in creating profit-able brand-led businesses via thought leader-ship, entrepre-neurial problem-solving, creative strategy and execution.	3	No	Nil	Nil	Nil	Nil
Mr. Gopikrishna Bubna Din No. 01338170 ***	Independent Director	Corporate Finance	4	Yes	Nil	Nil	Nil	Nil

Notes:

excludes directorship in private companies, foreign companies and Section 8 companies.

* Membership/Chairman of only Audit Committee and Stakeholders' Relationship Committee in Public Limited companies have been considered.

** Mr. Sunil Ramesh Buch was appointed as an Additional Director on February 04, 2019.

*** Mr. Gopikrishna Bubna, Non-Executive Independent Director resigned on February 04, 2019.

1. Except Mr. Pankaj Seth and Mrs. Anisha Seth, who are related, none of the other Directors is a relative of the other.

2. Mr. Varun Daga, Non-Executive Director of the Company holds 20,91,971 shares of the Company as on 31.03.2019, none of the other Non-Executive Directors hold any shares of the Company as on 31.03.2019.

3. **Reason for Resignation of Independent Director**

   Mr. Gopikrishna Bubna, resigned as Non-Executive Independent Director of the Company effective from February 04, 2019 due to personal reason and considering other occupations and commitments and he has confirmed that there are no other materials reasons for their resignation.

2.2 Board Independence

As per Section 149(6) of the Companies Act, 2013 and Regulations 16(1)(b) of the Listing Regulations, the independent directors provide an annual confirmation that they meet the criteria of independence. Based on the confirmations / disclosures received from the Directors, as per the requirement of Regulation 25(8) of the Listing Regulations, the Board confirms, that the Independent Directors fulfils the conditions as specified under Schedule IV of Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations, 2015 and are independent of the management.

2.3 Familiarization Programme

The Familiarisation Program aims to provide insight to the Independent Directors in order to enable them to understand the business of the Company in depth, to acclimatize them with the processes and functionaries of the Company and to assist them in understanding their role and responsibilities. The Independent Directors are also updated as and when required, of their role, rights and responsibilities under applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and Secretarial Standards.

The Company familiarizes not only the Independent Directors but any new appointee on the Board, with a brief background of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, operations of the Company, etc. They are also informed of the important policies of the Company, including the Code of Conduct for Board Members and Senior Management Personnel and the Code of Conduct to Regulate, Monitor and Report Trading in securities by Insiders, etc. The Director is also explained in detail the Compliance required from him under Companies Act, 2013, the Listing Regulations and other various statutes and an affirmation is obtained. The particulars of familiarization programme for Independent Director can be accessed through the website of the company http://orbitexports.com/wpcontent/uploads/2016/06/FamiliarizationProgrammeIndependentDirectors.pdf.

2.4 Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board has carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of its various Committees.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board excluding the Directors being evaluated. The performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors at their separate meeting held on March 18, 2019.

3. Committees of the Board

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following mandatory Committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee. The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman or any member of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the Board Meetings. During the year, all recommendations of the Committees of the Board which were mandatorily required have been accepted by the Board.

The Board has established the following statutory and non-statutory Committees:

3.1 Audit Committee

The Company has constituted a well qualified and Independent Audit Committee as required under Section 177 of the Companies Act, 2013 as also in fulfillment of the requirements of Regulations 18 of the Listing Regulations. The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting.

a) Terms of reference of the Audit Committee are as under:

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and, inter alia, performs the following functions:

i. overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;

ii. reviewing and examining with management the quarterly financial results before submission to the Board;

iii. reviewing and examining with management the annual financial statements before submission to the Board and the auditors' report thereon before submission to the board for approval with particular reference to:

   (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

   (b) changes, if any, in accounting policies and practices and reasons for the same;

   (c) major accounting entries involving estimates based on the exercise of judgment by management;

   (d) significant adjustments made in the financial statements arising out of audit findings;

   (e) compliance with listing and other legal requirements relating to financial statements;

   (f) disclosure of any related party transactions;

   (g) modified opinion(s) in the draft audit report;

iv. scrutiny of inter-corporate loans and investments made by the Company;

v. reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or right issue and making appropriate recommendations to the Board to take up steps in this matter;

vi. reviewing, approving or subsequently modifying any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;

vii. approving the appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;

viii. recommending the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services;

ix. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

x. reviewing management letters / letters of internal control weaknesses issued by the Statutory Auditors;

xi. reviewing the adequacy of internal audit function, if any, including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

xii. discussing with Statutory Auditors, before the commencement of audit, on the nature and scope of audit as well as having post-audit discussion to ascertain area of concern, if any;

xiii. reviewing with management, Statutory Auditors and Internal Auditor, the adequacy of internal control systems;

xiv. recommending appointment, remuneration and terms of appointment of Internal Auditor of the Company;

xv. reviewing the adequacy of internal audit function and discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues;

xvi. evaluating internal financial controls and risk management systems;

xvii. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

xviii. valuating 'undertaking or assets' of the Company, wherever it is necessary;

xix. reviewing the functioning of the Whistle Blower mechanism;

xx. Carrying out any other function as is mentioned in the terms of reference of the audit committee;

xxi. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;

xxii. Review of Management discussion and analysis of financial condition and results of operations; and

xxiii. Statement of deviations:

a. Quarterly statement of deviations(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

b. Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in the terms of Regulation 32(7).

b) Composition, Name of Members and Chairman:

The Audit Committee comprises of Mr. Pardeep Khosla, Mr. Varun Daga and Mr. Balkrishna Patil.

During the year under review, the Committee met five times i.e. on May 30, 2018, August 07, 2018, October 31, 2018, February 04, 2019 and March 18, 2019. The maximum gap between two Meetings was not more than 120 days.

On February 04, 2019 Audit Committee was re-constituted by the following Members.

Name of Member	Position	Category	No. of Meetings attended
Mr. Pardeep Khosla **	Chairman	Independent Director	4
Mr. Varun Daga	Member	Non-Independent Director	4
Mr. Balkrishna Patil	Member	Independent Director	3
Mr. Gopikrishna Bubna*	Member	Independent Director	4

* Mr. Gopikrishna Bubna was resigned as an Independent Director on February 04, 2019.

** Appointed as Chairman of the Committee w.e.f. February 04, 2019.

Mr. Gopikrishna Bubna, Chairman of the Audit Committee was present at the last Annual General Meeting held on September 12, 2018.

All members of the Audit Committee are financially literate and at least one bring in expertise in the fields of accounting or related financial management.

3.2 Nomination and Remuneration Committee

The Nomination & Remuneration Committee's constitution and terms of references are in compliance with the provisions of the Companies Act, 2013 and Regulation 19 and Part D of the Schedule II of the Listing Regulations. The scope of activities of the Nomination and Remuneration Committee include:

Terms of Reference of the committee inter-alia includes:

i. Formulation of criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to, the remuneration of the Directors, key managerial personnel and other employees;

ii. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;

iii. Identifying persons who are qualified to become Director and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal;

iv. Recommend to the Board, all remuneration, in whatever form, payable to senior management;

v. To devise a policy on Board diversity;

vi. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance valuation of independent directors; and

vii. To perform such other functions or duties as may be delegated by the Board.

The Composition of the Nomination and Remuneration Committee and the details of meetings attended by the Members of the Nomination and Remuneration Committee are given below:

During the year under review 3 meetings of Nomination and Remuneration Committee were held. Mr. Sunil Ramesh Buch was appointed as an Additional Director on February 04, 2019 and a Member of the Nomination and Remuneration Committee and Mr. Gopikrishna Bubna was resigned as an Independent Director on February 04, 2019.

The table below provides the attendance of the Nomination and Remuneration Committee members:

Name	Position	Category	No. of Meetings attended
Mr. Pardeep Khosla	Chairman	Independent Director	2
Mr. Varun Daga	Member	Non-Independent Director	2
Mr. Sunil Ramesh Buch*	Member	Independent Director	0
Mr. Pankaj Seth	Member	Managing Director	3
Mr. Gopikrishna Bubna**	Member	Independent Director	3

* Mr. Sunil Ramesh Buch was appointed as an Additional Director on February 04, 2019 and a Member of Nomination and Remuneration Committee.

** Mr. Gopikrishna Bubna was resigned as an Independent Director on February 04, 2019.

The Composition of Nomination and Remuneration Committee is pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations, 2015.

Performance Evaluation Criteria for Independent Directors

The criteria for performance evaluation of the Independent Directors included aspects on contribution to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc.

Nomination and Remuneration Policy:

a. Remuneration to Non-Executive Directors:

The Non-Executive Directors are paid remuneration by way of Sitting Fees. The Non-Executive Directors are paid sitting fees for each meeting of the Board or Committee of Directors attended by them. The Non-Executive Independent Directors do not have any material pecuniary relationship or transactions with the Company. The Appointment Letter issued to the Independent Director is available on the website of the Company www.orbitexports.com.

b. Remuneration to Executive Directors:

The appointment and remuneration of Executive Directors including Chairman and Managing Director and Whole-time Director is governed by the recommendation of the Nomination and Remuneration Committee, resolution passed by the Board of Directors and shareholders of the Company. The break-up of the pay scale, performance bonus / commission and quantum of perquisites including, employer's contribution to PF, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and shall be within the overall remuneration approved by the shareholders wherever required. Annual increments are linked to performance and are decided by the Nomination and Remuneration Committee and recommended to the Board for approval thereof. The Nomination and Remuneration Policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent.

Details of Remuneration paid during the Financial Year 2018-2019:

The remuneration paid by Company to Mr. Pankaj Seth, Managing Director and CEO is ₹ 2,33,00,000/- p.a.

The remuneration paid by Company to Mrs. Anisha Seth, Whole-time Director and C.O.O. is ₹ 2,33,00,000/- p.a.

Remuneration to Non-Executive Directors:

The details of remuneration paid to Non-Executive Directors during the Financial Year 2018-2019 are as given below:

Name of Directors	Sitting Fees (in ₹)	Stock Options
Mr. Saumil Marfatia	43,500	Nil
Mr. Gopikrishna Bubna*	74,500	Nil
Mr. Balkrishna Patil	38,000	Nil
Mr. Varun Daga	61,000	Nil
Mr. Pardeep Khosla	70,500	Nil
Mr. Sunil Ramesh Buch** Appointed w.e.f. February 04, 2019	35,000	Nil

* Mr. Gopikrishna Bubna was resigned as an Independent Director on February 04, 2019

** Mr. Sunil Ramesh Buch was appointed as an Additional Director on February 04, 2019.

3.3 Stakeholders' Relationship Committee

Terms of Reference:

i. To resolve the grievances of the security shareholders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new duplicate certificates, general meetings, etc;

ii. To review measures taken for effective exercise of voting rights by shareholders;

iii. To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;

iv. To review the various measures and initiatives taken by the Company for reducing quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

v. To review and note Transfer/ Transmission / Dematerialisation of Equity Shares of the Company;

vi. To issue duplicate share certificates as and when the requests are received by the Company;

vii. To review correspondence with the shareholders vis-à-vis legal cases and take appropriate decisions in that regard;

viii. To look into the various aspects of interest of shareholders, debenture holders and other security holders; and

ix. To do all acts, deeds and things as may be required to be undertaken in terms of the provisions of Companies Act, 2013 and rules made there under.

Composition:

The Stakeholders' Relationship Committee comprises of Mr. Saumil U. Marfatia, Mr. Pankaj Seth and Mr. Sunil Ramesh Buch.

The Stakeholders' Relationship Committee met four times i.e. May 30, 2018, August 07, 2018, October 31, 2018 and February 04, 2019 and the composition and attendance of the Members is as follows.

On February 04, 2019 Stakeholders' Relationship Committee was re-constituted by the following Members.

Name of Member	Position	Category	No. of Meetings attended
Mr. Saumil Ushakant Marfatia*	Chairman	Independent Director	3
Mr. Pankaj Seth	Member	Managing Director	4
Mr. Sunil Buch**	Member	Independent Director	0
Mr. Gopikrishna Bubna ***	Member	Independent Director	4

* Appointed as Chairman of the Committee w.e.f. February 04, 2019.

** Appointed as an Additional Director of the Company w.e.f. February 04, 2019.

*** Resigned as an Independent Director on February 04, 2019.

Mr. Gopikrishna Bubna, Chairman of the Stakeholders Relationship Committee was present at the last Annual General Meeting held on September 12, 2018.

Compliance Officer:

Mrs. Neha Poddar, Company Secretary acts as a Compliance Officer of the Company for complying with the requirements of Listing Regulations, and requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Shareholders Complaints during 2018-19:

During the year, 19 Complaints were received from the shareholders, which were attended and resolved to the satisfaction of the shareholders. There were 2 complaints pending as on March 31, 2019 and was resolved in next quarter. The following table describes the nature of complaints received and redressed.

Sr. No.	Nature of Complaints	Complaints Received	Complaints Redressed
1	Non receipt of Share Certificate(s)- Transfer	03	03
2	Non receipt of Bonus Certificate(s)	16	14
	TOTAL	**19**	**17**

3.4 Corporate Social Responsibility (CSR) Committee

The Committee constitution and terms of reference are in Compliance with provision of Section 135 of Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Company has formulated CSR Policy, which is uploaded on website of the Company viz. www.orbitexports.com.

The terms of reference of the CSR Committee includes:

i. Formulating and recommending to the Board, the CSR policy and indicating activities to be undertaken;

ii. Decide the CSR Projects or Programs to be taken up by the Company either directly or through registered trust or registered society or a Company established by the Company or its holding or subsidiary or associate Company under Section 8 of the Act or otherwise;

iii. Place before the Board the CSR projects or programs proposed to be taken up by the Company for approval, each year;

iv. Define and monitor the Budgets for the carrying out the Projects or Programs;

v. Recommending the amount of expenditure for the CSR activities;

vi. Oversee the progress of the CSR Projects or Programs rolled out under this Policy as may be required;

vii. Submit a Report to the Board on all CSR Activities undertaken during the Financial Year; and

viii. Monitor and Review the implementation of the CSR Policy.

Composition and Attendance at Meeting

The CSR Committee comprises of Mr. Pankaj Seth, Mrs. Anisha Seth and Mr. Pardeep Khosla.

The CSR Committee met 03 times in a year i.e. August 07, 2018, January 04, 2019 and February 04, 2019 respectively. The Composition and attendance of the Members at the Meeting is as follows:

On February 04, 2019, CSR Committee was re-constituted by the following Members.

Name of the Member	Position	Category	No. of meetings attended
Mr. Pankaj Seth	Chairman	Managing Director	3
Mrs. Anisha Seth	Member	Whole-time Director	3
Mr. Pardeep Khosla	Member	Independent Director	3
Mr. Gopikrishna Bubna*	Member	Independent Director	3

* Resigned as an Independent Director on February 04, 2019.

3.5 Independent Directors' Meeting

The Company's Independent Directors shall meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views.

During the year under review, the Independent Directors met on March 18, 2019, inter alia, to:

- Evaluate the performance of the Non Independent Directors and Board of Directors as Whole;
- Evaluate the performance of the Chairman of the Company, taking into account the views of the Executive and Non - Executive Directors; and
- Evaluate the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

4 General Body Meetings

(i) Annual General Meetings:

The details of last three Annual General Meetings held are provided as under:

AGM for Financial Year	Date	Time	Location
2015 – 2016	September 30, 2016	04.00 P.M.	Babasaheb Dubhash Sabhagriha, C/o. Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th Floor, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai – 400 001.
2016 – 2017	September 11, 2017	04:30 P.M.	Babasaheb Dubhash Sabhagriha, C/o. Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th Floor, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai – 400 001.
2017 – 2018	September 12, 2018	04:00 P.M.	Babasaheb Dubhash Sabhagriha, C/o. Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th Floor, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai – 400 001.

(ii) Special Resolutions passed in the previous three Annual General Meetings:

Date of Meeting	Special resolution passed, if any
September 30, 2016	1. Appointment of Mr. Parth Seth as General Manager – Marketing – Made ups and Ribbon Division w.e.f. July 01, 2016. 2. Payment of Consultancy Fees/ Commission/ Brokerage not exceeding ₹ 3 crore to M/s. Golden Bo Tree Impex Company Limited in which Mr. Bruce Larry Kieval, Director of the Company is interested as Director. 3. Payment of Consultancy Fees/ Commission/ Brokerage not exceeding ₹ 2 crore to Mr. Prachya Thongnak, son of Mr. Bruce Larry Kieval, Director of the Company.
September 11, 2017	NONE
September 12, 2018	1. To Consider and Approve Reclassification of the Promoters of the Company.

(iii) Extra Ordinary General Meeting:

No Extra-Ordinary General Meeting of the Members of the Company was held during the Financial Year 2018 - 2019.

(iv) Resolution passed through Postal Ballot:

During the year none of the business was transacted through Postal Ballot.

5 Disclosures:

(i) Compliances with Governance Framework

The Company is in compliance with all mandatory requirements under the Listing Regulations.

(ii) Policy on materially significant related party transactions

During the financial year 2018-19, the Company has entered into material transactions with its related parties. The related party transactions entered into with the related parties, as defined under Companies Act, 2013 and Regulation 23 of Listing Regulations, during the financial year, were in the ordinary course of business and the same have been approved by the Audit Committee. The disclosure of transactions with related parties is disclosed in the Notes to accounts of the Standalone Financial Statements.

The Policy for determining material subsidiaries has been approved by the Board and the same has been

uploaded on the website of the Company and can be accessed at http://orbitexports.com/wpcontent/uploads/2016/06/PolicyforDeterminingMaterialSubsidiaries.pdf.

The Policy on Related Party Transactions has been uploaded on website of the Company and can be accessed at http://orbitexports.com/wp-content/uploads/2016/06/RelatedPartyTransactionPolicy.pdf.

None of the transactions with Related Parties were in conflict with the interest of Company. All the transactions are on arm's length basis and have no potential conflict with the interest of the Company at large and are carried out on an arm's length or fair value basis.

(iii) Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during last three Financial Years

The Company has complied with all requirements specified under the Listing Regulations as well as other regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three Financial years.

(iv) Vigil Mechanism /Whistle Blower Policy

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. The Policy has been uploaded on website of the Company and can be accessed at http://orbitexports.com/wp-content/uploads/2016/06/VigilMechanismPolicy.pdf.

(v) Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

(vi) Commodity price risk and Commodity hedging activities

The Company does not have any exposure of any commodity and accordingly, no hedging activities for the same are carried out.

(vii) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)

Not Applicable

(viii) A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority

The Certificate of Company Secretary in practice is annexed herewith as a part of the report.

(ix) Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year

Not Applicable

(x) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part

Details relating to fees paid to the Statutory Auditors are given in Note 3.08 to the Standalone Financial Statements and Note 3.08 to the Consolidated Financial Statements.

(xi) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

During the year under review, no cases were received /filed pursuant to provisions of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

(xii) Non-mandatory requirements

Adoption of non-mandatory requirements of the Listing Regulations is being reviewed by the Board from time-to-time.

(xiii) Details of Adoption of Non-Mandatory (Discretionary Requirements)

Non-mandatory (discretionary) requirements under Regulation 27 of the Listing Regulations.

The status of compliance with non-mandatory requirements of the Listing Regulations is as under:

a. The Board

The requirement relating to maintenance of office and reimbursement of expenses of Non-Executive Chairman is not applicable to the Company since the Chairman of the Company is an Executive Director.

b. Shareholders Right

The Company has not adopted the practice of sending out half-yearly declaration of financial performance to shareholders. Quarterly results as approved by the Board are disseminated to Stock Exchanges and updated on the website of the Company.

c. Modified Opinion(s) in Audit Report

There are no modified opinions in audit report.

d. Reporting of Internal Auditor

In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditor who reports to the Audit Committee. Quarterly internal audit reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action.

(xiv) The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and regulation 46(2)

Sr. No.	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance Status (Yes/No/ N.A.)
1	Board of Directors	17(1)	Composition of Board	Yes
		17(2)	Meeting of Board of Directors	Yes
		17(3)	Review of Compliance Reports	Yes
		17(4)	Plans for orderly succession for appointments	Yes
		17(5)	Code of Conduct	Yes
		17(6)	Fees/Compensation	Yes
		17(7)	Minimum Information to be placed before the Board	Yes
		17(8)	Compliance Certificate	Yes
		17(9)	Risk Assessment & Management	Yes
		17(10)	Performance Evaluation	Yes

2	Audit Committee	18(1)	Composition of Audit Committee & Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		18(2)	Meeting of Audit Committee	Yes
		18(3)	Role of the Committee and Review of information by the Committee	Yes
3	Nomination and Remuneration Committee	19(1) & (2)	Composition of Nomination and Remuneration Committee	Yes
		19(3)	Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		19(4)	Role of the Committee	Yes
4	Stakeholders Relationship Committee	20(1), (2) & (3)	Composition of Stakeholder Relationship Committee	Yes
		20(4)	Role of the Committee	Yes
5	Risk Management Committee	21(1), (2) & (3)	Composition of Risk Management Committee	N.A.
		21(4)	Role of the Committee	N.A.
6	Vigil Mechanism	22	Formulation of Vigil Mechanism for Directors and Employees	Yes
7	Related Party Transaction	23(1), (5), (6), (7) & (8)	Policy for Related Party Transactions	Yes
		23(2) & (3)	Approval including omnibus approval of Audit Committee for all Related Party Transactions and review of transaction by the Committee	Yes
		23(4)	Approval for Material Related Party Transactions.	Yes
8	Subsidiaries of the Company	24(1)	Composition of Board of Directors of Unlisted Material Subsidiary	N.A.
		24(2), (3), (4), (5) & (6)	Other Corporate Governance requirements with respect to Subsidiary including Material Subsidiary of listed entity	N.A.
9	Obligations with respect to Independent Directors	25(1) & (2)	Maximum Directorship & Tenure	Yes
		25(3)	Meeting of Independent Directors	Yes
		25(4)	Review of Performance by the Independent Directors	Yes
		25(7)	Familiarisation of Independent Directors	Yes

10	Obligations with respect to Directors and Senior Management	26(1) & (2)	Memberships & Chairmanship in Committees	Yes
		26(3)	Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	Yes
		26(4)	Disclosure of Shareholding by Non-Executive Directors	Yes
		26(5)	Disclosures by Senior Management about potential conflicts of Interest	Yes
11	Other Corporate Governance Requirements	27(1)	Compliance of Discretionary Requirements	Yes
		27(2)	Filing of Quarterly Compliance Report on Corporate Governance	Yes
12	Disclosures on Website of the Company	46(2)(b)	Terms and conditions of appointment of Independent Directors	Yes
		46(2)(c)	Composition of various committees of Board of Directors	Yes
		46(2)(d)	Code of Conduct of Board of Directors and Senior Management Personnel	Yes
		46(2)(e)	Details of establishment of Vigil Mechanism / Whistle Blower policy	Yes
		46(2)(f)	Criteria of making payments to Non-Executive Directors	Yes
		46(2)(g)	Policy on dealing with Related Party Transactions	Yes
		46(2)(h)	Policy for determining Material Subsidiaries	Yes
		46(2)(i)	Details of familiarisation programmes imparted to Independent Directors	Yes

(xv) Code of Conduct

The Company has framed and adopted the Code of Conduct for all its Board Members and Senior Management Personnel. The Code of Conduct for Board Members and the Senior Management Personnel is posted on the website of the Company at the link **http://orbitexports.com/wp-content/uploads/2016/06/CodeofConduct.pdf.**

The Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year 2018-19. A declaration to this effect in terms of Regulation 26 of the SEBI Listing Regulations forms part of the Annual Report.

The Company's code for prevention of Insider Trading inter alia prohibits purchase/sale of securities of the Company by the designated person defined therein, while in possession of un-published price sensitive information.

(xvi) CEO/CFO Certification

As required under Regulation 17(8) of the SEBI Listing Regulations, the Chairman & Managing Director and the Chief Financial Officer of the Company have certified regarding the Financial Statements for the year ended March 31, 2019, which is annexed to this Report.

(xvii) Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and

the report thereon is submitted to the Stock Exchanges where the Company's shares are listed. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and total number of shares in physical form.

(xviii) Compliance with Secretarial Standards

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with each one of them.

6. Means of Communication:

Financial Results:

The quarterly/ half yearly/ annual financial results are published in the newspapers viz. Business Standard (in English) (in Mumbai + Delhi + Ahmedabad) and Navshakti (in Marathi with Marathi translation), a vernacular newspaper and are also posted on the website of the Company **www.orbitexports.com.**

The Company is in compliance with the provisions of the Listing Regulations pertaining to the intimation of notice of Board Meeting, publication of notice and results, outcome of the Meeting etc. The information is also made available to the investors on the Company website: **www.orbitexports.com.** The company has complied with filing submissions through BSE's and NSE's Online Portal. All Financial and other vital information are promptly communicated to the Stock Exchanges where the Company's shares are listed.

Website:

The Company's website **www.orbitexports.com** contains a separate dedicated section **'Investor Relations'** where shareholders' information is available. The Company's Annual Report is also available in a user-friendly and downloadable form.

7. General Shareholder Information:

a. 36th Annual General Meeting

AGM	:	36th Annual General Meeting
Date	:	September 30, 2019
Time	:	04:00 PM
Venue	:	Babubhai Chinai Committee Room, 2nd Floor, IMC Building, IMC Marg, Churchgate, Mumbai - 400020
b. Financial Year	:	April 1 to March 31
c. Book Closure Dates	:	September 20, 2019 (Friday) to September 24, 2019 (Tuesday)
d. Last Date of Receipt of Proxy Forms	:	Saturday, September 28, 2019 before 04.00 P.M.
e. Dividend Payment Date	:	During the year the Company has not declared any dividend

f. Listing on Stock Exchanges

i) Stock Exchange	:	**BSE Limited**
Address	:	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001
Scrip Code	:	512626
ISIN	:	INE231G01010
Listing Fees	:	Listing fees for BSE Limited for the year 2018-19 has been paid
ii) Stock Exchange	:	**National Stock Exchange of India Ltd.**
Address	:	Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051
Trading Symbol	:	ORBTEXP
ISIN	:	INE231G01010
Listing Fees	:	Listing fees for National Stock Exchange of India Limited for the year 2018-19 has been paid

g. Market Price Data

The monthly high and low price and volume of shares traded during the year 2018-19 on the BSE Limited:

Month	BSE		
	High (₹)	Low (₹)	Volume of Shares traded during the month (Nos.)
April, 2018	158.00	133.10	13,365
May, 2018	156.40	128.25	91,428
June, 2018	145.00	121.00	18,070
July, 2018	159.00	133.15	8,848
August, 2018	163.00	136.00	20,494
September, 2018	149.00	121.95	7,892
October, 2018	150.60	115.05	26,092
November, 2018	144.90	128.10	9,006
December, 2018	137.90	117.00	9,161
January, 2019	128.00	102.00	24,022
February, 2019	113.70	85.10	3,883
March, 2019	128.00	95.00	88,019

The monthly high and low price and volume of shares traded during the year 2018-19 on the National Stock Exchange of India Limited:

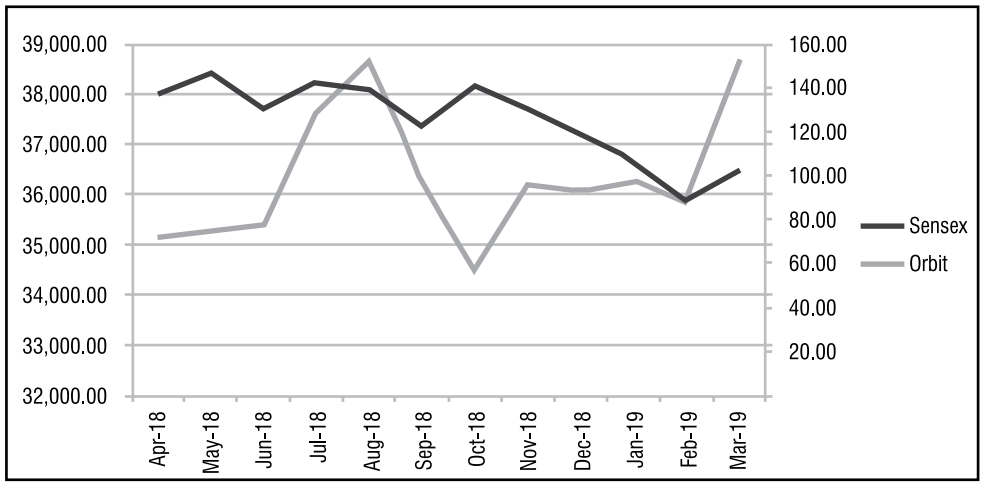
Month	NSE		
	High (₹)	Low (₹)	Volume of Shares traded during the month (Nos.)
April, 2018	160.45	134.00	1,23,807
May, 2018	159.70	128.00	2,84,119
June, 2018	146.00	107.20	1,22,887
July, 2018	146.90	131.10	2,77,140
August, 2018	162.00	138.00	2,53,282
September, 2018	150.00	121.10	1,33,092
October, 2018	153.80	114.70	3,15,314
November, 2018	146.90	127.15	43,722
December, 2018	136.90	117.00	49,564
January, 2019	127.50	103.15	60,929
February, 2019	113.75	86.20	1,11,943
March, 2019	129.40	91.50	6,42,383

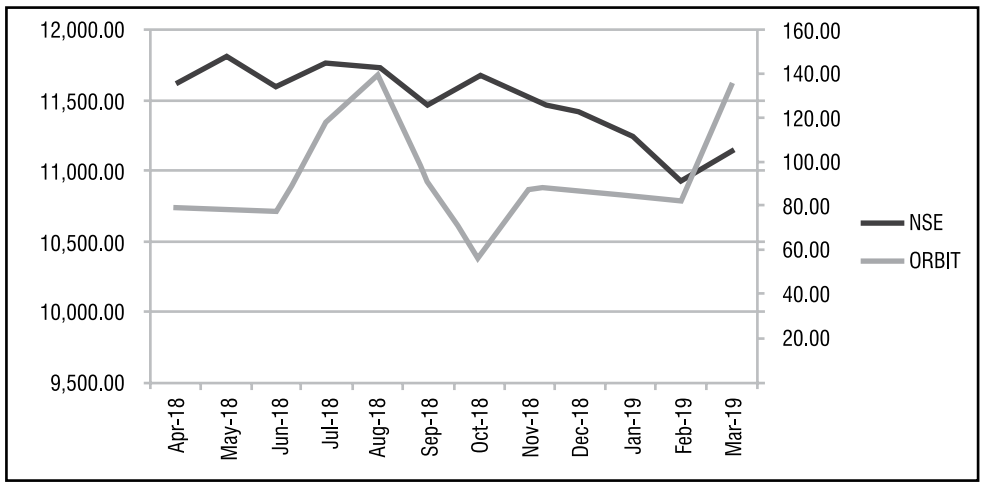
h. Tentative Calender for Financial Year Ending March 31, 2020.

a. Financial Reporting and Limited Review Report	Date of submission to Stock Exchanges latest by
For the quarter ending June 30, 2019	upto August 14, 2019
For the quarter/half year ending September 30, 2019	upto November 14, 2019
For the quarter ending December 31, 2019	upto February 14, 2020
Results (Audited)	
For the year ended March 31, 2020	upto May 30, 2020

i. Performance of shares price in comparison with the broad-based indices viz. BSE Sensex and NSE Nifty:

The Chart below shows the comparison of your Company's share price movement on BSE and NSE vis-à-vis the movement of the BSE Sensex and NSE Nifty for the financial year ended March 31, 2019 (based on month end closing):





j. Disclosure for securities that are suspended from trading : NA

k. Registrar and Transfer Agents:

Link Intime India Private Limited
(Formerly known as Intime Spectrum Registry Ltd.)
C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400083
Ph.: +91-22 – 49186000; Fax: 49186060;
email: rnt.helpdesk@linkintime.co.in

l. Share Transfer System:

The Registrars and Share Transfer Agent have put in place an appropriate Share Transfer system to ensure timely share transfers. Share transfers are registered and returned in the normal course within an average period of 30 days from the date of receipt, if the documents are clear in all respects. Requests for dematerialisation of shares are processed and confirmation is given to the respective depositories i.e. NSDL and CDSL within 21 days. In compliance with the Listing Regulations, a Practicing Company Secretary carries out audit of the System of Transfer and a certificate to that effect is issued.

However, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of

securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

m. Nomination:

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholders(s). Nomination facility in respect of shares held in electronic form is also available with the Depository Participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agents.

n. Electronic Service of Documents to Members at Registered Email Address:

In accordance with Rule 18 of the Companies (Management and Administration) Rules, 2014 notified under the Companies Act, 2013, the Companies may give Notice of the General Meetings through electronic mode. Further, the said Rule provides that advance opportunity should be given at least once in a financial year to the members for registering their email address and changes therein, as may be applicable. Further Rule 11 of the Companies (Accounts) Rules, 2014 notified under the Companies Act, 2013 provides that in case of listed companies, financial statements may be sent by electronic mode to such members whose shareholding is in dematerialized form and whose email Ids are registered with the Depository for communication purposes. As regards Members whose shareholding is held in physical form, the financial statements may be sent in electronic mode to those members who have positively consented in writing for receiving by electronic mode.

In view of the above, the Company shall send all documents to Members like General Meeting Notices (including AGM), Annual Reports comprising Audited Financial Statements, Directors' Report, Auditors' Report and any other future communication (hereinafter referred as "documents") in electronic form, in lieu of physical form, to all those members, whose email address is registered with Depository Participant (DP)/ Registrars & Share Transfer Agents (RTA) (hereinafter "registered email address") and made available to us, which has been deemed to be the member's registered email address for serving the aforesaid documents.

To enable the servicing of documents electronically to the registered email address, we request the members to keep their email addresses validated / updated from time to time. We wish to reiterate that Members holding shares in electronic form are requested to please inform any changes in their registered e-mail address to their DP from time to time and Members holding shares in physical form have to write to our RTA, M/s. Linkintime of India Private Ltd. at their specified address, so as to update their registered email address from time to time.

It may be noted that the Annual Report of the Company will also be available on the Company's website www.orbitexports.com for ready reference. Members are also requested to take note that they will be entitled to be furnished, free of cost, the aforesaid documents, upon receipt of requisition from the member, any time, as a member of the Company.

o. Distribution of Shareholding as on March 31, 2019:

No. of Shares	No. of Shareholders	% of Shareholders	No. of Shares	% to Equity
Up to 500	7,794	86.29	11,89,157	4.21
501 - 1000	599	6.63	4,48,890	1.59
1001 - 2000	255	2.82	3,78,500	1.34
2001 - 3000	104	1.15	2,67,491	0.95
3001 - 4000	62	0.69	2,23,339	0.79
4001 - 5000	41	0.46	1,85,057	0.65
5001 - 10000	94	1.04	6,49,150	2.30
10001 - above	83	0.92	2,49,16,272	88.17
TOTAL	**9,032**	**100**	**2,82,57,856**	**100**

p. Shareholding Pattern as on March 31, 2019:

Category	No. of Shares	% of Total
Promoter's Holding (including persons acting in concert)	1,76,89,283	62.60
Non Promoter's Holding		
a) Banks, FIIs.	1,543	0.01
Others		
a) Bodies Corporate	10,30,911	3.65
b) Individuals	82,82,654	29.31
c) NRIs	10,18,305	3.60
d) Market Maker	912	0.00
e) Clearing Member	14,713	0.05
f) HUF	1,81,027	0.64
g) IEPF	38,508	0.14
TOTAL	**2,82,57,856**	**100.00**

q. Dematerialization of Shares and Liquidity:

As on March 31, 2019, a total of 2,78,10,515 equity shares aggregating to 98.42% of the issued, subscribed and paid-up equity share capital of the Company were held in dematerialised form with National Securities Depository Limited and Central Depoistory Services (India) Limited. The break-up of equity shares held in Physical and dematerialised form as on March 31, 2019, is given below:

Category	No. of Shares	Percentage
NSDL	2,37,24,940	83.96
CDSL	40,85,575	14.46
Physical	4,47,341	1.58
Total	**2,82,57,856**	**100**

r. Address of registrars for dematerialization of shares:

M/s. Link Intime India Private Limited
C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400083
Ph.: +91-22-49186000; Fax: 49186060; email: rnt.helpdesk@linkintime.co.in

s. Outstanding GDRS/ADRS/Warrants or any Convertible Instruments : Not Applicable

t. Plant Locations

Surat Plot No. 6, 7, 8 & 9, Fairdeal Textile Park, Village Mahuvej, Taluka Mangrol, Dist – Surat – 394 102 (Guj.)	**Kalyan** Plot No 1, Building No B-12, Asmeeta Infratech Textile Park, Additional Kalyan Bhiwandi Industrial Area, Sarawali – Kon Village, Taluka - Bhiwandi, Dist Thane – 421 311

u. Address for Correspondence

i) Registrar and Share Transfer Agent: M/s. Link Intime India Private Limited C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai – 400083 Ph.: +91-22-49186000; Fax: 49186060; email: rnt.helpdesk@linkintime.co.in	**ii) Company** The Company Secretary, Orbit Exports Limited 122, 2nd Floor, Mistry Bhavan, Dinshaw Wachha Road, Churchgate, Mumbai – 400020 Ph.: -91-22-66256262; Fax: +91-22-22822031; email: investors@orbitexports.com

v. Credit Ratings

The Company's financial discipline and prudence is reflected in the strong credit ratings ascribed by ICRA Limited during the Financial Year 2018-2019 as given below:

Instrument	Rating
Long Term Debt	ICRA A (Stable)
Short Term Debt	ICRA A1

w. Unpaid and Unclaimed Dividends:

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unpaid or unclaimed dividend shall be transferred by the Company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125 of the Act. The details of unclaimed/unpaid dividend are available on the website of the Company viz. **www.orbitexports.com**.

x. Mandatory Transfer of Shares to Demat Account of Investors Education and Protection Fund Authority (IEPFA) in case of unpaid/ unclaimed dividend on shares for a consecutive period of seven years.

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholders from IEPFA by following the procedure prescribed under the aforesaid rules.

The Company has sent out individual communication to the concerned Members whose shares are liable to be transferred to IEPFA, to take immediate action in the matter. As required under the IEPF Rules, the Company has also published a Notice informing the Members' who have not claimed their dividend for a period of 7 years to claim the same from the Company before they are transferred to IEPFA.

Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company.

y. Details of Unclaimed/unpaid Dividend as on March 31, 2019 and due dates for transfers are as follows:

Sr. No	Financial Year	Date of Declaration of Dividend	Unclaimed Amount	Due Date to transfer of IEPF
1	2011-12 Interim Dividend	28-Feb-2012	5,05,435.00	01-May-2019
2	2012-13 Interim Dividend	08-Feb-2013	3,16,057.50	14-Mar-2020
3	2012-13 Final Dividend	03-Jul-2013	1,74,451.00	06-Aug-2020
4	2013-14 Interim Dividend	05-Feb-2014	3,70,360.00	11-Mar-2021
5	2013-14 Final Dividend	10-Jul-2014	2,35,932.50	12-Sep-2021
6	2014-15 Interim Dividend	05-Nov-2014	3,96,788.50	09-Jan-2022
7	2014-15 Final Dividend	24-Aug-2015	3,76,204.50	26-Oct-2022
8	2015-16 Interim Dividend	10-Feb-2016	4,19,037.75	16-Mar-2023
9	2015-16 Final Dividend	30-Sep-2016	2,87,503.50	02-Dec-2023
10	2016-17 Interim Dividend	25-Jan-2017	3,74,378.00	27-Mar-2024
11	2016-17 Final Dividend	11-Sep-2017	2,36,644.80	15-Nov-2024

During the year under review, the Company has transferred Unclaimed Dividend of ₹ 78,691.00/- to Investor Education and Protection Fund which was declared in Financial Year 2010-2011.

As per Regulation 34(3) read with Schedule V of the listing Regulations, no shares of the Company is laying in the Suspense Account.

DECLARATIONS

Compliance with the Code of Business Conduct and Ethics

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with Orbit Exports Limited Code of Business Conduct and Ethics for the year ended March 31, 2019.

For **Orbit Exports Limited**

Date : August 13, 2019
Place :Mumbai

Pankaj Seth
Chairman and Managing Director

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
ORBIT EXPORTS LTD.
122, 2nd Floor, Mistry Bhavan,
Dinshaw Wachha Road,
Churchgate, Mumbai – 400020

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **ORBIT EXPORTS LTD**. having CIN L40300MH1983PLC030872 and having registered office at 122, 2nd Floor, Mistry Bhavan, Dinshaw Wachha Road, Churchgate, Mumbai – 400020 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	PANKAJ SHYAMSUNDER SETH	00027554	27/07/2004
2.	ANISHA PANKAJ SETH	00027611	27/07/2004
3.	BRUCE LARRY KIEVAL	00335336	10/06/2006
4.	VARUN PRAMOD DAGA	01932805	26/07/2011
5.	SAUMIL USHAKANT MARFATIA	02774221	29/09/2009
6.	BALKRISHNA VITHALRAO PATIL	02927967	30/03/2010
7.	PARDEEP ANANT RAM KHOSLA	06926523	18/07/2014
8.	SUNIL RAMESH BUCH	07780539	04/02/2019

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR S. K. JAIN & CO.

Dr. S. K. JAIN
Membership No. FCS 1473
C. P. NO. 3076

Place: Mumbai
Date: May 13, 2019

CEO / CFO CERTIFICATION

To,
The Board of Directors,
Orbit Exports Limited
Mumbai

We, the undersigned, in our respective capacities as the Chairman and Managing Director and CEO and Chief Financial Officer of Orbit Exports Limited ("the Company") to the best of our knowledge and belief hereby certify that:

(a) We have reviewed the financial statements and cash flow statement of Orbit Exports Ltd. for the year ended March 31, 2019 and to the best of our knowledge and information we certify that:

   (i) these statements do not contain any materially untrue statement or omit any material fact or contain the statements that might be misleading;

   (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

(b) We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.

(c) We hereby declare that all the members of the Board of Directors and Executive Committee have confirmed compliance with the Code of Conduct as adopted by the Company.

(d) We accept the responsibility for establishing and maintaining internal controls for financial reporting for the Company and we have

   (i) evaluated the effectiveness of internal control systems of the Company;

   (ii) disclosed to the Auditors and the Audit Committee of the Board, deficiencies in the design or operation of such internal controls, if any, of which we are aware; and

   (iii) necessary steps taken or propose to be taken to ratify these deficiencies.

(e) We have indicated to the Auditors and the Audit Committee that there have been:

   (i) No significant changes in internal control over financial reporting during the year 2018-19;

   (ii) That there are changes in accounting policies during the year on account of Ind-AS adoption and the same have been disclosed in the notes to the financial statement; and

   (iii) No instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

For Orbit Exports Limited	For Orbit Exports Limited
Pankaj Seth **Chief Executive Officer**	**Mukesh Deopura** **Chief Financial Officer**

Place: Mumbai
Date: May 13, 2019

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE REPORT

To,
The Members of
ORBIT EXPORTS LTD.
122, 2nd Floor, Mistry Bhavan,
Dinshaw Wachha Road,
Churchgate, Mumbai – 400020

We have examined the compliance of conditions of Corporate Governance by **ORBIT EXPORTS LTD.** for the year ended on **March 31, 2019**.

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clause (b) and (i) of Regulation 46 and Para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Managements Responsibility

The Compliance of conditions of Corporate Governance is responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring Compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Opinion

Based on our examination of the relevant records and according to the information and explanations provided to us and the representation provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clause (b) and (i) of Regulation 46 and Para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2019.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on Use

The certification is addressed to and provided to the members of the Company solely for the purpose to enable the Company to comply with requirement of aforesaid Regulations, and should not be used by any other person for any other purpose. Accordingly, we 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.**
Practicing Company Secretaries

Dr. S.K. JAIN
Proprietor
C. P. NO. 3076

Place: Mumbai
Date: May 13, 2019

MANAGEMENT DISCUSSION AND ANALYSIS

The Management of **ORBIT EXPORTS LIMITED** presents its Analysis report covering performance and outlook of the Company. The Report has been prepared in compliance with the requirements of Corporate Governance as laid down in the Listing Regulations.

DISCLAIMER:

Readers are cautioned that this discussion and analysis contains forward looking statements that involve risks and uncertainties. When used in this discussion, the words "anticipate," "believe," "estimate," "intend," "will," and "expected" and other similar expressions as they relate to the Company or its business are intended to identify such forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Actual results, performances or achievements, risks and opportunities could differ materially from those expressed or implied in these forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements as these are relevant at a particular point of time & adequate restrain should be applied in their use for any decision making or formation of an opinion.

The following discussion and analysis should be read in conjunction with the Company's financial statements included herein and the notes thereto.

Global Economy:

During the year 2018, Global Economy grew by 3.6% signaling its resilience even on the backdrop of weakening global financial market sentiment, trade policy uncertainty, and concerns about China's outlook. Emerging economies stayed resilient during the period, with India leading the growth. In the second half of the year, trade wars between economies, particularly USA and China, stunted the growth momentum and the above rate of development gradually declined. Global leaders have expressed concerns of this leading to an economic crisis and have thus urged high level settlements and cooperation between the battling economies.

In 2018, economic activity in advanced economies grew at 2.3%, lower from 2017. In contrast, activity in the Euro Area has been somewhat weaker at 1.8% in 2018 as compared to 2.4% last year.

In Emerging and developing economies it's important to note that India's economy expanded at 7.1% in 2018 vis-à-vis 6.7% in 2017, whereas China's growth deteriorated from 6.9% in 2017 to 6.6% in 2018.

Indian Economy:

The Indian Economy continued to perform well and is the fastest growing major economy in the World. According to the IMF, India is a bright spot in the global ecosystem and India's growth is looking very profitable in the coming years.

Today, India is the world's seventh largest economy in real terms, backed by strong demand, positive consumption pattern and rising disposable income. This remarkable growth was achieved even at the backdrop of the several challenges faced by Indian Economy. However, Moody's Investors Service has cut India's gross domestic product (GDP) growth rate to 6.2 per cent for calendar year 2019 against its earlier projection of 6.8 percent. The rating agency scaled down India's economic growth to 6.7 per cent for 2020, a cut of another 0.6 percentage points. There are discernible signs of slowdown in various sectors such as automobile, real estate, telecom, and banking and finance apart from agriculture, which is spooking even normally stable sectors like FMCG.

The year also witnessed Foreign Direct Investments worth ~USD 33.5 billion flowing to India.

Indian Textile Industry:

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. Even today, textiles sector is one of the largest contributors to India's exports with approximately 13 per cent of total exports. The textiles industry is also labour intensive and is one of the largest employers. The textile industry has two broad segments. First, the unorganised sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organised sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale.

The textile industry employs about 45 million people directly and 20 million indirectly. India's overall textile exports is expected to increase to US$ 82.00 billion by 2021 from US$ 31.65 billion in FY19. The Indian textiles industry, currently estimated at around US$ 150 billion, is expected to reach US$ 250 billion by 2019. The Directorate General of Foreign Trade (DGFT) has also revised rates for incentives under the Merchandise Exports from India Scheme (MEIS) for two subsectors of Textiles Industry - Readymade garments and Made ups - from 2 per cent to 4 per cent.

The Government of India announced a Special Package to boost exports by US$ 31 billion, create one crore job opportunity and attract investments worth ₹ 80,000 crore (US$ 11.93 billion) during 2018-2020.

During the year under review, the Indian Textile Industry has witnessed subdued growth in domestic as well as export market. The International demand was largely muted on account of the trade war and its uncertainty whereas the domestic demand did not pick up as expected as the Industry was getting in terms with the GST regime. The textile industry is one of the largest contributors to the economy accounting for ~4% of the GDP. The textiles and apparel industry constitutes ~14% of the total exports of the country. India's share in world trade in textile and clothing during this year is estimated to be 4.95 percent. With these exports, India is ranked second amongst the suppliers in the world after China and fourth largest producer and exporter of apparel after China, Bangladesh and Vietnam. However, its exports are 1/7th of the level of exports from China.

Financial Performance of the Company

Standalone Financial Performance of the Company.

The key highlights of the Standalone financial performance are:

1) Net Sales increased by 3.76% from ₹12,520.67 Lakhs in 2017-2018 to ₹ 12,991.93 Lakhs in 2018-2019.

2) Earnings before interest, depreciation, tax (EBIDTA) decreased by 5.51% from ₹ 4,281.70 Lakhs in 2017-2018 to ₹ 4,045.65 Lakhs in 2018-2019.

3) Profit after tax (PAT) decreased by 7.19% from ₹ 2,490.88 Lakhs in 2017-18 to ₹ 2,311.82 Lakhs in 2018-2019.

4) Depreciation and Amortization expenses increased by 18.43% from ₹ 722.44 Lakhs in 2017-2018 to ₹ 855.57 Lakhs in 2018-2019.

5) Interest expenses increased by 174.82% from ₹ 53.50 Lakhs in 2017-2018 to ₹ 147.03 Lakhs in 2018-2019.

Consolidated Financial Performance of the Company

The key highlights of the consolidated financial performance are:

1) Net Sales of the Company was ₹ 13,509.10 Lakhs in the year 2018-2019.

2) Earnings before interest, depreciation, tax (EBIDTA) was ₹ 4,316.96 Lakhs in 2018-2019.

3) Profit after tax (PAT) was ₹ 2,575.18 Lakhs in 2018-2019.

4) Depreciation and Amortization expenses during the year 2018-2019 was ₹ 858.48 Lakhs.

5) Interest expenses during the year 2018-2019 was ₹ 147.03 Lakhs.

Capital Expenditure:

As at 31st March, 2019 the gross fixed assets stood at ₹ 12,729.80 lakhs and net fixed assets ₹ 10,500.14 lakhs. Additions during the year amounted to ₹ 2,039.80 lakhs.

Buyback:

The Board of Directors, as its meeting held on March 18, 2019 approved the buyback of the Company's fully paid-up equity shares of the face value of ₹ 10/- each from its shareholders/beneficial owners excluding promoters, promoter group and persons who are in control of the Company, via the "open market" route through the stock exchanges, for a total amount not exceeding ₹ 10 Crore ("Maximum Buyback Size"), and at a price not exceeding ₹ 130/- per Equity Share ("Maximum Buyback Price").

The indicative maximum number of Equity Shares bought back at the above maximum price would be 7,69,230. If the Equity Shares are bought back at a price below the Maximum Buyback Price of ₹ 130/-, the actual number of equity shares bought back could exceed the above indicative Maximum Buyback quantity but will always be subject to the Maximum Buyback Size.

The Buyback shall be from the open market purchases through the stock exchanges, by the order matching mechanism except 'all or none' order matching system, as provided under the Buyback Regulations.

The Company will fund the buyback from its free reserves, current surplus and/ or cash and cash equivalents and/or internal accruals and / or liquid resources and / or such other permissible sources of funds of the Company.

The buyback of equity shares through the stock exchanges commenced on March 29, 2019 and is expected to be completed by September 28, 2019 or reaching the Maximum Buyback Size or at such earlier date as may be determined by the Board/ Buy-back Committee, subject to the Company having deployed an amount equivalent to the minimum Buy-back size, whichever is earlier.

During the period from March 29, 2019 to March 31, 2019, Nil equity shares were purchased from the stock exchange and therefore not extinguished any shares as of March 31, 2019.

Credit Rating:

The Company's financial discipline and prudence is reflected in the strong credit ratings ascribed by ICRA Limited as given below:

Instrument	Rating
Long Term Debt	ICRA A (Stable)
Short Term Debt	ICRA A1

Adoption of Indian Accounting Standards (IND AS):

Your company adopted Indian Accounting Standards (Ind AS) with effect from April 1, 2017. For the year 2016-17, 2017-18 and 2018-19 the Company has completed assessment of impact of change to Ind AS for relevant periods. The Company has modified the accounting and reporting systems to facilitate the changes.

Outlook:

The company is taking all efforts to improve the quality and productivity to get more orders at competitive rates. The expansion program by improving efficiency by installation of new and high tech machinery will push volume growth. The company's business is committed to achieve world benchmark quality besides expanding on new product offering from new clients. Further the business will continue to focus on improving its cost competitive position. These measures will ensure the company maintaining its leadership position in the world market. Due to the own manufacturing facilities, the company is able to maintain safety of products high quality & productivity in the finished goods manufactured. Barring unforeseen circumstances the company is confident of achieving better results in the current year.

Opportunities and threats:

China's rising manufacturing cost and shifting of focus from exports to its own growing domestic consumption will offer an opportunity for the Indian textiles sector to grab the market share of China in the developed world, especially the European countries and the United States, which cumulatively comprise around 60% of the global export market. Retaliatory tariffs between China and USA is bound to have a ripple effect on other nations' economies.

With this move, the USA's domestic market will become costlier and at the same time Chinese Garment factories will lose business. But the competition will rise in other markets. However, this is a good opportunity for India to cater to the US market. The conclusion of the much-awaited Indo-EU FTA will open up new opportunities for exports. However, its delay is certainly restricting export of textiles to the EU, as competing nations like Pakistan and Bangladesh enjoy the duty benefit of 6% to 8% as against Indian Products. The increase in export benefits announced in March, 2019 in Made-ups will give relief to exporters in times to come. The World, including the advanced countries, are becoming increasingly inward-looking and resorting to protectionist measures, thereby, putting multilateral system of trading at risk. This could pose a serious

challenge in the export markets. The duty free import of fabrics from China into Bangladesh and in return the Garments are being imported duty free into India from Bangladesh is hitting hard the Indian Textile Industry.

Risks and Concerns:

Due to the cash crunch and weak demand in the Indian and Export markets, it is difficult to pass on the cost to end customers. Hence, the margins are under pressure. Further, globally consumer shifting preference from cotton fibre to manmade fibre, which are available at lower prices, is also putting pressure on prices.

Internal Control Systems and their Adequacy:

For ensuring methodical and efficient conduct of its business, the Board has adopted policies and procedures. Thus, it ensures on the one hand, safeguarding of assets and resources of the Company, prevention and detention of frauds and errors, accuracy and completeness of the accounting records, timely preparation of financial disclosures and on the other hand, encourages the improvement of the operational performance of the Company.

The Company has an adequate internal control system commensurate with the size and complexity of the organization. The Company has undertaken a comprehensive review of all internal control systems to take care of the needs of the expanding size of the Company. A system of internal audit to meet the statutory requirement as well as to ensure proper implementation of management and accounting controls is in place. The Audit Committee periodically reviews the adequacy of the internal audit functions. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of persons.

Human Resources / Industrial Relations:

The Company treats its human resources as its important asset and believes in its contribution to the all round growth of the Company. The Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity to contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel.

Research and Development:

Global markets being soft, we need to focus on providing better service to existing buyers with a view to growing business with them.

Further, innovating new products, using different yarns, and different processing techniques has become very important.

Lastly we are trying to expand our global reach with venturing into new markets.

This three pronged strategy will help your Company for its sales.

Cautionary Statement:

All Statements made in this Report may be "forward looking statements" within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and expectations of the future events that are subject to risks and uncertainties. Actual future results and trend may differ materially from historical results, depending on variety of factors like changes in economic conditions affecting demand/ supply, price conditions in which the Company operates, Government regulations, tax laws and other statues and incidental factors.

INDEPENDENT AUDITOR'S REPORT

To the members of Orbit Exports Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Orbit Exports Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019 and its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statement in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules framed thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statement.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters:

Sr.No	Key Audit Matters (KAMs)	How the KAMs were addressed in our audit
1	**Implementation of new accounting standard on revenue recognition** Refer note 1.5(a) of the Statement of Significant Accounting Policies. The accuracy of recognition, measurement, presentation and disclosure of revenues and other related balances in view of adoption of Ind AS 115 *"Revenue from Contracts with Customers"* involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue. Additionally, Ind AS 115 contains disclosures which involves collation of information in respect of various matters such as disaggregation revenue.	• We had discussion with the Management about its process to assess implementation issues relating to adoption of Ind AS 115. • Our audit approach consisted testing of the effectiveness of the internal controls relating to such process including substantive testing, which included review of terms and conditions of selected sample of existing contracts and new contracts. • We inter alia tested the operating effectiveness of the internal control relating to identification of the distinct performance obligations, determination of transaction price, criteria relating to transfer of control over the promised goods and measurement and recording of revenue. • We also evaluated appropriateness of the disclosures required under Ind AS 115 and verified the process of compilation and accuracy of such disclosures. • We performed cut-off testing for samples of revenue transactions recorded before and after the financial year end date by comparing with relevant underlying documentation, which included goods dispatch notes and shipping documents, to assess whether the revenue was recognized in the correct period.

Information Other than the Standalone Financial Statements and Our Report thereon

The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in Annual Report, but does not include the standalone financial statements and our report thereon. The entire Annual Report is expected to be made available to us after the date of this report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to Those Charged With Governance and take appropriate actions in accordance with Standards on Auditing.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Ind AS and relevant provisions of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of the misstatement in the standalone financial statement that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statement

may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and evaluating the results of our work; and (ii) to evaluate the effects of any identified misstatements in the standalone financial statement.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
   c) The Balance Sheet, the Statement of Profit and Loss (Including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
   d) In our opinion, the aforesaid the standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with relevant rules issued thereunder and relevant provisions of the Act;
   e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of section 164(2) of the Act;
   f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements;
   g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

      In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
   h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company does not have any pending litigations which may have adverse impact on its financial position;
      ii. The Company did not have any material foreseeable losses on long term contracts including derivative contracts; and
      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **G. M. Kapadia & Co.**
Chartered Accountants
Firm's Registration No: 104767W

Atul Shah
Partner
Membership No: 039569

Place : Mumbai.
Dated : May 13, 2019

Annexure A - referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" of our report on even date, to the members of the Company on the standalone financial statements for the year ended March 31, 2019

(i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its property, plant and equipment;

(b) The Company has a regular programme of physical verification of property, plant and equipment by which all property, plant and equipment of the Company are being verified in a phased manner over a period of three year, which in our opinion, is reasonable having regard to the size of the Company and nature of its business. Pursuant to the program, a portion of property, plant and equipment has been physically verified by the management during the year and no material discrepanicies were noticed on verification conducted during the year as compared with the book records; and

(c) According to the information and explanation given to us and on the basis of our examination of records of the Company, the title deeds of immovable properties classified as property, plant and equipment are held in the name of the Company.

(ii) (a) The inventory (excluding stocks with third parties) has been physically verified by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable; and

(b) The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been appropriately dealt with in the books of accounts.

(iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, paragraph 3(iii)(a) to (c) of the Order regarding terms and conditions of such loans and repayment of such loans etc. are not applicable to the Company.

(iv) The Company has not granted any loans or provided any guarantees or security to the parties covered under section 185 of the Act. The Company has complied with the provisions of section 186 of the Act in respect of investments made or loans or guarantee or security provided to the parties covered under that section.

(v) The Company has complied with the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act, and the rules framed there under, to the extent applicable. We are informed by the Management that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal in this regard.

(vi) The Central Government has prescribed maintenance of cost records under section 148(1) of the Act, for the products manufactured by the Company. We have broadly reviewed the books of account maintained and are of the opinion, prima facie, that the prescribed accounts and records have been made and maintained by the Company. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

(vii) (a) The Company has generally been regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and services tax, cess and other applicable statutory dues with the appropriate authorities. No undisputed statutory dues payable were in arrears as at March 31, 2019, for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us, there are no outstanding disputed dues payable by the Company in case of income tax, sales tax, service tax, duty of customs, duty of excise or value added tax or cess as on March 31, 2019.

(viii) The Company has not defaulted in repayment of dues to any financial institutions, banks, government or debenture holders.

(ix) The Company has raised term loans during the year which have been applied for the purpose for which they were raised.

(x) To the best of our knowledge and belief and according to the information and explanations given to us, we report that no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

(xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with requsite approvals mandated by the provisions of the section 197, read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanation given to us , the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related party are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) Based on our audit procedures performed for the purpose of reporting the true and fair view of standalone financial statements and according to information and explanations given by the management, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.

(xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the standalone financial statements, the Company has not entered into non-cash transactions with directors. We have been informed that no such transaction have been entered into with person connected with directors. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.

(xvi) The Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934.

For **G. M. Kapadia & Co.**
Chartered Accountants
Firm's Registration No: 104767W

Atul Shah
Partner
Membership No: 039569

Place : Mumbai.
Dated : May 13, 2019

Annexure B - referred to in paragraph 2(f) under "Report on Other Legal and Regulatory Requirements" of our Independent Auditor's report of even date, to the members of Orbit Exports Limited on the Standalone Financial Statements for the year ended March 31, 2019

Report on the Internal Financial Controls under section 143(3)(i) of the Act

We have audited the internal financial controls with reference to standalone financial statements of **Orbit Exports Limited** ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued

by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness.

Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2019 based on the internal controls with reference to financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note.

For **G. M. Kapadia & Co.**
Chartered Accountants
Firm's Registration No: 104767W

Atul Shah
Partner
Membership No: 039569

Place : Mumbai.
Dated : May 13, 2019

Standalone Balance sheet as at March 31, 2019

₹ in Lakhs

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-current Assets			
Property, Plant and Equipment	2.01	**10,241.10**	9,096.20
Capital work-in-progress	2.01	**197.76**	182.82
Other Intangible assets	2.02	**61.28**	76.02
Financial Assets			
Investments	2.03	**692.35**	692.67
Loans	2.04	**151.25**	121.76
Other financial assets	2.05	**24.65**	47.50
Non Current tax assets (net)	2.12	**47.06**	-
Other non-current assets	2.07	**170.11**	762.96
Total Non-current Assets		**11,585.56**	10,979.93
Current Assets			
Inventories	2.08	**2,826.50**	2,740.80
Financial Assets			
Trade receivables	2.09	**3,085.89**	3,116.15
Cash and cash equivalents	2.10	**890.11**	299.86
Bank balances other than 2.10 above	2.11	**1,556.23**	595.58
Loans	2.04	**2.79**	3.66
Other financial assets	2.05	**183.37**	99.97
Current tax assets (net)	2.12	**27.65**	68.78
Other current assets	2.07	**641.52**	856.44
Total Current Assets		**9,214.06**	7,781.24
TOTAL ASSETS		**20,799.62**	18,761.17
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	2.13	**2,825.79**	2,825.79
Other Equity	2.14	**13,473.03**	11,151.14
Total Equity		**16,298.82**	13,976.93
LIABILITIES			
Non-current Liabilities			
Financial Liabilities			
Borrowings	2.15	**607.79**	516.69
Other financial liabilities	2.17	**309.00**	459.00
Provisions	2.19	**95.86**	119.13
Deferred tax liabilities (net)	2.06	**1,202.76**	968.23
Other non-current liabilities	2.18	**549.25**	369.92
Total Non-current Liabilities		**2,764.66**	2,432.97
Current Liabilities			
Financial Liabilities			
Trade payables			
Total outstanding dues of Micro Enterprises and Small Enterprises	2.16	**125.22**	-
Total outstanding dues of creditors other than Micro and Small Enterprises	2.16	**206.45**	344.94
Other financial liabilities	2.17	**975.86**	1,617.43
Other current liabilities	2.18	**282.56**	250.00
Provisions	2.19	**77.30**	50.56
Current Tax Liabilities (Net)	2.20	**68.75**	88.34
Total Current Liabilities		**1,736.14**	2,351.27
Total Equity and Liabilities		**20,799.62**	18,761.17

Significant Accounting Policies 1

The accompanying notes are an integral part of standalone financial statements.

As per our report of even date

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

Atul Shah
Partner
Membership No. 39569

Place : Mumbai
Date : May 13, 2019

For and on behalf of the Board of Directors

Pankaj Seth
Managing Director
DIN : 00027554

Anisha Seth
Whole-time Director
DIN : 00027611

Mukesh Deopura
Chief Financial Officer

Neha Poddar
Company Secretary

Place : Mumbai
Date : May 13, 2019

Standalone Statement of Profit and Loss for the year ended March 31, 2019

₹ in Lakhs

Particulars	Note No.	2018-19	2017-18
INCOME			
Revenue from operations	3.01	**13,338.51**	13,023.04
Other income	3.02	**338.18**	357.39
Total Income		**13,676.69**	13,380.43
EXPENSES			
Cost of materials consumed	3.03	**4,887.30**	4,741.79
Changes in inventories	3.04	**(17.12)**	(136.07)
Employee benefits expense	3.05	**2,079.11**	1,779.79
Finance costs	3.06	**147.03**	53.50
Depreciation, amortisation and impairment expense	3.07	**855.57**	722.44
Other expenses	3.08	**2,681.75**	2,713.22
Total Expenses		**10,633.64**	9,874.67
Profit / (loss) before exceptional items and tax		**3,043.05**	3,505.76
Exceptional items		**-**	-
Profit / (loss) before tax		**3,043.05**	3,505.76
Tax expenses	3.09		
Current tax		**655.74**	995.46
Tax adjustments for earlier years		**(148.82)**	(4.27)
Deferred tax liability / (asset) incl. MAT credit		**224.31**	23.69
Profit for the year		**2,311.82**	2,490.88
Other comprehensive income / (loss)			
Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans		**35.09**	(9.03)
Income tax relating to items that will not be reclassified to profit or loss		**(10.22)**	-
Total other comprehensive income / (loss)		**24.87**	(9.03)
Total comprehensive income for the period		**2,336.69**	2,481.85
Earnings per equity share (Face Value of ₹ 10/- each)	4.01		
Basic (in ₹)		**8.18**	8.69
Diluted (in ₹)		**8.18**	8.69

Significant Accounting Policies 1

The accompanying notes are an integral part of standalone financial statements.

As per our report of even date

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

Atul Shah
Partner
Membership No. 39569

Place : Mumbai
Date : May 13, 2019

For and on behalf of the Board of Directors

Pankaj Seth
Managing Director
DIN : 00027554

Anisha Seth
Whole-time Director
DIN : 00027611

Mukesh Deopura
Chief Financial Officer

Neha Poddar
Company Secretary

Place : Mumbai
Date : May 13, 2019

Standalone Statement of changes in equity for the year ended March 31, 2019

₹ in Lakhs

A. EQUITY SHARE CAPITAL	Note No.	Amount
Balance as at April 01, 2017	2.13	2,870.23
Buyback of shares		(44.44)
Changes in equity share capital during the year		-
Balance as at March 31, 2018	2.13	2,825.79
Changes in equity share capital during the year		-
Balance as at March 31, 2019	**2.13**	**2,825.79**

₹ in Lakhs

B. OTHER EQUITY	Reserves and Surplus (refer note 2.14)			
	General Reserve	Capital Redemption Reserve	Retained Earnings	Total
Balance as at April 01, 2018	31.08	44.44	11,075.62	11,151.14
Profit for the year	-	-	2,311.82	2,311.82
Other Comprehensive Income / (loss)	-	-	24.87	24.87
Total Comprehensive Income for the year	-	-	2,336.68	2,336.68
Transaction cost relating to buyback	-	-	(14.81)	(14.81)
Balance as at March 31, 2019	**31.08**	**44.44**	**13,397.49**	**13,473.03**
Balance as at April 01, 2017	786.63	-	8,847.77	9,634.40
Profit for the year	-	-	2,490.88	2,490.88
Other Comprehensive Income / (loss)	-	-	(9.03)	(9.03)
Total Comprehensive Income for the year	-	-	2,481.85	2,481.85
Buyback of equity shares	(755.55)	44.44	(44.44)	(755.55)
Effect of measuring financial instrument at fair value	-	-	(2.29)	(2.29)
Payment of dividends	-	-	(172.21)	(172.21)
Payment of dividend distribution tax	-	-	(35.06)	(35.06)
Balance as at March 31, 2018	31.08	44.44	11,075.62	11,151.14

Significant Accounting Policies (Refer Note 1)

The accompanying notes are an integral part of standalone financial statements.

As per our report of even date

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

Atul Shah
Partner
Membership No. 39569
Place : Mumbai
Date : May 13, 2019

For and on behalf of the Board of Directors

Pankaj Seth
Managing Director
DIN : 00027554

Anisha Seth
Whole-time Director
DIN : 00027611

Mukesh Deopura
Chief Financial Officer

Neha Poddar
Company Secretary

Place : Mumbai
Date : May 13, 2019

Standalone Cash Flow Statement for the year ended March 31, 2019

₹ in Lakhs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Cash flow from operating activities		
Profit/(loss) before tax	**3,043.05**	3,505.76
Non-cash Adjustment to Profit Before Tax:		
Depreciation, amortisation and impairment expense	**855.57**	722.44
Interest expenses	**147.03**	(53.50)
Bad Debts written off	**17.57**	27.11
Amortisation of deferred revenue	**(58.67)**	(47.99)
Unrealised foreign exchange loss / (gain)	**1.32**	50.54
Mark-to-market (gain)/loss on derivative financial instruments	**(114.14)**	(31.48)
Dividend Income	**(0.03)**	(0.12)
Provision for gratutiy, leave encashment and bonus	**(16.66)**	43.01
Interest income	**(123.90)**	(58.36)
(Profit)/Loss on disposal of property, plant and equipment	**35.09**	-
Unwinding of lease rent	**5.56**	5.13
Allowances for bad and doubtful debts	**34.50**	6.25
Interest income on financial asset at amortised cost	**(5.04)**	(4.26)
Operating Profit before Change in operating assets and libilities	**3,821.25**	4,164.54
Change in operating assets and liabilities :		
(Increase)/Decrease in trade receivables	**(23.13)**	278.31
(Increase)/Decrease in inventories	**(85.70)**	(233.82)
(Increase)/Decrease in other financial assets	**26.92**	109.01
(Increase)/Decrease in other current/non-current assets	**194.06**	(408.19)
Increase/(Decrease) in trade payables	**(13.27)**	89.27
Increase/(Decrease) in provisions	**55.22**	(66.15)
Increase/(Decrease) in other current/non-current liabilities	**270.55**	10.23
Increase/(Decrease) in current financial liabilities	**(132.65)**	449.41
Increase/(Decrease) in non-current financial liabilities	**(150.00)**	459.00
Cash generated from operations	**3,963.25**	4,851.61
Direct taxes paid (net of refunds)	**(532.44)**	(1,054.06)
Net cash flow from/(used in) operating activities (A)*	**3,430.81**	3,797.55
Cash flow from investing activities		
Payments for acquisition of property, plant and equipment	**(1,446.59)**	(2,412.32)
Proceeds from sale of property, plant and equipment	**18.97**	-
Repayments / (Disbursements) of loans given	**(23.57)**	(61.04)
Dividend Income	**0.15**	0.12
Interest Received	**127.73**	40.99
Changes in Fixed Deposit other then Cash and Cash Equivalent:		
Redemption of fixed deposit	**1,416.17**	240.27
Investments made in fixed deposit	**(2,354.10)**	(384.69)
Investment in Subsidiary	**-**	(0.82)
Proceeds from sale of investments	**0.32**	-
Net cash flow from/(used in) investing activities (B)	**(2,260.92)**	(2,577.49)

Standalone Cash Flow Statement for the year ended March 31, 2019 (Contd.)

₹ in Lakhs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Cash flows from financing activities		
Repayment of non-current borrowings	**(420.27)**	(330.33)
Dividend on Equity Shares (including dividend distribution tax)	**-**	(207.27)
Buyback of Equity Shares	**-**	(800.00)
Transaction cost relating to buyback	**(14.81)**	-
Interest and finance charges	**(144.58)**	51.84
Net cash flow from/(used in) in financing activities (C)	**(579.66)**	(1,285.76)
Net increase/(decrease) in cash and cash equivalents (A+B+ C)	**590.25**	(65.70)
Cash and cash equivalents at the beginning of the year	**299.86**	365.56
Cash and cash equivalents at the end of the year	**890.11**	299.86
Notes:		
(a) Reconciliation of cash and cash equivalents as per the cash flow statement :		
Cash and cash equivalents		
Balances with banks:		
On current accounts		
Escrow Account	**25.00**	-
Cash Credit	**81.26**	43.60
Others	**184.28**	52.13
Deposits with original maturity of less than 3 months	**581.26**	189.56
Cash on hand	**18.31**	14.57
Balance as per the cash flow statement :	**890.11**	299.86

(b) The Cash Flow Satement has been prepared using indirect method set out in the Ind AS 7 - 'Statement of Cash Flows'.

(c) Changes in Liabilities arising from financing activities:

Particulars	As at March 31, 2018	Cash Flow	Non Cash Changes	**As at March 31, 2019**
Non-current borrowings (including current maturities of Non-current borrowings) (Refer note 2.15)	1,400.40	(420.27)	-	980.13

Particulars	As at March 31, 2017	Cash Flow	Non Cash Changes	**As at March 31, 2018**
Non-current borrowings (including current maturities of Non-current borrowings) (Refer note 2.15)	1,730.73	(330.33)	-	1,400.40

* Amount spent in Cash towards Corporate Social Responsibility is ₹ 116.06 lakhs (March 31, 2018: ₹ 12.30 lakhs)

The accompanying notes are an integral part of standalone financial statements.

As per our report of even date

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

Atul Shah
Partner
Membership No. 39569
Place : Mumbai
Date : May 13, 2019

For and on behalf of the Board of Directors

Pankaj Seth
Managing Director
DIN : 00027554

Anisha Seth
Whole-time Director
DIN : 00027611

Mukesh Deopura
Chief Financial Officer

Neha Poddar
Company Secretary

Place : Mumbai
Date : May 13, 2019

Notes to Standalone Financial Statements for the year ended March 31, 2019

Background

Orbit Exports Limited, a Public Limited Company incorporated under Companies Act 1956, principally operates in two business segments: Manufacturing of Textile and Windmill Power Generation. The equity shares of the Company are listed on Bombay Stock Exchange and National Stock Exchange of India Limited.

Authorisation of standalone financial statements

The standalone financial statements were authorized for issue in accordance with a resolution of the directors on May 13,2019.

1. Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the presentation of these standalone financial statements.

1.1 Basis of Preparation

(i) Compliance with Ind AS

The standalone financial statements comply in all material aspects with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 ("the Act"), and relevant rules issued there under and the relevant provisions of the Act. In accordance with provision to the Rule 4A of the Companies (Accounts) Rules, 2014, the terms used in these financial statements are in accordance with the definitions and other requirements specified in the applicable Accounting standards.

(ii) Historical cost convention

The standalone financial statements have been prepared on a historical cost basis, except for the following :

a) certain financial assets and liabilities (including derivative instruments) are measured at fair value; and

b) defined benefit plans - plan assets measured at fair value.

1.2 Rounding of Amounts

All amounts disclosed in the standalone financial statement and notes have been rounded off to the nearest Lakhs, except where otherwise indicated.

1.3 Current versus Non-Current classification

The Company presents its assets and liabilities in the Balance Sheet based on current / non-current classification.

An asset is classified as current if it is :

a) expected to be realised or intended to be sold or consumed in normal operating cycle;

b) held primarily for the purpose of trading;

c) expected to be realised within twelve months after the reporting period; or

d) the cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current if it is:

a) it is expected to be settled in normal operating cycle;

b) it is held primarily for the purpose of trading;

c) it is due to be settled within twelve months after the reporting period; or

d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its normal operating cycle.

Notes to Standalone Financial Statements for the year ended March 31, 2019

1.4 Use of Judgements, Estimates and Assumptions

While preparing standalone financial statements in conformity with Ind AS, the management makes certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the statement of financial position date and the reported amount of income and expenses for the reporting period. Financial reporting results rely on our estimate of the effect of certain matters that are inherently uncertain. Future events rarely develop exactly as forecast and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions. The management continually evaluate these estimates and assumptions based on the most recently available information.

Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgmentsin applying accounting policies that have the most significant effect on the amounts recognised in the standalone financial statements are as below:

Key assumptions:

(i) Financial Instruments: (Refer note 4.10)

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. Details of the assumptions used are given in the notes regarding financial assets and liabilities. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in anarm's length transaction at the reporting date.

(ii) Useful lives of Property, Plant and Equipment and Intangible assets: (Refer notes 1.6, 1.7 and 1.8)

The company reviews the useful life of Property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

(iii) Valuation of inventories: (Refer note 1.10)

The Company estimates the net realisable value (NRV) of its inventories by taking into account estimated selling price, estimated cost of completion, estimated costs necessary to make the sale, obsolescence considering the past trend. Inventories are written down to NRV where such NRV is lower than their cost.

(iv) Assets and obligations relating to employee benefits: (Refer note 4.08)

The cost of the defined benefit plans, compensated absences and the present value of the defined benefit obligations are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These interalia include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(v) Recognition and measurement of other Provisions:

The recognition and measurement of other provisions is based on the assessment of the probability of an outflow ofresources, and on past experience and circumstances known at the closing date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

1.5 Revenue Recognition

a) Revenue From Contracts With Customers

The Company derives revenues primarily from sale of products and services. Revenue from sale of goods is recognised net of returns and discounts.

Effective April 01, 2018 the Company adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts that were not completed as at April 01, 2018. In accordance with the cumulative catch-up transition method, the comparatives are not required to adjust retrospectively. The effect on adoption of Ind AS 115 was insignificant.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expect to receive in exchange for those products or services.

Notes to Standalone Financial Statements for the year ended March 31, 2019

To recognise revenues, the Company applies the following five step approach :

1. Identify the contract with a customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognise revenues when a performance obligation is satisfied.

Revenue is measured based on the consideration specified in a contract with a customer and excludes amountscollected on behalf of third parties.

The Company presents revenues net of indirect taxes in its statement of profit and loss.

Performance obligation may be satisfied over time or at a point in time. Performance obligations satisfied over time if any one of the following criteria is met. In such cases, revenue is recognised over time :

1. The customer simultaneously receives and consumes the benefits provided by the Company's performance; or
2. The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

b) Export incentives are accounted on accrual basis and include the estimated value of export incentives receivable under the Duty Draw Back Scheme and other applicable schemes.

c) Dividend Income is recognised when the Company's right to receive is established which generally occurs whenthe shareholders approve the dividend.

d) Revenue from services is recognised when all relevant activities are completed and the right to receive income is established.

e) Revenue in respect of insurance/other claims, commission, interest for delayed payment etc. is recognised only when it is reasonably certain that the ultimate collection will be made.

f) For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate method (EIR).

1.6 Property, Plant and Equipment

a) Property, Plant and Equipment is stated at cost, less accumulated depreciation and accumulated impairment losses. The initial cost of an asset comprises its purchase price, non-refundable purchase taxes and any costsdirectly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, ifany, and, for assets that necessarily take a substantial period of time to get ready for their intended use, finance costs. The purchase price is the aggregate amount paid and the fair value of any other consideration given to acquire the asset.

b) The cost of an item of Property, Plant and Equipment is recognised as an asset if, and only if, it is probable that the economic benefits associated with the item will flow to the Company in future periods and the cost of the item can be measured reliably. Expenditure incurred after the Property, Plant and Equipment have been put into operations, such as repairs and maintenance expenses are charged to the Statement of Profit and Loss during the period in which they are incurred.

c) An item of Property, Plant and Equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net realisable value and the carrying amount of the asset) is included in the Statement of Profit and Loss.

d) The residual values and useful lives of Property, Plant and Equipment are reviewed at each financial year end, and changes, if any, are accounted prospectively.

e) Lease arrangements for land are identified as finance lease, in case such arrangements result in transfer of the

Notes to Standalone Financial Statements for the year ended March 31, 2019

related risks and rewards to the Company. Accordingly, the Company identifies any land lease arrangement with a term in excess of 50 years as a finance lease.

1.7 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles are not capitalised and the related expenditure is reflected in the Statement of Profit and Loss in the periodin which the expenditure is incurred. Intangible assets with finite lives are amortised on straight line basis over their useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at each year end. The amortisation expense on Intangible assets with finite lives and impairment loss is recognised in the Statement of Profit and Loss.

1.8 Depreciation and Amortisation

Depreciation on Property, Plant and Equipment is provided on straight line method. In accordance with requirements prescribed under Schedule II to the Companies Act, 2013, the Company has assessed the estimated useful lives of its Property, Plant and Equipment and has adopted the useful lives and residual value as prescribed therein except following cases which are based on internal technical assessment:

Particulars	Useful Life of Assets
Leasehold Land	Remaining period of Lease
Software	5 Years
Windmill	25 Years
Plant & Machinery	14 Years

1.9 Impairment of Financial Assets

Carrying amount of Tangible assets and Intangible assets, investments in Subsidiaries and Associates (which are carried at cost) are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or company's assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

1.10 Inventories

Raw materials, stores and spares are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost in case of Raw material and Packing material, Stores and Spare and Traded Goods include purchase cost net of refundable taxes and other overheads incurred in bringing such items of inventory to its present location and condition.

Cost of raw materials, components and stores andspares which do not meet the recognition criteria under Property, Plant and Equipment is determined on a weighted average basis.

Finished goods and work-in-progress include cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Provision is made for the cost of obsolescence and other anticipated losses,wherever considered necessary.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.The factors that the Company considers in determining the allowance for slow moving, obsolete and other non-saleable inventory in determining net realisable value include ageing of inventory, price changes and such other related factors.

Notes to Standalone Financial Statements for the year ended March 31, 2019

1.11 Cash and Cash Equivalents

Cash and Cash Equivalents in the Balance Sheet comprises of cash at banks and in hand and short-term deposits withan original maturity of three months or less, which are subject to insignificant risk of change in value.

For the purpose of statement of cash flows, cash and cash equivalents consist of cash, short-term deposits as defined above, bank overdrafts and short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value as they are considered as an integral part of the Company's management.

1.12 Government Grant

Government grants are recognised when there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised in statement of profit and loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

The above criteria is also used for recognition of incentives under various scheme notified by the Government. When the grant relates to an asset, it is recognised as deferred income and amortised over the useful life of such assets.

1.13 Financial Instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition and Measurement- Financial Assets and Financial Liabilities

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

Classification and Subsequent Measurement : Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through Other Comprehensive Income ("FVTOCI") or fair value through profit or loss ("FVTPL") on the basis of following :

- the entity's business model for managing the financial assets and
- the contractual characteristics of financial asset

Amortised Cost

A financial asset is classified and measured at amortised cost if both of the following conditions are met :

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

FVTOCI

A financial asset is classified and measured at FVTOCI if both of the following conditions are met :

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

FVTPL

A financial asset is classified and measured at FVTPL unless it is measured at amortised cost or at FVTOCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Notes to Standalone Financial Statements for the year ended March 31, 2019

Impairment of Financial Assets

The Company assesses on a forward-looking basis the expected credit loss associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(Classification and Subsequent Measurement: Financial Liabilities)

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments

Financial Liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL.

Gains or losses on financial liabilities held for trading are recognised in the Statement of Profit and Loss.

Other Financial Liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interestrate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of Financial Asset and Financial Liabilities

The Company de-recognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the assetand settle the liability simultaneously. The legally enforceable right must not be contingent on future events and mustbe enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counter party.

1.14 Financial Liabilities and Equity Instruments

Classification as Debt or Equity :

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity Instruments :

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognised at the proceeds received.

1.15 Investments in Subsidiary and Associate

A Subsidiary is an entity that is controlled by another entity. An investor controls an investee if and only if the investor has the following:

(i) Power over the investee,

(ii) Exposure, or rights, to variable returns from its involvement with the investee and

Notes to Standalone Financial Statements for the year ended March 31, 2019

(iii) The ability to use its power over the investee to affect the amount of the investor's returns.

An Associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies. The Company's investments in its Subsidiary and Associate are accounted at cost.

1.16 Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

1.17 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events,it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settlethe present obligation at the end of the reporting period. The discount rate used to determine the present value is a current pre-tax rate. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent Liabilities are disclosed in the case of :

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- A present obligation arising from past events, when no reliable estimate is possible;
- A possible obligation from past events, unless the probability of outflow of resources is remote.

Contingent Assets is disclosed when inflow of economic benefits is probable.

1.18 Gratuity and other Post-Employment Benefits

a) Short-Term Obligations

Short term employee benefits are recognised as an expense at an undiscounted amount in the Statement of Profit and Loss of the year in which the related services are rendered.

b) Post-Employment Obligations

The Company operates the following post-employment schemes :

- defined benefit plans such as gratuity; and
- defined contribution plans such as provident fund.

Gratuity Obligations

The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised at amount net of taxes in the period in which they occur, directly in Other Comprehensive Income. They are included in retained earnings in the statement of changes in equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the Statement of Profit and Loss as past service cost.

Notes to Standalone Financial Statements for the year ended March 31, 2019

c) Other Long Term Employee Benefit Obligations

The Leave Encashment are presented as short term provision in the Balance Sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

d) Bonus Plan

The company recognises a liability for expense for bonuses. The Company recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

1.19 Taxes on Income

(i) Current Tax

Tax on income for the current period is determined on the basis on estimated taxable income and tax credits computedin accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments /appeals.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the Statement of Profit and Loss.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred Tax

Deferred tax is provided using the Balance Sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the Statement of Profit and Loss is recognised outside the Statement of Profit and Loss. Deferred tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity.

The break-up of the major components of the deferred tax assets and liabilities as at Balance Sheet date has been arrived at after setting off deferred tax assets and liabilities where the Company have a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

(iii) MAT Credit:

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognises MAT credit available as an asset only to the extent that there is reasonable certainty that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The MAT credit to the extent there is reasonable certainty that the Company will utilise the credit is recognised in the Statement of Profit and Loss and corresponding debit is done to the Deferred Tax Asset as unused tax credit.

1.20 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends, if any, and attributable taxes) by the weighted average number of equity shares outstanding during the period.

Notes to Standalone Financial Statements for the year ended March 31, 2019

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders is adjusted for after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.21 Foreign currency translation

a) Functional and presentation currency

The Company's financial statements are prepared in INR, which is also the Company's functional and presentation currency.

b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the Statement of Profit and Loss.

In case of advance payment for purchase of assets/goods/services and advance receipt against sales of products/ services, all such purchase/sales transaction are recorded at the rate at which such advances are paid/received.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs. All other foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis within other gains / (losses).

Non-Monetary items :

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

1.22 Dividend Distribution

The Company recognises a liability to make cash or non-cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the Companies Act, 2013, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

1.23 Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date, whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

As a lessee

Finance Lease

Leases of Property, Plant and Equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Operating Lease

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

As a Lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

Notes to Standalone Financial Statements for the year ended March 31, 2019

2.01 Property, plant and equipment

₹ in Lakhs

Particulars	Gross Carrying Amount				Depreciation / Impairment				Net Carrying Amount	
	As at April 1, 2018	Addition	Disposal	As at March 31, 2019	As at April 1, 2018	For the Year	Elimina-tion on disposal	As at March 31, 2019	As at March 31, 2019	As at March 31, 2018
Own Assets:										
Buildings	1,870.10	-	-	**1,870.10**	74.28	37.39	-	**111.67**	**1,758.43**	1,795.82
Plant and Machinery	7,604.49	1,972.08	71.74	**9,504.83**	1,081.37	687.64	23.55	**1,745.46**	**7,759.37**	6,523.12
Furniture, Fixtures and Fittings	387.82	10.26	-	**398.08**	78.21	44.95	-	**123.16**	**274.92**	309.62
Computers	49.59	9.64	-	**59.23**	33.17	10.26	-	**43.43**	**15.79**	16.43
Office Equipments	102.75	7.24	-	**109.99**	38.98	21.51	-	**60.49**	**49.50**	63.76
Electrical Installations	177.89	5.56	-	**183.45**	47.14	24.06	-	**71.20**	**112.25**	130.75
Vehicles	55.84	-	9.61	**46.23**	10.09	7.16	3.75	**13.50**	**32.73**	45.75
Total (A)	**10,248.48**	**2,004.78**	**81.35**	**12,171.91**	**1,363.23**	**832.97**	**27.30**	**2,168.92**	**10,002.99**	**8,885.25**
Assets taken on Finance Lease: #										
Leasehold Land	216.13	**30.00**	-	**246.13**	5.17	2.85	-	**8.02**	**238.11**	210.95
Total (B)	**216.13**	**30.00**	**-**	**246.13**	**5.17**	**2.85**	**-**	**8.02**	**238.11**	**210.95**
Total (A+B)	**10,464.61**	**2,034.78**	**81.35**	**12,418.04**	**1,368.40**	**835.82**	**27.30**	**2,176.93**	**10,241.10**	9,096.20
Capital Work in Progress	182.82	2,054.75	2,039.80	197.76	-	-	-	-	197.76	182.82
Total (C)	**182.82**	**2,054.75**	**2,039.80**	**197.76**	**-**	**-**	**-**	**-**	**197.76**	**182.82**

The Leasehold Land classified as Finance Lease is recognised under Property, Plant and Equipment as substantially all the significant risk and rewards incidental to ownership of land under lease have been transferred to the Company.

Notes to Standalone Financial Statements for the year ended March 31, 2019

2.01 Property, plant and equipment (Cont.)

₹ in Lakhs

Particulars	Gross Carrying Amount					Depreciation / Impairment			Net Carrying Amount	
	As at April 1, 2017	Addition	Disposal	As at March 31, 2018	As at April 1, 2017	For the Year	Elimina-tion on disposal	As at March 31, 2018	As at March 31, 2018	As at March 31, 2017
Own Assets:										
Buildings	1,859.56	10.54	-	1,870.10	37.14	37.14	-	74.28	1,795.82	1,822.42
Plant and Machinery	5,967.34	1,637.15	-	7,604.49	519.26	562.11	-	1,081.37	6,523.12	5,448.07
Furniture, Fixtures and Fittings	304.04	83.78	-	387.82	36.94	41.27	-	78.21	309.62	267.11
Computers	41.77	7.82	-	49.59	18.32	14.86	-	33.17	16.43	23.46
Office Equipments	81.97	20.78	-	102.75	21.15	17.83	-	38.98	63.76	60.81
Electrical Installations	172.94	4.95	-	177.89	23.54	23.60	-	47.14	130.75	149.39
Vehicles	29.45	26.39	-	55.84	4.34	5.75	-	10.09	45.75	25.11
Total (a)	**8,457.07**	**1,791.41**	**-**	**10,248.48**	**660.69**	**702.55**	**-**	**1,363.23**	**8,885.25**	**7,796.37**
Assets taken on Finance Lease: #										
Leasehold Land	216.13	-	-	216.13	2.60	2.57	-	5.17	210.95	213.52
Total (B)	**216.13**	**-**	**-**	**216.13**	**2.60**	**2.57**	**-**	**5.17**	**210.95**	**213.52**
Total (A+B)	**8,673.20**	**1,791.41**	**-**	**10,464.61**	**663.29**	**705.12**	**-**	**1,368.40**	**9,096.20**	**8,009.89**
Capital Work in Progress	20.81	1,963.61	1,801.60	182.82	-	-	-	-	182.82	20.81
Total (C)	**20.81**	**1,963.61**	**1,801.60**	**182.82**	**-**	**-**	**-**	**-**	**182.82**	**20.81**

The Leasehold Land classified as Finance Lease is recognised under Property, Plant & Equipment as substantially all the significant risk and rewards incidental to ownership of land under lease have been transferred to the Company.

Notes to Standalone Financial Statements for the year ended March 31, 2019

2.02 Intangible Assets

₹ in Lakhs

Particulars	Gross Carrying Amount				Depreciation / Impairment				Net Carrying Amount	
	As at April 1, 2018	Addition	Disposal	As at March 31, 2019	As at April 1, 2018	For the Year	Elimina-tion on disposal	As at March 31, 2019	As at March 31, 2019	As at March 31, 2018
ERP Software	108.97	5.03	-	**114.00**	32.96	19.76	-	**52.72**	**61.28**	76.02
Total	108.97	5.03	-	**114.00**	32.96	19.76	-	**52.72**	**61.28**	76.02

₹ in Lakhs

Particulars	Gross Carrying Amount				Depreciation / Impairment				Net Carrying Amount	
	As at April 1, 2017	Addition	Disposal	As at March 31, 2018	As at April 1, 2017	For the Year	Elimina-tion on disposal	As at March 31, 2018	As at March 31, 2018	As at March 31, 2017
ERP Software	98.79	10.18	-	108.97	15.64	17.32	-	32.96	76.02	83.15
Total	98.79	10.18	-	**108.97**	15.64	17.32	-	**32.96**	**76.02**	83.15

Range of remaining period of amortisation as at March 31, 2019 of intangible assets is as below:

₹ in Lakhs

Assets	< 5 Years
ERP Software	61.28

Notes to Standalone Financial Statements for the year ended March 31, 2019

2.03 Non Current Investments

₹ in Lakhs unless otherwise stated

Particulars	Face value	As at March 31, 2019		As at March 31, 2018	
		No of Shares	Amount	No of Shares	Amount
Investments (measured at cost) **Investment in Subsidiaries and Associates** **Unquoted (fully paid up)** **(i) Investment in Equity Shares of Subsidiaries**					
Orbit Inc.	$1	**1,000,000**	**633.97**	1,000,000	633.97
Excellere (UK) Limited	£ 1	**1,000.00**	**0.82**	1,000	0.82
(ii) Investment in Equity Shares of Associate					
Rainbow Line Trading L.L.C.	AED 1,000	**147**	**56.19**	147	56.19
Investments (measured at FVTPL) **Investment in equity shares of other entities**					
The Kurla Nagrik Sahakari Bank Limited	₹ 10	**10,000**	**1.00**	10,000	1.00
Investment (measured at amortised cost) **Unquoted** **(i) Investments in Government securities**					
National Savings Certificate*			**0.37**		0.69
Total non - current investments		**-**	**692.35**		692.67
Aggregate amount of quoted investments **Aggregate amount of unquoted investments** **Aggregate amount of impairment in value of investments**			**-** **692.35** **-**		- 692.67 -

*Lodged with Sales tax and Government authorities

2.04 Loans

₹ in Lakhs

Particulars	Non Current		Current	
	As at March 31, 2019	As at March 31, 2018	**As at March 31, 2019**	As at March 31, 2018
Security Deposits - Utility				
Unsecured, considered good	**82.73**	62.52	**-**	-
Total (A)	**82.73**	62.52	**-**	-
Security Deposits - Rental				
Unsecured, considered good	**68.52**	59.24	**-**	-
Total (B)	**68.52**	59.24	**-**	-
Loans to employees				
Unsecured, considered good	**-**	-	**2.79**	3.66
Total (C)	**-**	-	**2.79**	3.66
Total (A+B+C)	**151.25**	121.76	**2.79**	3.66

Note : No amount is due from any of the directors or officers of the company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member.

Notes to Standalone Financial Statements for the year ended March 31, 2019

2.05 Other Financial Assets

₹ in Lakhs

Particulars	Non Current		Current	
	As at March 31, 2019	As at March 31, 2018	**As at March 31, 2019**	As at March 31, 2018
Bank deposits with more than twelve months of original maturity	**24.65**	47.50	**-**	-
Dividend Receivable	**-**	-	**-**	0.12
Others	**-**	-	**8.05**	1.08
Interest accrued but not due on bank deposits	**-**	-	**56.80**	60.64
Rent Receivable	**-**	-	**3.24**	3.00
Interest Receivable	**-**	-	**-**	2.85
Receivable from Related Party	**-**	-	**0.80**	0.80
Forward Contracts - Assets	**-**	-	**114.48**	31.48
Total	**24.65**	47.50	**183.37**	99.97

Note: The Company has a process whereby periodically all long-term contacts are assessed for material forseeable losses. At the year end, the Company has reviewed and ensured that adequate provision, as required under any law/ accounting standards for material forseeable losses on such long term contracts including derivative contracts, has been made in the books of account.

2.06 Deferred Tax Assets / Liabilities (Net)

Significant components of deferred tax assets / (liabilities) recognised in the financial statements are as follows

₹ in Lakhs

Particulars	Non Current	
	As at March 31, 2019	As at March 31, 2018
Deductible temporary differences		
Provision for employee benefit	**27.87**	42.94
Allowance for doubtful debts	**23.90**	11.29
Deferred tax impact on OCI	**10.22**	-
MAT Credit Available	**36.44**	-
Taxable temporary differences		
Property, Plant and Equipment	**(1300.98)**	(1013.28)
Forward Contracts	**(0.21)**	(9.18)
Total	**(1202.76)**	(968.23)

Notes to Standalone Financial Statements for the year ended March 31, 2019

₹ in Lakhs

	As at March 31, 2019	(Charged)/ Credited to Profit and Loss/ OCI / /Retained Earning	As at March 31, 2018	(Charged)/ Credited to Profit and Loss/ OCI/ Retained Earning	As at March 31, 2017
Deferred tax (liabilities)/ assets in relation to :					
Property, Plant and Equipment	**(1300.98)**	**(287.70)**	(1013.28)	(22.92)	(990.36)
Forward Contract	**(0.21)**	**8.97**	(9.18)	(9.18)	-
Provision for employee benefit	**27.87**	**(15.07)**	42.94	8.52	34.42
Allowance for doubtful debts	**23.90**	**12.61**	11.29	0.05	11.24
Deferred tax impact on OCI	**10.22**	**10.22**	-	(0.01)	-
MAT Credit Available	**36.44**	**36.44**	-	-	-
Others	**-**	**-**	-	(0.15)	0.15
Total	**(1202.76)**	**(234.53)**	(968.23)	(23.69)	(944.55)

2.07 Other Assets

₹ in Lakhs

Particulars	Non Current		Current	
	As at March 31, 2019	As at March 31, 2018	**As at March 31, 2019**	As at March 31, 2018
Capital Advances	**64.08**	672.23	**-**	-
Advances other than Capital Advances				
Prepaid expenses	**14.09**	13.76	**66.63**	61.41
Staff Advances	**-**	-	**12.07**	4.78
Advances to suppliers	**-**	-	**47.07**	17.59
Balances with governmental authorities				
Electricity Duty Receivable	**-**	-	**10.70**	6.90
GST Refund receivable	**-**	-	**94.96**	160.51
VAT/Sales tax Receivable	**52.27**	-	**-**	62.54
MEIS & Duty draw back receivable	**-**	-	**171.46**	170.55
Subsidy Receivable	**-**	-	**127.43**	135.06
Accrued Interest on Windmill	**39.67**	76.97	**37.30**	48.73
GST Receivable	**-**	-	**73.91**	188.36
Total	**170.11**	762.96	**641.52**	856.44

Note : No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member.

Notes to Standalone Financial Statements for the year ended March 31, 2019

2.08 Inventories (Valued at lower of cost or net realisable value, unless otherwise stated)

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Raw material:		
In hand	**678.16**	621.82
Goods-in-transit	**40.78**	25.07
Stores and spares	**58.94**	62.41
Work-in-progress	**347.02**	258.52
Finished goods	**1,701.60**	1,772.98
Total	**2,826.50**	2,740.80

2.09 Trade Receivable

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good	**3,085.89**	3,116.15
Unsecured, credit impaired	**82.09**	47.59
Total	**3,167.98**	3,163.74
Less : Provision for impairment	**(82.09)**	(47.59)
Total	**3,085.89**	3,116.15

Note : No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member.

2.10 Cash and cash equivalents

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Balances with banks:		
In current accounts		
Escrow Account**	**25.00**	-
Cash Credit***	**81.26**	43.60
Others	**184.28**	52.13
Deposits with original maturity of less than 3 months	**581.26**	189.56
Cash on hand	**18.31**	14.57
Total	**890.11**	299.86

** The Company can utilise these balances only towards buyback of shares.

*** Cash Credit facility sanctioned to the Company is secured by hypothecation of Inventory, Book Debts and entire current assets of the Company, present and future, on pari passu basis.

Notes to Standalone Financial Statements for the year ended March 31, 2019

2.11 Bank Balances

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Deposits with original maturity for more than 3 months but less than 12 months	**1,519.30**	558.52
Unclaimed dividend accounts	**36.93**	37.06
Total	**1,556.23**	595.58

Note : The Fixed Deposits aggregating to ₹ 22.23 Lakhs (March 31, 2018: ₹ 21 Lakhs) has been pledged with State Bank of India, ₹ 262.96 Lakhs (March 31, 2018: ₹ 300 Lakhs) has been pledged with HDFC Bank and ₹ 125 Lakhs (March 31, 2018: ₹ 125 Lakhs) has been pledged with DBS Bank as collateral security against the financial assistance extended by the respective banks and ₹ 0.36 Lakhs (March 31, 2018: ₹ 0.34 Lakhs) with Central Bank of India.

2.12 Tax Assets (net)

₹ in Lakhs

Particulars	Non Current		Current	
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Tax assets :				
Taxes paid	**47.06**	-	**3,078.43**	5,005.76
Total (A)	**47.06**	-	**3,078.43**	5,005.76
Tax liabilities :				
Provision for Taxation	**-**	-	**3,050.78**	4,936.98
Total (B)	**-**	-	**3,050.78**	4,936.98
Total (A-B)	**47.06**	-	**27.65**	68.78

2.13 Equity Share Capital

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Authorised share capital :		
3,50,00,000 (March 31, 2018: 3,50,00,000) Equity shares of ₹10/- each	**3,500.00**	3,500.00
Total	**3,500.00**	3,500.00
Issued, Subscribed and Paid up Capital		
2,82,57,856 (March 31, 2018: 2,82,57,856) Equity shares of ₹10/- each fully paid up	**2,825.79**	2,825.79
Total	**2,825.79**	2,825.79

a. Reconciliation of shares outstanding as at the beginning and at the end of the reporting period :

Equity shares	As at March 31, 2019	As at March 31, 2018
	No. of Shares	No. of Shares
At the beginning of the period	**2,82,57,856**	2,87,02,300
Less: Buyback of shares	**-**	(4,44,444)
Outstanding at the end of the period	**2,82,57,856**	2,82,57,856

Notes to Standalone Financial Statements for the year ended March 31, 2019

The Board of Directors, as its meeting held on March 18, 2019 approved the buyback of the Company's fully paid-up equity shares of the face value of ₹ 10 each from its shareholders/beneficial owners excluding promoters, promoter group and persons acting in concert, via the "open market" route through the stock exchanges, for a total amount not exceeding ₹ 1,000 Lakhs ("Maximum Buyback Size"), and at a price not exceeding ₹ 130 per Equity Share ("Maximum Buyback Price").

The indicative maximum number of Equity Shares that can be bought back at the above maximum price would be 7,69,230. If the Equity Shares are bought back at a price below the Maximum Buyback Price of ₹ 130, the actual number of equity shares bought back could exceed the above indicative Maximum Buyback quantity but will always be subject to the Maximum Buyback Size.

The Buyback shall be from the open market purchases through the stock exchanges, by the order matching mechanism except 'all or none' order matching system, as provided under the Buyback Regulations.

The Company has deposited the required amount in a separate bank account and the same is funded from its free reserves, current surplus and/ or cash and cash equivalents and/or internal accruals and / or liquid resources and / or such other permissible sources of funds of the Company.

The buyback of equity shares through the stock exchanges commenced on March 29, 2019 and is expected to be completed by September 28, 2019 or reaching the Maximum Buyback Size or at such earlier date as may be determined by the Board/ Buy-back Committee, subject to the Company having deployed an amount equivalent to the minimum Buy-back size, whichever is earlier.

During the period from March 29, 2019 to March 31, 2019, Nil equity shares were purchased from the stock exchange and therefore not extinguished any shares as of March 31, 2019.

In the previous year, the Company bought back 4,44,444 equity shares for an aggregate amount of ₹ 799.99 Lakhs being 6.70% of the fully paid-up equity share capital and free reserves at ₹ 180/- per equity share. The equity shares bought back were extinguished on March 8, 2018.

b. Rights, preference and restrictions attached to equity shares:

Equity Shares

The Company has issued only one class of equity shares having par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees.

The dividend proposed is as recommended by the Board of Directors and subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive the realised value of the assets of the Company, remaining after payment of all preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of share holders holding more than 5% shares in the company

Name of the shareholder	**As at March 31, 2019**		As at March 31, 2018	
	No. of Shares	**% of holding**	No. of Shares	% of holding
Mr. Pankaj Seth	**1,13,22,112**	**40.07**	1,12,83,186	39.93
Mrs. Anisha Seth	**38,13,853**	**13.50**	37,81,790	13.38
M/s. Mediaman Multitrade Pvt. Ltd.	**25,38,780**	**8.98**	25,38,780	8.98
Mr. Kaushik Daga	**21,12,396**	**7.48**	21,12,396	7.48
Mr. Varun Daga	**20,91,971**	**7.40**	20,91,772	7.40

d. Aggregate number of shares issued as bonus during 5 years immediately preceding March 31, 2019

Particulars	No. of Shares
Number of equity shares issued as bonus by the Company - FY 2016-17*	1,43,51,150

*Bonus shares were issued by capitalisation of balance in securities premium and general reserve amounting to ₹ 1,435.12 Lakhs in the ratio of one equity share for every one equity share held by member(s) having face value of ₹ 10 each held on the record date.

Basic and diluted earnings per share for the previous periods has been presented to reflect the adjustment for bonus share in accordance with Indian Accounting Standard 33 Earnings Per Share.

Notes to Standalone Financial Statements for the year ended March 31, 2019

Additional Disclosure

Terms of Warrant

A. 10 lakhs Optionally Fully Convertible Warrants were issued to Mr. Pankaj Seth and Mrs. Anisha Seth on September 10, 2013 at a price of ₹ 76.57 each, out of which 25% amount received at the time of allotment of warrants. Each warrant was to be converted into 1 equity share of ₹ 10/- each within 18 months from the date of allotment i.e. on or before March 9, 2015. The details of conversion are as mentioned below:-

December 16,2013	4,00,000	lock in for 3 year till December 15, 2016
March 20,2014	1,50,000	lock in for 3 year till March 19, 2017
June 18, 2014	4,50,000	lock in for 3 year till June 17, 2017
Total	**10,00,000**	

2.14 Other Equity

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
General reserve	**31.08**	31.08
Retained Earnings	**13,397.49**	11,075.62
Capital Redemption Reserve	**44.44**	44.44
Total	**13,473.03**	11,151.14

Description of the nature and purpose of each reserve within equity is as follows:

(a) General Reserve :

The Company had transferred a portion of the net profit of the Company before declaring dividend to the general reserve pursuant to the earlier provisions of the Companies Act, 1956. Mandatory transfer to general reserve before declaration of dividend is not required under the Companies Act, 2013.

(b) Retained Earnings :

Retained earnings are the profits that the Company has earned till date and is net of amount transferred to other reserves such as general reserves etc., amount distributed as dividend and adjustments on account of transition to Ind AS.

(c) Capital Redemption Reserve :

The Company has recognised Capital Redemption Reserve on buyback of equity shares from its retained earnings. The amount in Capital Redemption Reserve is equal to nominal amount of the equity shares bought back.

2.15 Borrowings

₹ in Lakhs

Particulars	Non current	
	As at March 31, 2019	As at March 31, 2018
Term Loans		
Secured		
From Banks	**980.13**	1,400.40
Less : Current maturities of non-current borrowings (refer Note 2.17)	**372.34**	883.71
Total	**607.79**	516.69

Notes to Standalone Financial Statements for the year ended March 31, 2019

(a) Nature of Security and terms of repayment for secured borrowings:

₹ in Lakhs

Sr. No.	Nature of Security	Terms of Repayment	As at March 31, 2019	As at March 31, 2018
1	Term loan - 2 from State Bank of India, Details of securities are mentioned below*	Repayable in 60 monthly installments commencing from Jan 1, 2014, exclusive of a moratorium period of 12 months, 39 monthly installments of ₹ 20 Lakhs each, next 12 installments of ₹ 252 Lakhs and last 9 installments of ₹ 193 Lakhs. Last installment is due in Dec, 2018.	**-**	215.68
2	Term loan - 3 from State Bank of India, Details of securities are mentioned below*	Repayable in 60 monthly installments commencing from Aug 1, 2014, exclusive of a moratorium period of 12 months, 36 monthly installments of ₹ 15 Lakhs each, next 23 installments of ₹ 16 Lakhs each and last installment of ₹ 17 Lakhs. Last installment is due in July, 2019.	**65.00**	275.15
3	Term loan - 1 from HDFC Bank Limited. Details of securities are mentioned below**	Repayable in 60 equated monthly installments from October 2014 till September, 2019.	**87.08**	282.11
4	Term loan - 2 from HDFC Bank Limited. Details of securities are mentioned below**	Repayable in multiple equated monthly installments starting from September, 2015 till September, 2019.	**55.94**	221.12
5	Term loan - 3 from HDFC Bank Limited. Details of securities are mentioned below**	Repayable in 60 equated monthly installments starting from May, 2018 till May, 2023	**772.11**	406.34
*	Primary Security: The Company has provided hypothecation on entire present and future stocks of trading goods and book debts, receivables, actionable claims and all present and future claims and first pari passu charge on entire Property, Plant and Equipment (excluding Plant and Machineries financed by other banks/ financial institutions of the borrower) as primary security. Collateral Security: Equitable Mortgage and hypothecation charge over entire Property, Plant and Equipment of the Company including Land and Building, Plant and Machineries, situated at Plot No.6, 7 and 8, Village Mahuvej, Taluka Mangrol, Dist- Surat - 394102; Guarantee: Personal Guarantee of Promoter Directors, Mr. Pankaj Seth and Mrs. Anisha Seth.			
**	Primary Security: Hypotheciation by way of First Pari Passu Charge on entire Current Assets of Company (Including Stock and Book Debts both present and future) with State Bank of India and DBS for entire limit and Hypothecation by way of first and exclusive charge on Plant and Machinery funded by HDFC Bank Limited. Collateral Security: Equitable Mortgage of the Textile building bearing No.B-12, Asmeeta Texpa ITP, MIDC Plot No.1, Additional Kalyan Bhiwandi Industrial Area, Village - Kon, Sub-District Bhiwandi, District Thane, Guarantee: Personal Guarantee of Mr. Pankaj Seth, Promoter Director.			

(b) Assets pledged as security:

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Current		
Inventories	**2,826.50**	2,740.80
Receivables	**3,085.90**	3,116.15
Non Current		
Property plant and equipment of the compay including Land and Building, Plant and Machineries situated at Surat	**7,890.35**	6,625.03
Asmeeta Textile Building located at Kalyan	**762.80**	771.45
Total	**14,565.55**	13,253.43

Notes to Standalone Financial Statements for the year ended March 31, 2019

2.16 Trade Payables

₹ in Lakhs

Particulars	Current	
	As at March 31, 2019	As at March 31, 2018
Total outstanding dues of Micro Enterprises and Small Enterprises (refer note 4.15)	**125.22**	-
Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	**206.45**	344.94
Total	**331.67**	344.94

2.17 Other Financial Liabilities

₹ in Lakhs

Particulars	Non Current		Current	
	As at March 31, 2019	As at March 31, 2018	**As at March 31, 2019**	As at March 31, 2018
Current maturities of non-current borrowings	**-**	-	**372.34**	883.71
Salary and reimbursement expenses payable	**-**	-	**106.39**	110.64
Interest accrued but not due on loans	**-**	-	**5.82**	3.37
Unclaimed dividends*	**-**	-	**36.93**	39.36
Security deposit	**9.00**	9.00	**-**	-
Subscription Amount payable	**-**	-	**0.91**	0.91
Liability for Expenses & Capital Goods	**-**	-	**303.97**	279.94
Payable for acquisition of Property, Plant and Equipment	**300.00**	450.00	**149.50**	299.50
Total	**309.00**	459.00	**975.86**	1,617.43

* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at March 31, 2019 (March 31, 2018: Nil)

Details of Current maturities of non-current borrowings

₹ in Lakhs

Particulars	**As at March 31, 2019**	As at March 31, 2018
Term Loan		
Secured:		
From Bank	**372.34**	883.71
Total	**372.34**	883.71

2.18 Other Liabilities

₹ in Lakhs

Particulars	Non Current		Current	
	As at March 31, 2019	As at March 31, 2018	**As at March 31, 2019**	As at March 31, 2018
Statutory Liabilities	**-**	-	**34.11**	39.33
Advance from Customers	**-**	-	**182.15**	162.68
Deferred Income for Captial Subsidy	**549.25**	369.92	**66.30**	47.99
Total	**549.25**	369.92	**282.56**	250.00

Notes to Standalone Financial Statements for the year ended March 31, 2019

2.19 Provisions

₹ in Lakhs

Particulars	Non Current		Current	
	As at March 31, 2019	As at March 31, 2018	**As at March 31, 2019**	As at March 31, 2018
Employee benefits :				
Provision for Bonus	**-**	-	**15.01**	15.15
Provision for Leave Encashment	**-**	-	**5.64**	11.27
Provision for Gratuity	**95.86**	119.13	**14.30**	1.92
Total (A)	**95.86**	119.13	**34.95**	28.34
Others :				
Other Expenses	**-**	-	**42.35**	22.22
Total (B)	**-**	-	**42.35**	22.22
Total (A+B)	**95.86**	119.13	**77.30**	50.56

2.20 Current Tax Liabilities (Net)

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Provision for Taxation (Net of advance tax)	**68.75**	88.34
Total	**68.75**	88.34

3.01 Revenue from operations

₹ in Lakhs

Particulars	2018-19	2017-18
Revenue from operations:		
Sale of products	**12,939.18**	12,476.39
Sale of Power	**42.30**	44.28
Sale of Services	**10.45**	-
Total (A)	**12,991.93**	12,520.67
Other operating revenue		
Export Incentives	**346.58**	502.37
Total (B)	**346.58**	502.37
Total (A+B)	**13,338.51**	13,023.04

Revenue from contracts with customers :

I. Revenue from contracts with customers disaggregated based on geography

₹ in Lakhs

Particulars	Year ended March 31, 2019
Domestic	**4,230.29**
Exports	**8,761.64**
Total	**12,991.93**

Notes to Standalone Financial Statements for the year ended March 31, 2019

II. Reconciliation of gross revenue with the revenue from contracts with customers

₹ in Lakhs

Particulars	Year ended March 31, 2019
Gross Revenue	**13,057.27**
Less : Discounts and incentives	**65.34**
Net Revenue recognised from Contracts with Customers	**12,991.93**

III. Revenue recognised from Contract liability (Advances from Customers)

₹ in Lakhs

Particulars	Year ended March 31, 2019
Closing contract liability	**593.48**

The contract liability outstanding at the beginning of the year was ₹ 652.72 lakhs of which ₹ 651.19 lakhs has been recognised as revenue during the year ended March 31, 2019

There are transactions with one external customer which amount to 10% or more of the Company's revenue.

3.02 Other Income

₹ in Lakhs

Particulars	2018-19	2017-18
Interest Income on financial assets		
Bank Deposits (at amortized cost)	**123.90**	58.36
Unwinding of interest on security deposits	**5.04**	4.26
Other Non-Operating Income		
Government Assistant	**58.67**	47.99
Rent Income	**36.45**	8.70
Other	**1.27**	-
Dividend Income	**0.03**	0.12
Other gains and losses		
Net gain on foreign exchange fluctuation	**112.82**	237.96
Total	**338.18**	357.39

3.03 Cost of Material Consumed

₹ in Lakhs

Particulars	2018-19	2017-18
Inventory at the beginning of the year	**646.89**	559.43
Add : Purchases	**4,951.93**	4,829.25
	5,598.82	5,388.68
Less : Closing Inventory	**711.52**	646.89
Inventory at the end of the year	**4,887.30**	4,741.79

Notes to Standalone Financial Statements for the year ended March 31, 2019

3.04 Changes in Inventories

₹ in Lakhs

Particulars	2018-19	2017-18
Inventories at the end of the year (including in-transit)		
Work-in-Progress	**347.02**	258.52
Finished Goods	**1,701.60**	1,772.98
Total (A)	**2,048.62**	2,031.50
Inventories at the beginning of the year (including in-transit)		
Work-in-Progress	**258.52**	279.28
Finished Goods	**1,772.98**	1,616.15
Total (B)	**2,031.50**	1,895.43
Total (B - A)	**(17.12)**	(136.07)

3.05 Employee Benefit Expenses

₹ in Lakhs

Particulars	2018-19	2017-18
Salaries, wages and bonus	**1,908.93**	1,616.56
Contribution to provident and other fund	**136.03**	124.67
Staff welfare expenses	**34.15**	38.56
Total	**2,079.11**	1,779.79

3.06 Finance Cost

₹ in Lakhs

Particulars	2018-19	2017-18
Interest and Finance charges on financial liabilities :		
Interest on borrowings	**147.03**	53.50
Total	**147.03**	53.50

3.07 Depreciation Amortization and Impairment Expense

₹ in Lakhs

Particulars	2018-19	2017-18
Depreciation of Property, Plant and Equipment	**835.81**	705.12
Amortisation of Intangible assets	**19.76**	17.32
Total	**855.57**	722.44

3.08 Other Expenses

₹ in Lakhs

Particulars	2018-19	2017-18
Power and Fuel	**430.16**	576.50
Labour Charges	**119.20**	71.30
Bad Debts written off	**17.57**	27.11
Electricity Expenses	**17.88**	15.67
Rates and taxes	**12.50**	30.68
Legal and Professional Charges	**105.35**	151.69
Advertisement, Sales Promotion and Marketing Fees	**97.51**	102.14

Notes to Standalone Financial Statements for the year ended March 31, 2019

Particulars	2018-19	2017-18
Travelling and Conveyance	**275.90**	256.25
Commission and Brokerage	**241.00**	268.41
Freight and Forwarding Expense	**302.57**	247.53
Selling and Distribution Expenses	**89.54**	176.46
Postage and Telephone	**87.52**	71.08
Bank Charges	**39.04**	85.50
Security Expense	**28.36**	25.75
Repairs and Maintenance:		
Plant and Machinery	**119.70**	97.25
IT Related	**61.91**	86.18
Others	**58.06**	57.64
Rent	**281.70**	250.61
Printing and Stationery	**16.37**	17.47
Miscellaneous Expenses	**10.07**	10.46
Recruitment Charges	**16.61**	15.40
CSR Expenses	**116.06**	12.30
Insurance Charges	**48.11**	37.74
Impairment of trade receivable	**34.50**	6.25
Membership and Subscription	**6.97**	3.35
Loss on disposal of property, plant and equipment	**35.09**	-
Remuneration to statutory auditor		
Statutory Audit Fees	**9.50**	9.50
Limited Review Fees	**3.00**	3.00
Total	**2,681.75**	2,713.22

3.09 Tax expenses

₹ in Lakhs

Particulars	2018-19	2017-18
(a) Income tax expenses :		
Current tax	**655.74**	995.46
Tax adjustments for earlier years	**(148.82)**	(4.27)
Deferred tax liability / (asset) incl. MAT credit	**224.31**	23.69
Total	**731.23**	1,014.88
(b) Income tax recognised in other comprehensive income		
Deferred tax impact on the defined benefit plans	**10.22**	-
I. Reconciliation of current rate of tax and effective rate of tax:		
Net profit / (loss) before tax	**3,043.05**	3,505.76
Effective tax rate applicable to the Company	**29.12%**	34.61%
Tax amount at the enacted income tax rate	**886.14**	1,213.27
Add: Expenses not deductible in determining taxable profits	**375.88**	295.46
Less: Allowances/Deductibles	**(620.60)**	(486.12)
Less: Allowances/Deductibles - Income claimed exempt u/s 80IA(4)(iv)	**(22.11)**	(27.15)
Income tax expenses - Net	**619.31**	995.46

Notes to Standalone Financial Statements for the year ended March 31, 2019

Particulars	2018-19	2017-18
Tax liability as per Minimum Alternate Tax on book profits		
Minimum Alternate Tax rate	**21.55%**	21.55%
Computed tax liability on book profit	**655.74**	755.46
Minimum Alternate tax on book profit	**655.74**	755.46

II. Reconciliation of Deferred Tax

₹ in Lakhs

Particulars	As at March 31, 2019	(Charged)/ Credited to Profit and Loss/ OCI / / Retained Earning	As at March 31, 2018
Deferred tax (liabilities)/assets in relation to :			
Property, Plant and Equipment	**(1,300.98)**	**(287.70)**	(1,013.28)
Forward Contract	**(0.21)**	**8.97**	(9.18)
Provision for employee benefit	**27.87**	**(15.07)**	42.94
Allowance for doubtful debts	**23.90**	**12.61**	11.29
Deferred tax impact on OCI	**10.22**	**10.22**	-
MAT Credit Available	**36.44**	**36.44**	-
Total	**(1,202.76)**	**(234.53)**	(968.23)

4.01 Earning per share

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Basic earnings per share :		
Attributable to equity holders of the Company	**8.18**	8.69
Diluted earnings per share :		
Attributable to equity holders of the Company	**8.18**	8.69
Reconciliation of earnings used in calculating earnings per share :		
Basic earnings per share		
Profit attributable to equity holders of the Company used in calculating basic earning per shares (₹ in Lakhs)	**2,311.81**	2,490.88
Diluted earnings per share		
Profit attributable to equity holders of the Company used in calculating diluted earning per shares (₹ in Lakhs)	**2,311.81**	2,490.88
Weighted average number of Equity shares used as the denominator in calculating basic earnings per share	**2,82,57,856**	2,86,71,859
Weighted average number of Equity shares used as the denominator in calculating diluted earnings per share	**2,82,57,856**	2,86,71,859

Notes to Standalone Financial Statements for the year ended March 31, 2019

4.02 Leases

Operating Leases (As Lessee)

The Company's significant leasing arrangements in terms of Ind AS 17 on lease are in respect of Operating Leases for Building and Vehicles. The period of these leasing arrangements, which are cancellable in nature range between eleven months to five years and are renewable by mutual consent.

Details of Non cancellable Leases are as under:

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Due not later than one year	**273.36**	235.27
Due later than one year but not later than five years from the balance sheet date	**223.99**	437.09
Total	**497.35**	672.36

Rental Expenses debited to the Statement of Profit and Loss ₹ 250.37 Lakhs (March 31, 2018: ₹ 225.24 Lakhs).

Details of Cancellable Leases are as under:

Lease Expenses debited to the Statement of Profit and Loss ₹ 31.33 Lakhs (March 31, 2018: ₹ 25.37 Lakhs). Some of these lease agreements have price escalation clauses.

Operating Leases (As Lessor)

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Gross Carrying Amount of Assets capitalized as Building and given on operating lease	**68.78**	68.78
Accumulated Depreciation at the beginning of the year	**(4.53)**	(2.26)
Depreciation for the year	**(2.26)**	(2.26)
Total	**61.99**	64.26

Details of Non Cancellable lease are as under:

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Receivable in the next one year	**38.40**	36.60
Receivable after next one year but Before next five years	**26.40**	64.80
Receivable after five years	**-**	-
Total	**64.80**	101.40

Rental income of ₹ 36.45 Lakhs (March 31, 2018 : ₹ 8.70 Lakhs) in respect of property at Dombivali have been recognised in Statement of Profit and Loss.

4.03 Contingent Liabilities

(a) The Company's pending litigations comprise of proceedings pending with Income Tax and other government authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its standalone financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results. In respect of litigations, where the management assessment of a financial outflow is probable, the Company has made an adequate provision in the standalone financial statements and appropriate disclosure for contingent liabilities is given below :-

Notes to Standalone Financial Statements for the year ended March 31, 2019

₹ in Lakhs

Particulars	2018-19	2017-18
Income tax dues where the matters are pending before appellate authority	-	114.28
Penalty on duty drawback	-	1.83
Total	-	116.11

(b) The Supreme Court, in a judgement dated February 28, 2019, has stipulated the components of salary that need to be taken into account for computing the contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. The Company will account for the impact of the judgement after clarification is obtained in interpreting aspects of the judgement and after knowing the effective date of its application. The Company does not expect the impact to be material on the financial statements of the Company for the year ended March 31, 2019. Accordingly, no adjustments have been made in the accompanying financial statements.

4.04 Contingent Assets

₹ in Lakhs

Particulars	2018-19	2017-18
Late Payment Surcharge due with Jodhpur Discom (JVVNL)	-	8.17
Total	-	8.17

4.05 Capital and other Commitments

a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) ₹ 53.90 Lakhs (March 31, 2018 : ₹ 720.13 Lakhs).

b) Export obligations under Export Promotion Capital Goods Scheme (EPCG) towards import of capital goods at concessional rate of custom duty (duty amount involved is March 31, 2019: ₹ 351.39* lakhs, March 31, 2018: ₹ 98.34 lakhs).

* Export obligation for this year has already been fulfilled, however, procedural formalities for the closure of the EPCG Licenses are pending.

4.06 The Company has two segments Manufacturing of Textile and Windmill Power Generation. The gross operating income and profit from the Windmill Power Generation segment is below the norms prescribed in Ind AS 108, hence separate disclosure have not been made.

4.07 Corporate Social Responsibility

As required under section 135 of the Companies Act 2013, the Company has constituted Corporate Social Responsibility (CSR) committee. The relevant particulars are disclosed hereunder:

The company is required to spend ₹ 64.57 Lakhs; (March 31, 2018: ₹ 71.28 Lakhs) on CSR activities.

Amount spend during the year is as follows:

Particulars	2018-19			2017-18		
	Paid	Yet to be paid	Total	Paid	Yet to be paid	Total
On construction/ acquisition of any assets	-	-	-	-	-	-
On purpose other than above	116.06*	64.57	64.57	12.30	58.98	71.28

* During the Financial Year 2018-19, the Company had spent ₹ 116.06 Lakhs towards CSR Expenditure. Out of the above spent amount, ₹ 40.11 Lakhs is towards the Financial Year 2014-15; ₹ 56.34 Lakhs for the Financial Year 2015-16 and ₹ 19.61 Lakhs for the Financial Year 2016-17.

4.08 Employee Benefit Plans

1. Defined contribution plans

The amounts of contribution to provident fund and ESIC recognized as expenses during the year is ₹ 109.99 Lakhs (March 31, 2018: ₹ 94.13 Lakhs) for the year ended March 31, 2019.

Notes to Standalone Financial Statements for the year ended March 31, 2019

2. Defined Benefits Plans

The Company sponsors unfunded defined benefit plans for qualifying employee therefore there are no plan assets which are maintained exclusively thereof. In computation of gratuity liability, Project Unit Credit Method is used.

These plans typically expose the Company to Actuarial risks such as : investment risk, longetivity risk and salary risk. No other post-retirement benefit are provided to the employees.

Investment Risk	The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.
Longevity Risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary Risk	The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

3. Principal assumptions used for the purpose of actuarial valuation

Particulars	**As at March 31, 2019**	As at March 31, 2018
Discount rate	**7.75%**	7.75%
Expected rate of salary increase	**6.50%**	6.50%
Withdrawal Rate	**1% at all ages**	1% at all ages
Mortality Rate	**Indian Assured lives (2006-08) ultimate mortality rates**	Indian Assured lives (2006-08) ultimate mortality rates
Retirement Rate	**58 Years**	58 Years

4. (a) Amounts recognised in Statement of Profit and Loss in respect of defined benefit plans

₹ in Lakhs

Particulars	**As at March 31, 2019**	As at March 31, 2018
Service cost:		
Current service cost	**16.66**	23.84
Interest Cost on net Defined Benefit Obligations	**9.38**	6.38
Net Acturial (Gain)/loss	**-**	-
Components of defined benefits cost recognised in Statement of Profit and Loss	**26.04**	30.22

4. (b) Amounts recognised in Other Comprehensive Income in respect of defined benefit plans

₹ in Lakhs

Particulars	**As at March 31, 2019**	As at March 31, 2018
Remeasurement of net defined benefit liability		
Return on plan assets(excluding amount included in net interest expense)	**-**	-
Net Acturial (Gain)/ Loss	**(35.09)**	9.03
Components of defined benefits cost recognised in Other Comprehensive Income	**(35.09)**	9.03

Notes to Standalone Financial Statements for the year ended March 31, 2019

4. (c) Amounts recognised in Balance Sheet in respect of defined benefit plans

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Present Value of the Defined Benefit Obligations	**110.15**	121.05
Fair Value of Plan Assets	**-**	-
Liability Recognised in the Balance Sheet	**110.15**	121.05

5. (a) Movements in present value of defined benefit obligation

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Opening defined benefit obligations	**121.05**	85.08
Current service cost	**16.66**	23.84
Interest cost	**9.38**	6.38
Remeasurement (Gains) / losses		
Actuarial (gains) / losses on Defined Benefit Obligation	**(35.09)**	9.03
Past service cost, including losses / (gains) on curtailments	**-**	-
Benefits paid	**(1.85)**	(3.28)
Closing defined benefit obligation	**110.15**	121.05

5. (b) Reconciliation

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Opening Net Liability	**121.05**	85.08
Add: Employer Expenses (Expenses recognised in the statement of Profit and Loss account)	**26.04**	30.22
Add: Trasfer to Other Comprehensive Income	**(35.09)**	9.03
Less: Benefit Paid	**(1.85)**	(3.28)
Closing Net Liability	**110.15**	121.05

6. Sensitivity Analysis

Below is the sensitivity analysis determined for significant actuarial assumption for determination of defined benefit obligation and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period.

Key assumptions for determination of Defined Benefit Obligation are Discount Rate (i.e. Interest Rate) and Salary Growth Rate:

Notes to Standalone Financial Statements for the year ended March 31, 2019

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Discount Rate is increased by 1%	**(9.36)**	(12.59)
Discount Rate is decreased by 1%	**10.49**	15.28
Salary Growth Rate increased by 1%	**(8.66)**	15.32
Salary Growth Rate decreased by 1%	**9.63**	(12.83)

4.09 Capital Management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to maximise shareholder's value. In order to maintain or achieve a capital structure that maximises the shareholder value, the Company allocates its capital for distribution as dividend or re-investment into business based on its long term financial plans. As at March 31, 2019, the Company has only one class of equity shares and has no debts. Hence, there are no externally imposed capital requirements.

₹ in Lakhs

Dividends	2018-19	2017-18
Dividend on equity shares paid during the year		
Final dividend for the year ended March 31, 2019 of Nil /- (March 31, 2018 - ₹ 0.60) per equity share of ₹ 10/- each	-	172.21
Interim dividend for the year ended March 31, 2019 of ₹ Nil /- (March 31, 2018 - ₹ Nil /- (Pre Bonus)) per equity share of ₹ 10/- each	-	-
Dividend distribution tax on the above dividends	-	35.06

The Company's capital requirement is mainly to fund its business expansion and repayment of borrowings. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings

The Company has adhered to material externally imposed conditions relating to capital requirements and there has not been any delay or default during the period covered under these financial statements with respect to payment of principal and interest. No lender has raised any matter that may lead to breach of covenants stipulated in the underlying documents.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents.

₹ in Lakhs unless otherwise stated

Particulars	As at March 31, 2019	As at March 31, 2018
Net Debt	115.03	1,100.54
Total Equity	16,298.82	13,976.93
Net Debt to Equity Ratio	0.01	0.08

4.10 Financial Instruments

(i) Methods and assumptions used to estimate the fair values

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

a) The carrying amounts of receivables and payables which are short term in nature such as trade receivables, other bank balances, deposits, loans to employees, trade payables, payables for acquisition of non- current assets, demand loans from banks and cash and cash equivalents are considered to be the same as their fair values.

Notes to Standalone Financial Statements for the year ended March 31, 2019

b) The fair values for long term loans, long term security deposits given and remaining non current financial assets were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs.

c) The fair values of long term security deposits taken, non-current borrowings and remaining non current financial liabilities are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs.

d) For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

(ii) Categories of financial instruments

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data.

₹ in Lakhs

Particulars	As at March 31, 2019		As at March 31, 2018	
	Carrying values	**Fair value**	Carrying values	Fair value
Financial assets				
Measured at amortised cost :				
Investment in bonds	**-**	**-**	-	-
Investments in Government securities	**0.37**	**0.37**	0.69	0.69
Trade receivables	**3,085.90**	**3,085.90**	3,116.15	3,116.15
Cash and Bank balances	**2,470.99**	**2,470.99**	942.94	942.94
Loans	**154.03**	**154.03**	125.42	125.42
Other financial assets	**68.89**	**68.89**	68.49	68.49
Total (A)	**5,780.18**	**5,780.18**	4,253.69	4,253.69
Measured at fair value through profit or loss				
Investment in equity shares of other entities	1.00	1.00	1.00	1.00
Derivative Instruments	114.48	114.48	31.48	31.48
Total (B)	**115.48**	**115.48**	32.48	32.48
Total Financial assets (A+B)	**5,895.66**	**5,895.66**	4,286.17	4,286.17
Financial liabilities				
Measured at amortised cost :				
Borrowing#	980.13	980.13	1,400.40	1,400.40
Trade payables	331.67	331.67	344.94	344.94
Other financial liabilities	912.52	912.52	1,192.72	1,192.72
Total Financial liabilities	**2,224.32**	**2,224.32**	2,938.06	2,938.06

includes current maturities of long term debts

Notes to Standalone Financial Statements for the year ended March 31, 2019

(iii) Level wise disclosure of financial instruments

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018	Level	Valuation techniques and key inputs
Foreign currency forward contracts - Assets	**114.48**	31.48	2	Quotes from banks

4.11 Financial Risk Management

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Managing Board. The details of different types of risk and management policy to address these risks are listed below:

The Company's activities are exposed to various risks viz. Credit risk, Liquidity risk and Market risk. In order to minimise any adverse effects on the financial performance of the Company, it uses various instruments and follows polices set up by the Board of Directors / Management.

a. Credit Risk :

Credit risk arises from the possibility that counter party will cause financial loss to the Company by failing to discharge its obligation as agreed.

Credit risks from balances with banks are managed in accordance with the Company policy. For derivative and financial instruments, the Company attempts to limit the credit risk by only dealing with reputable banks having high credit-ratings assigned by credit-rating agencies.

Based on the industry practices and business environment in which the Company operates, management considers that the trade receivables are in default if the payment are more than 2 years past due.

Trade receivables primarily consists of Outstanding against exports sales and sales to certain domestic customers with no significant concentration of credit risk. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables.

Table showing age of gross trade receivables and movement in expected credit loss allowance:

₹ in Lakhs

Age of Receivables	As at March 31, 2019	As at March 31, 2018
Within the credit period	**1824.83**	1,940.17
1-90 days past due	**1040.84**	888.60
91-180 days past due	**102.93**	72.41
181-270 days past due	**116.35**	139.74
More than 270 days past due	**83.03**	122.82
Total	**3,167.98**	3,163.74

₹ in Lakhs

Movement in the expected credit allowance	As at March 31, 2019	As at March 31, 2018
Balance at the beginning of the year	**47.59**	32.47
Net movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	**34.50**	15.12
Total	**82.09**	47.59

The Company is taking adequate steps for recovery of overdue debts and advances and wherever necessary, adequate provisions as per expected credit loss model have been made.

Notes to Standalone Financial Statements for the year ended March 31, 2019

b. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company liquidity risk management policies include to, at all times ensure sufficient liquidity to meet its liabilities when they are due, by maintaining adequate sources of financing from both domestic and international banks at an optimised cost. In addition, processes and policies related to such risks are overseen by senior management. The Company's senior management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

Maturity of Financial Liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

₹ in Lakhs

As on March 31, 2019	< 1 Year	1 - 5 Year	> 5 Year	Total
Borrowings	**372.34**	**607.79**	**-**	**980.13**
Trade Payables	**331.67**	**-**	**-**	**331.67**
Other Financial Liabilities	**975.86**	**309.00**	**-**	**1,284.86**

₹ in Lakhs

As on March 31, 2018	< 1 Year	1 - 5 Year	> 5 Year	Total
Borrowings	968.44	566.23	-	1,534.67
Trade Payables	344.94	-	-	344.94
Other Financial Liabilities	1,617.43	459.00	-	2,076.43

Financing arrangements

The Company has sufficient sanctioned line of credit from its bankers / financers; commensurate to its business requirements. The Company reviews its line of credit available with bankers and lenders from time to time to ensure that at all point of time there is sufficient availability of line of credit to handle peak business cycle.

The Company pays special attention to the net operating working capital invested in the business. In this regard, as in previous years, considerable work has been performed to control and reduce collection periods for trade and other receivables, as well as to optimise accounts payable with the support of banking arrangements to mobilise funds and minimise inventories.

c. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company is exposed in the ordinary course of business to risks related to changes in foreign currency exchange rate and interest rate.

(i) Market Risk – Foreign Exchange

Foreign exchange risk arises on all recognised monetary assets and liabilities which are denominated in a currency other than the functional currency of the Company. The Company has foreign currency trade payables and receivables. However, foreign exchange exposure mainly arises from trade receivable and trade payables denominated in foreign currencies.

Foreign currency risk is that risk in which the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company operates internationally and a portion of its business is transacted in several currencies and therefore the Company is exposed to foreign exchange risk through its overseas sales and purchases in various foreign currencies. The Company hedges the receivables as well as payables by forming view after discussion with Forex Consultant and as per polices set by Management.

Notes to Standalone Financial Statements for the year ended March 31, 2019

The Company does not enter into or trade financial instrument including derivative for speculative purpose.

The carrying amount of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

₹ in Lakhs

Currencies	Liabilities		Assets	
	As at March 31, 2019	As at March 31, 2018	**As at March 31, 2019**	As at March 31, 2018
US Dollar (USD)	**45.33**	54.53	**2,490.68**	2,406.65
EURO	**0.57**	0.22	**0.71**	53.52
British Pound (GBP)	**0.20**	8.24	**12.60**	32.61

Foreign Currency Exposure

₹ in Lakhs

Foreign currency exposure as at March 31, 2019	**USD**	**EURO**	**GBP**
Trade receivables	**2,376.20**	**0.71**	**12.60**
Trade payables	**45.33**	**0.57**	**0.20**
Forward contracts for receivable	**114.48**	**-**	**-**

₹ in Lakhs

Foreign currency exposure as at March 31, 2018	USD	EURO	GBP
Trade receivables	2,375.17	53.52	32.61
Trade payables	54.53	0.22	8.24
Forward contracts for receivable	31.48	-	-

Particulars of un-hedged foreign currency asset / liability as at Balance Sheet date

Figures in Lakhs

Currency	Nature	As at March 31, 2019		As at March 31, 2018	
		Amount (In FCY)	**Amount (In ₹)**	Amount (In FCY)	Amount (In ₹)
EURO	Asset- Export Receivables	**0.01**	**0.71**	0.66	53.52
GBP	Asset- Export Receivables	**0.14**	**12.60**	0.35	32.61

Foreign currency sensitivity

1% increase or decrease in foreign exchange rates will have the following impact on Profit after Tax and impact on Equity

₹ in Lakhs

Currencies	Impact on profit after Tax and Equity			
	As at March 31, 2019	As at March 31, 2018	**As at March 31, 2019**	As at March 31, 2018
	1% increase	1% increase	**1% decrease**	1% decrease
EURO	**0.01**	0.54	**(0.01)**	(0.54)
GBP	**0.13**	0.33	**(0.13)**	(0.33)

Notes to Standalone Financial Statements for the year ended March 31, 2019

4.12 Related party disclosures

(a) Names of related parties and related party relationship-where control exists

Subsidiary- Orbit Inc

Subsidiary - Excellere (UK) Limited

(b) Related parties with whom transactions have taken place during the year

Associate- Rainbow Line Trading (L.L.C)

(c) Key management personnel

Mr. Pankaj Seth - Managing director

Mrs. Anisha Seth -Whole time director

Mr. Bruce Kievel - Executive Director

Mr. Mukesh Deopura - Chief Financial Officer

Mrs. Neha Poddar - Company Secretary

(d) Relatives of key management personnel

Mrs. Vishakha Seth Mehra - Daughter of Mr. Pankaj Seth

Mrs. Sangeeta Bhatia - Sister of Mr. Pankaj Seth

Mr. Shyamsunder Seth - Father of Mr. Pankaj Seth

Mr. Parth Seth - Son of Mr. Pankaj Seth

Mr. Prachya Thongnak - Son of Mr. Bruce Kievel

Mrs. Chanda Deopura - Wife of Mr. Mukesh Deopura

(e) Enterprises owned or significantly influenced by key management personnel or their relatives

Golden Bo Tree Impex Co Ltd.

M/s Mediaman Multitrade Pvt Ltd.

Orbit Foundation

(f) Non-Executive Directors

Mr. Gopikrishna Bubna (till 04.02.2019)

Mr. Balkrishna Patil

Mr. Saumil Marfatia

Mr. Pardeep Khosla

Mr. Varun Daga

Mr. Sunil Buch (w.e.f. 04.02.2019)

Notes to Standalone Financial Statements for the year ended March 31, 2019

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

₹ in Lakhs

Name	Relationship	Nature of Transaction	Amount of transaction in FY 2018-19	Amount outstanding as on 31.03.19 (Payable)/ Receivable	Amount of transaction in FY 2017-18	Amount outstanding as on 31.03.18 (Payable)/ Receivable
Mr. Pankaj Seth	Managing Director	Remuneration	**233.00**	**(0.13)**	156.00	(13.00)
Mr. Pankaj Seth	Managing Director	Dividend	**-**	**-**	67.70	-
Mr. Pankaj Seth	Managing Director	Rent	**3.60**	**-**	3.60	(3.60)
Mrs. Anisha Seth	Whole Time Director	Remuneration	**233.00**	**(0.76)**	151.00	(12.60)
Mrs. Anisha Seth	Whole Time Director	Dividend	**-**	**-**	22.69	-
Mr. Mukesh Deopura	CFO, KMP	Salary	**29.87**	**(2.37)**	29.87	(2.38)
Mrs. Neha Poddar	CS, KMP	Salary	**8.89**	**(0.74)**	8.39	(0.69)
Mrs. Vishakha Seth Mehra	Daughter of Mr. Pankaj Seth	Salary	**28.22**	**(2.36)**	24.51	(2.14)
Mrs. Sangeeta Bhatia	Sister of Mr. Pankaj Seth	Salary	**2.34**	**(0.20)**	2.34	(0.20)
Mr. Shyamsunder Seth	Father of Mr. Pankaj Seth	Consultancy Fees	**1.38**	**(0.12)**	1.38	(0.12)
Mr. Parth Seth	Son of Mr. Pankaj Seth	Salary	**12.10**	**(0.97)**	10.09	(0.97)
Mr. Prachya Thongnak	Son of Mr. Bruce Kievel	Consultancy Fees	**29.68**	**-**	34.93	-
Mrs. Chanda Deopura	Wife of Mr. Mukesh Deopura	Salary	**18.50**	**(1.45)**	16.77	(1.47)
Mediaman Multitrade Pvt. Ltd.	Enterprises owned or significantly influenced by key management personnel or their relatives	Dividend	**-**	**-**	15.17	-
Orbit Inc	Subsidiary Company	Sales	**742.93**	**510.95**	504.75	468.38
Orbit Inc	Subsidiary Company	Investment in Shares Capital	**-**	**-**	-	-
Rainbow Line Trading LLC	Associate	Sales	**2,833.71**	**1,012.91**	2,550.39	1,017.86
Excellere (UK) Limited	Subsidiary Company	Investment in Shares Capital	**-**	**-**	0.82	(0.82)
Orbit Foundation	Enterprises owned or significantly influenced by key management personnel or their relatives	CSR activity	**1.06**	**-**	2.30	-
Golden Bo Tree Impex Co Ltd.	Enterprises owned or significantly influenced by key management personnel or their relatives	Commission	**34.38**	**(5.42)**	33.27	(11.78)
Mr. Gopikrishna Bubna	Non-Executive Director	Sitting Fees	**0.75**	**-**	0.82	-
Mr. Balkrishna Patil	Non-Executive Director	Sitting Fees	**0.38**	**-**	0.47	-
Mr. Saumil Marfatia	Non-Executive Director	Sitting Fees	**0.44**	**(0.15)**	0.39	-
Mr. Pardeep Khosla	Non-Executive Director	Sitting Fees	**0.71**	**(0.30)**	0.62	-
Mr. Varun Daga	Non-Executive Director	Sitting Fees	**0.61**	**(0.15)**	0.46	-
Mr. Sunil Buch	Non-Executive Director	Sitting Fees	**0.35**	**(0.25)**	-	-

*Reimbursement of expenses are not included in above statement

Notes to Standalone Financial Statements for the year ended March 31, 2019

Compensation to key management personnel

₹ in Lakhs

Particulars	Amount of transaction in FY 2018-19	Amount of transaction in FY 2017-18
Short-term employee benefits	**504.76**	345.26
Post-employment benefits	**44.07**	42.85
Sitting Fees	**3.23**	2.76
Total	**552.06**	390.87

4.13 Employee Stock Option Plan

The shareholders of the Company have approved Employee Stock Option Plan i.e. OEL Employees Stock Option Plan - 2013 ("The Plan") on July 3, 2013. The Plan provides for issue of options (underlying equity share of ₹10/- each) to the persons specified in the scheme. The plan was framed in accordance with the SEBI (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999 as amended from time to time.

The plan provide for the issuance of options at the recommendation of the Nomination & Remuneration Committee at 90% of the market price i.e. price on the working day immediately preceding the date when options are granted, the price being the closing price of the share on Bombay Stock Exchange Limited and National Stock Exchange of India Limited with the highest trading volume as of the working day preceding the date of grant.

The options granted under the Plan shall vest within not less than two years and not more than four years from the date of grant of options. Once the options vest as per the Plan, they would be exercisable by the Option Grantee at any time within a period of one and a half year from the date of vesting and the shares received on exercise of such options shall not be subject to any lock-in period.

The following table summarizes the Company's Stock Options activity:

Sr. No	Particulars	As at March 31, 2019		As at March 31, 2018	
		No. of Shares	Weighted Average Exercise Price in ₹	No. of Shares	Weighted Average Exercise Price in ₹
A	a. Options Outstanding at the beginning of the year	**1,64,000**	**171.16**	1,64,000	171.16
	b. Options granted during the year - Option II	**-**	**-**	-	-
	c. Options granted during the year - Option III	**-**	**-**	-	-
	d. Exercised during the year - Option I	**-**	**-**	-	-
	e. Exercised during the year - Option II	**-**	**-**	-	-
	f. Exercised during the year - Option III	**-**	**-**	-	-
	g. Lapsed during the year - Option I	**-**	**-**	-	-
	h. Lapsed during the year - Option II	**8,000**	**171.00**	-	-
	i. Lapsed during the year - Option III	**-**	**-**	-	-
B	a. Outstanding at the end of the year	**1,56,000**	**171.17**	1,64,000	171.16
	b. Adjusted (Bonus 1:1) options granted and outstanding at the end of the year	**-**	**-**	-	-
C	a. Exercisable at the end of the year - Option I	**-**	**-**	-	-
	b. Exercisable at the end of the year - Option II	**1,48,000**	**171.00**	1,56,000	171.00
	c. Exercisable at the end of the year - Option III	**8,000**	**174.25**	8,000	174.25
	d. Adjusted (Bonus 1:1) options exercisable at the end of the year - Option II	**-**	**-**	-	-
	e. Adjusted (Bonus 1:1) options exercisable at the end of the year - Option III	**-**	**-**	-	-

Notes to Standalone Financial Statements for the year ended March 31, 2019

Share options outstanding at the end of the year have the following expiry date and exercise prices:

Sr. No		Expiry Date	Exercise Price	Shares Options Outstanding as on	
				As at March 31, 2019	As at March 31, 2018
1	September 13, 2013	March 12, 2019	69.75	**-**	-
2	January 27, 2015	June 26, 2020	342.00	**1,48,000***	1,56,000*
3	December 24, 2015	June 23, 2021	348.50	**8,000***	8,000*
	Total			**1,56,000**	1,64,000

* Adjusted against Issue of Bonus Shares in the ratio of 1:1

4.14 Recent accounting pronouncements

On March 30, 2019, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 116 Leases which replaces the existingInd AS 17 Leases. The new standard will come into force from April 01, 2019.

The core principle of the new standard lies in identifying whether the contract is or contains a lease. A contract is, or contains, alease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.The new standard modifies the accounting of leases in the books of lessee. At the commencement date, a lessee shall recognisea right-of-use asset and a lease liability, for all leases with a term of more than 12 months, unless the underlying asset is of a lowvalue. The accounting for leases in the books of the lessor is substantially similar to the requirements of Ind AS 17.

The standard allows for two methods of transition: the full retrospective approach, requires entities to retrospectively applythe new standard to each prior reporting period presented and the entities need to adjust equity at the beginning of the earliestcomparative period presented, or the modified retrospective approach, under which the date of initial application of the new

leases standard, lessees recognise the cumulative effect of initial application as an adjustment to the opening balance of equityas of annual periods beginning on or after April 01, 2019.

The Company will adopt this standard using modified retrospective method effective April 01, 2019, and accordingly, thecomparative for year ended March 31, 2019, will not be retrospectively adjusted. The effect on adoption of Ind AS 116 is expectedto be insignificant.

4.15 According to the information available with the management, on the basis of intimation received from its suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, the Company has amounts due to micro and small enterprises under the said Act as at March 31, 2019 as follows :

₹ in Lakhs

Sr. No.	Particulars	Current	
		As at March 31, 2019	As at March 31, 2018
a)	Principal amount due	**125.22**	-
b)	Interest due on above	**-**	-
c)	Amount of interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006	**-**	-
d)	Amount of interest due and payable for the period of delay;	**0.02**	-
e)	Amount of interest accrued and remaining unpaid as at year end	**-**	-
f)	Amount of further remaining due and payable in the succeeding year	**-**	-

Notes to Standalone Financial Statements for the year ended March 31, 2019

4.16 Figures for the previous year have been regrouped / reclassified /restated wherever considered necessary.

As per our report of even date

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

Atul Shah
Partner
Membership No. 39569
Place : Mumbai
Date : May 13, 2019

For and on behalf of the Board of Directors

Pankaj Seth
Managing Director
DIN : 00027554

Anisha Seth
Whole-time Director
DIN : 00027611

Mukesh Deopura
Chief Financial Officer

Neha Poddar
Company Secretary

Place : Mumbai
Date : May 13, 2019

INDEPENDENT AUDITOR'S REPORT

To,

The Members of Orbit Exports Limited

Report on the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Orbit Exports Limited** ("the Holding Company"), and its subsidiaries (the Holding Company and its subsidiaries together referred to as the Group) and its associate, comprising of the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the considerations of reports of other auditors of subsidiaries and of the associate, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 , as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate as at March 31, 2019 and their consolidated profit (including other comprehensive income), their consolidated statement of changes in equity and their consolidated cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules framed thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters:

Sr.No	Key Audit Matters (KAMs)	How our audit addressed the Key Audit Matters
1	**Implementation of new accounting standard on revenue recognition** Refer note 1.6(a) of the Statement of Significant Accounting Policies. The accuracy of recognition, measurement, presentation and disclosure of revenues and other related balances in view of adoption of Ind AS 115 *"Revenue from Contracts with Customers"* involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue. Additionally, Ind AS 115 contains disclosures which involves collation of information in respect of various matters such as disaggregation revenue.	• We had discussion with the Management about its process to assess implementation issues relating to adoption of Ind AS 115. • Our audit approach consisted testing of the effectiveness of the internal controls relating to such process including substantive testing, which included review of terms and conditions of selected sample of existing contracts and new contracts. • We inter alia tested the operating effectiveness of the internal control relating to identification of the distinct performance obligations, determination of transaction price, criteria relating to transfer of control over the promised goods and measurement and recording of revenue. • We also evaluated appropriateness of the disclosures required under Ind AS 115 and verified the process of compilation and accuracy of such disclosures. • We performed cut-off testing for samples of revenue transactions recorded before and after the financial year end date by comparing with relevant underlying documentation, which included goods dispatch notes and shipping documents, to assess whether the revenue was recognized in the correct period.

Information Other than the Consolidated Financial Statements and Our Report thereon

The Holding Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its associate in accordance with the accounting principles generally accepted in India, including Ind AS and relevant provisions of the Act. The respective Board of Directors of the companies included in the Group and its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and of its associate and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and its associate are responsible for assessing the ability of the Group and of its associate to continue as a going concern, disclosing, as applicable and using the going concern basis of accounting unless the management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and its associate are responsible for overseeing the financials reporting process of the Group and its associate.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of the misstatement in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and evaluating the results of our work; and (ii) to evaluate the effects of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit (a) financial statements of one foreign subsidiary, whose financial statements reflect total assets of ₹ 1294.24 lakhs as at March 31, 2019, total revenue of ₹ 1260.09 and net cash outflows amounting to ₹ nil for the year ended on that date, as considered in the preparation of the consolidated financial statements; (b) financial statements of one associate of the Group included in consolidated financial results whose financial statements reflects total profit after tax (Group's share) of ₹ 230.10 lakhs for the year ended March 31, 2019. These financial statements and other financial information have been audited by other auditor whose reports has been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate, and our report in terms of section 143(10) of the Act, in so far as it relates to the aforesaid associate, is based solely on the reports of the other auditor.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements:

1. As required by section 143(3) of the Act, based on our audit and on consideration of reports of the other auditors of subsidiaries and associate, as noted in the other matter paragraph, we report to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements so far as it appears from our examination of those books and the report of the other auditor;

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account, workings and records maintained for the purpose of preparation of the consolidated financial statements;

(d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act read with relevant rules issued thereunder and relevant provisions of the Act;

(e) On the basis of written representations received from the directors of the Holding Company as on March 31, 2019 and taken on record by the Board of Directors of the Holding Company, none of the directors of the Company are disqualified as on March 31, 2019 from being appointed as a director in terms of section 164 (2) of the Act. These provisions are not applicable to its subsidiaries and associate as these are not incorporated in India;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". These provisions are not applicable to its subsidiaries and associate as these entities are not incorporated in India;

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and These provisions are not applicable to its subsidiaries and associate as these entities are not incorporated in India; and

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors of subsidiaries and associate, as noted in the Other Matters paragraph:

(i) The Group and associate does not have any pending litigations which may have adverse impact on its financial position;

(ii) The Group and its associate did not have any material foreseeable losses on long-term contracts including derivative contracts; and

(iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company. These provisions are not applicable to its subsidiaries and associate as these entities are not incorporated in India.

For **G. M. Kapadia & Co.**
Chartered Accountants
Firm's Registration No: 104767W

Atul Shah
Partner
Membership No: 039569

Place : Mumbai.
Dated : May 13, 2019

Annexure A referred to in paragraph 2(f) under "Report on Other Legal and Regulatory Requirements" of our Independent Auditor's report of even date, to the members of Orbit Exports Limited ("the Holding Company") on the consolidated financial statements for the year ended 31st March, 2019

Report on the Internal Financial Controls under section 143(3)(i) of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Holding Company as of and for the year ended March 31, 2019, we have audited the internal financial controls with reference to financial statements of Orbit Exports Limited (hereinafter referred to as 'the Holding Company'). Since the subsidiaries and associate of the Company are not incorporated in India, this reporting requirements under section 143(3)(i) of the Act are not applicable to these entities and accordingly, this report is only in respect of the Holding Company.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Holding Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These

responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on Holding Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness.

Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial control system with reference to financial statements.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company which is company incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2019, based on the internal control with reference to consolidated financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **G. M. Kapadia & Co.**
Chartered Accountants
Firm's Registration No: 104767W

Atul Shah
Partner
Membership No: 039569

Place : Mumbai.
Dated : May 13, 2019

Consolidated Balance Sheet as at March 31, 2019

₹ in Lakhs

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-current Assets			
Property, Plant and Equipment	2.01	**10,244.59**	9,102.29
Capital work-in-progress	2.01	**197.76**	182.82
Other Intangible Assets	2.02	**61.28**	76.02
Financial Assets			
Investments	2.03	**722.67**	492.20
Loans	2.04	**164.66**	134.38
Other financial assets	2.05	**24.65**	48.19
Non Current tax assets (Net)	2.12	**47.06**	-
Other non-current assets	2.07	**170.11**	762.96
Total Non-current Assets		**11,632.79**	10,798.85
Current Assets			
Inventories	2.08	**3,713.65**	3,565.91
Financial Assets			
Trade receivables	2.09	**2,726.82**	2,770.50
Cash and cash equivalents	2.10	**893.03**	305.83
Bank balances other than 2.10 above	2.11	**1,556.23**	595.58
Loans	2.04	**2.79**	3.66
Other financial assets	2.05	**183.37**	99.97
Current tax assets (Net)	2.12	**27.65**	68.79
Other current assets	2.07	**646.80**	865.43
Total Current Assets		**9,750.34**	8,275.67
TOTAL ASSETS		**21,383.13**	19,074.52
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	2.13	**2,825.79**	2,825.79
Other Equity	2.14	**14,037.76**	11,455.71
Total Equity		**16,863.55**	14,281.50
Liabilities			
Non-current Liabilities			
Financial Liabilities			
Borrowings	2.15	**607.79**	516.69
Other financial liabilities	2.17	**309.00**	459.00
Provisions	2.19	**95.86**	119.13
Deferred tax liabilities (Net)	2.06	**1,203.95**	970.63
Other non-current liabilities	2.18	**549.25**	369.92
Total Non-current Liabilities		**2,765.85**	2,435.37
Current Liabilities			
Financial Liabilities			
Trade Payables			
Total outstanding dues of Micro Enterprises and Small Enterprises	2.16	**125.22**	-
Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	2.16	**211.86**	347.27
Other financial liabilities	2.17	**974.95**	1,616.52
Other current liabilities	2.18	**282.56**	250.00
Provisions	2.19	**84.19**	56.69
Current Tax Liabilities (Net)	2.20	**74.95**	87.17
Total Current Liabilities		**1,753.73**	2,357.65
Total Equity and Liabilities		**21,383.13**	19,074.52
Significant Accounting Policies	1		

The accompanying notes are an integral part of consolidated financial statements.

As per our report of even date

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

Atul Shah
Partner
Membership No. 39569
Place : Mumbai
Date : May 13, 2019

For and on behalf of the Board of Directors

Pankaj Seth
Managing Director
DIN : 00027554

Anisha Seth
Whole-time Director
DIN : 00027611

Mukesh Deopura
Chief Financial Officer

Neha Poddar
Company Secretary

Place : Mumbai
Date : May 13, 2019

Consolidated Statement of Profit and Loss for the year ended March 31, 2019

₹ in Lakhs

Particulars	Note No.	2018-19	2017-18
INCOME			
Revenue from operations	3.01	**13,855.68**	13,644.98
Other income	3.02	**338.18**	357.39
Total Income		**14,193.86**	14,002.37
EXPENSES			
Cost of materials consumed	3.03	**5,000.76**	4,811.24
Changes in inventories	3.04	**(79.15)**	(44.39)
Employee benefits expense	3.05	**2,267.67**	1,936.65
Finance costs	3.06	**147.03**	53.50
Depreciation, amortisation and impairment expense	3.07	**858.48**	724.37
Other expenses	3.08	**2,917.72**	2,994.15
Total Expenses		**11,112.51**	10,475.52
Profit before share of profit of Associate and exceptional items		**3,081.35**	3,526.85
Share of profit / (loss) of Associate		**230.10**	195.86
Profit/ (Loss) before exceptional items and tax		**3,311.45**	3,722.71
Exceptional items		**-**	-
Profit / (loss) before tax		**3,311.45**	3,722.71
Tax expenses	3.09		
Current tax		**662.11**	1,000.41
Deferred tax liability / (asset) incl. MAT credit		**222.98**	23.03
Tax adjustments for earlier years		**(148.82)**	(4.27)
Profit for the year		**2,575.18**	2,703.54
Other comprehensive income			
A. Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans		**35.09**	(9.03)
Income tax relating to items that will not be reclassified to profit or loss		**(10.22)**	-
B. Items that will be reclassified to profit or loss			
Exchange difference in translating the financial statement of foreign operation		**(3.18)**	-
Total other comprehensive income		**21.69**	(9.03)
Total comprehensive income for the year		**2,596.87**	2,694.51
Profit / (Loss) for the year attributable to:			
Owners of the Parent		**2,575.18**	2,703.54
Non-controlling interests		**-**	-
		2,575.18	2,703.54
Other Comprehensive Income / (Loss) for the year attributable to :			
Owners of the Parent		**21.69**	(9.03)
Non-controlling interests		**-**	-
		21.69	-9.03
Total Comprehensive Income / (Loss) for the year attributable to :			
Owners of the Parent		**2,596.87**	2,694.51
Non-controlling interests		**-**	-
		2,596.87	2,694.51
Earnings per equity share (Face value of ₹ 10/- each)	4.01		
Basic (in ₹)		**9.11**	9.43
Diluted (in ₹)		**9.11**	9.43
Significant Accounting Policies	1		

The accompanying notes are an integral part of consolidated financial statements.

As per our report of even date

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

Atul Shah
Partner
Membership No. 39569
Place : Mumbai
Date : May 13, 2019

For and on behalf of the Board of Directors

Pankaj Seth
Managing Director
DIN : 00027554

Anisha Seth
Whole-time Director
DIN : 00027611

Mukesh Deopura
Chief Financial Officer

Neha Poddar
Company Secretary

Place : Mumbai
Date : May 13, 2019

Consoldiated Statement of changes in equity for the year ended March 31, 2019

A. EQUITY SHARE CAPITAL

₹ in Lakhs

Particulars	Note No.	Amount
Balance as at April 01, 2017	2.13	2,870.23
Buy back of shares		(44.44)
Changes in equity share capital during the year		-
Balance as at March 31, 2018	2.13	2,825.79
Changes in equity share capital during the year		-
Balance as at March 31, 2019	**2.13**	**2,825.79**

B. OTHER EQUITY

₹ in Lakhs

Particulars	Other Equity						Total
	Reserves and Surplus			Other Comprehensive income	Amount attributable to Owners of the parent	Non-controlling interests	
				Items that will be reclassified to P&L			
	General Reserve	Capital Redemption Reserve	Retained Earnings	Foreign currency translation reserve			
Balance as at April 01, 2018	31.08	44.44	11,380.19	-	11,455.71	-	11,455.71
Profit for the year	-	-	2,345.08	-	2,345.08	-	2,345.08
Share of profit of Associate	-	-	230.10	-	230.10	-	230.10
Other Comprehensive Income / (loss)	-	-	24.87	(3.18)	21.69	-	21.69
Total Comprehensive Income for the year	-	-	2,600.05	(3.18)	2,596.87	-	2,596.87
Transaction cost relating to buyback	-	-	(14.81)	-	(14.81)	-	(14.81)
Balance as at March 31, 2019	**31.08**	**44.44**	**13,965.43**	**(3.18)**	**14,037.76**	**-**	**14,037.76**
Balance as at April 01, 2017	786.63	-	8,939.68	-	9,726.31	-	9,726.31
Profit for the year	-	-	2,507.68	-	2,507.68	-	2,507.68
Share of profit of Associate	-	-	195.86	-	195.86	-	195.86
Other Comprehensive Income / (loss)	-	-	(9.03)	-	(9.03)	-	(9.03)
Total Comprehensive Income for the year	-	-	2,694.51	-	2,694.51	-	2,694.51
Buyback of equity shares	(755.55)	44.44	(44.44)	-	(755.55)	-	(755.55)
Effect of measuring financial instrument at fair value	-	-	(2.29)	-	(2.29)	-	(2.29)
Payment of dividends	-	-	(172.21)	-	(172.21)	-	(172.21)
Payment of dividend distribution tax	-	-	(35.06)	-	(35.06)	-	(35.06)
Balance as at March 31, 2018	31.08	44.44	11,380.19	-	11,455.71	-	11,455.71

Significant Accounting Policies (Refer Note 1)
The accompanying notes are an integral part of consolidated financial statements.

As per our report of even date

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

Atul Shah
Partner
Membership No. 39569

Place : Mumbai
Date : May 13, 2019

For and on behalf of the Board of Directors

Pankaj Seth
Managing Director
DIN : 00027554

Anisha Seth
Whole-time Director
DIN : 00027611

Mukesh Deopura
Chief Financial Officer

Neha Poddar
Company Secretary

Place : Mumbai
Date : May 13, 2019

Consolidated Cash Flow Statement for the year ended March 31, 2019

₹ in Lakhs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Cash flow from operating activities		
Profit / (loss) before tax	**3,311.45**	3,722.71
Non-cash Adjustment to Profit Before Tax:		
Depreciation and amortisation expense	**858.47**	724.37
Share of (Profit) / Loss of Associate	**(230.10)**	(195.86)
Interest expenses	**147.03**	(53.50)
Bad Debts written off	**17.49**	29.57
Amortisation of deferred revenue	**(58.67)**	(47.99)
Unrealised foreign exchange loss / (gain)	**(1.86)**	50.54
Mark-to-market (gain)/loss on derivative financial instruments	**(114.14)**	(31.48)
Dividend Income	**(0.03)**	(0.12)
Provision for gratuity, leave encashment and bonus	**(13.93)**	43.01
Interest income	**(123.90)**	(58.36)
(Profit)/Loss on disposal of property, plant and equipment	**35.09**	
Unwinding of lease rent	**5.56**	5.13
Allowances for bad and doubtful debts	**34.50**	20.72
Interest income on financial asset at amortised cost	**(5.04)**	(4.27)
Operating Profit before Change in operating assets and libilities	**3,861.92**	4,204.47
Change in operating assets and liabilities :		
(Increase)/Decrease in trade receivables	**(9.62)**	159.57
(Increase)/Decrease in inventories	**(147.73)**	(142.14)
(Increase)/Decrease in other financial assets	**26.92**	108.33
(Increase)/Decrease in other current/non-current assets	**197.77**	(412.09)
Increase/(Decrease) in trade payables	**(10.19)**	88.62
Increase/(Decrease) in provisions	**53.24**	(65.53)
Increase/(Decrease) in other current liabilities	**270.55**	10.23
Increase/(Decrease) in current financial liabilities	**(132.65)**	443.92
Increase/(Decrease) in non-current financial liabilities	**(150.00)**	459.00
Cash generated from operations	**3,960.21**	4,854.38
Direct taxes paid (net of refunds)	**(531.31)**	(1,065.11)
Net cash flow from/(used in) operating activities (A)*	**3,428.90**	3,789.27
Cash flow from investing activities		
Payments for acquisition of property, plant and equipment	**(1,446.89)**	(2,413.20)
Proceeds from sale of property, plant and equipment	**18.97**	0.03
Repayments / (Disbursements) of loans given	**(24.37)**	(61.08)
Dividend Income	**0.15**	0.12
Interest Received	**127.73**	41.68
Changes in fixed deposits other than cash & cash equivalent:		
Redemption of fixed deposits	**1,416.17**	240.27
Investments made in fixed deposits	**(2,354.10)**	(384.69)
Proceeds from sale of investments	**0.32**	-
Net cash flow from/(used in) investing activities (B)	**(2,262.03)**	(2,576.87)

Consolidated Cash Flow Statement for the year ended March 31, 2019 (Cont.)

₹ in Lakhs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Cash flows from financing activities		
Repayments of non-current borrowings	**(420.27)**	(330.33)
Dividend on Equity Shares (including dividend distribution tax)	**-**	(207.27)
Buyback of Equity Shares	**-**	(800.00)
Transaction cost relating to buyback	**(14.81)**	-
Interest and finance charges	**(144.59)**	51.84
Net cash flow from/(used in) in financing activities (C)	**(579.67)**	(1,285.76)
Net increase/(decrease) in cash and cash equivalents (A+B+ C)	**587.20**	(73.36)
Cash and cash equivalents at the beginning of the year	**305.83**	379.19
Cash and cash equivalents at the end of the year	**893.03**	305.83
Notes:		
(a) Reconciliation of cash and cash equivalents as per the cash flow statement :		
Cash and cash equivalents		
Balances with banks:		
Escrow Account	**25.00**	-
Cash Credit	**81.26**	43.60
Others	**186.27**	57.90
Deposits with original maturity of less than 3 months	**581.26**	189.56
Cash on hand	**18.64**	14.77
Balance as per the cash flow statement	**893.03**	305.83

(b) The Cash Flow Satement has been prepared using indirect method set out in the Ind AS 7 - 'Statement of Cash Flows'.

(c) Changes in Liabilities arising from financing activities:

Particulars	As at March 31, 2018	Cash Flow	Non Cash Changes	**As at March 31, 2019**
Non-current borrowings (including current maturities of Non-current borrowings) (Refer note 2.15)	1,400.40	(420.27)	-	980.13

Particulars	As at March 31, 2017	Cash Flow	Non Cash Changes	**As at March 31, 2018**
Non-current borrowings (including current maturities of Non-current borrowings) (Refer note 2.15)	1,730.73	(330.33)	-	1,400.40

* Amount spent in Cash towards Corporate Social Responsibility is ₹ 116.06 lakhs (March 31, 2018: ₹ 12.30 lakhs)

The accompanying notes are an integral part of consolidated financial statements.

As per our report of even date

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

Atul Shah
Partner
Membership No. 39569

Place : Mumbai
Date : May 13, 2019

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Chief Financial Officer

Neha Poddar
Company Secretary

Place : Mumbai
Date : May 13, 2019

Notes to Consolidated Financial Statements for the year ended March 31, 2019

1. Significant Accounting Policies

The consolidated financial statements comprise financial statements of Orbit Exports Limited (the "Company") and its subsidiaries (collectively the "Group") for the year ended March 31, 2019. The Company is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on two recognised stock exchanges in India.

The Group principally operates in two business segments: Manufacturing of Textile and Windmill Power Generation. Information on other related party relationships of the Group is provided in Note 4.06.

Authorisation of consolidate financial statements: The consolidated financial statements were authorised for issue in accordance with a resolution of the board of directors dated May 13, 2019.

1.1 Basis of Preparation

(i) Compliance with Ind AS

The consolidated financial statements comply in all material aspects with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 ("the Act"), and relevant rules issued there under and the relevant provisions of the Act. In accordance with proviso to the Rule 4A of the Companies (Accounts) Rules, 2014, the terms used in these consolidated financial statements are in accordance with the definitions and other requirements specified in the applicable Accounting standards.

(ii) Historical cost convention

The consolidated financial statements have been prepared on a historical cost basis, except for the following :

a) certain financial assets and liabilities (including derivative instruments) are measured at fair value; and

b) defined benefit plans - plan assets measured at fair value.

1.2 Rounding of amounts

All amounts disclosed in the consolidated financial statement and notes have been rounded off to the nearest Lakhs, except where otherwise indicated.

1.3 Current versus non-current classification

The group presents its assets and liabilities in the consolidated Balance Sheet based on current / non-currentclassification.

An asset is treated as current if it is :

a) expected to be realised or intended to be sold or consumed in normal operating cycle;

b) held primarily for the purpose of trading;

c) expected to be realised within twelve months after the reporting period; or

d) the cash or cash equivalent unless restricted from being exchanged or used to settle a liability for atleast twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current if it is:

a) it is expected to be settled in normal operating cycle;

b) it is held primarily for the purpose of trading;

c) it is due to be settled within twelve months after the reporting period; or

d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current on net basis.

The operating cycle is the time between the acquisition of assets for processing and theirrealisation in cash and cash equivalents. The Group has identified twelve months as its normal operating cycle.

1.4 Use of Judgements, Estimates and Assumptions

While preparing consolidated financial statements in conformity with Ind AS, the management makes certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting

Notes to Consolidated Financial Statements for the year ended March 31, 2019

policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the statement of financial position date and the reported amount of income and expenses for the reporting period. Financial reporting results rely on our estimate of the effect of certain matters that are inherently uncertain. Future events rarely develop exactly as forecast and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions. The management continually evaluate these estimates and assumptions based on the most recently available information.Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgmentsin applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are as below :

Key assumptions:

(i) Financial instruments: (Refer note 4.09)

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. Details of the assumptions used are given in the notes regarding financial assets and liabilities. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricingthe instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in anarm's length transaction at the reporting date.

(ii) Useful lives of Property, Plant and Equipment and Intangible assets: (Refer notes1.7, 1.8 and 1.9)

The company reviews the useful life of Property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

(iii) Valuation of inventories: (Refer note 1.11)

The Company estimates the net realisable value (NRV) of its inventories by taking into account estimated selling price, estimated cost of completion, estimated costs necessary to make the sale, obsolescence considering the past trend. Inventories are written down to NRV where such NRV is lower than their cost.

(iv) Assets and obligations relating to employee benefits: (Refer note 4.08)

The cost of the defined benefit plans, compensated absences and the present value of the defined benefit obligations are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These interalia include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and it slong-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(v) Recognition and measurement of other Provisions:

The recognition and measurement of other provisions is based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the closing date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

Critical Accounting Judgements

The Company has equity stake in various entities for strategic reasons concerning its operation. The relationship with these entities have been determined based on principles laid down in Ind AS 110 – Consolidated Financial Statements.

1.5 Principles of Consolidation and Equity Accounting

(i) Subsidiaries

Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intergroup transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Consolidated BalanceS heet respectively. Statement of Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

(ii) Associates

Associates are all entities over which the group has significant influence but not control or joint control. This is generally the case where the group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (see (iii) below), after initially being recognised at cost.

(iii) Equity Method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profit s or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group's does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in note 1.10 below.

1.6 Revenue Recognition

a) Revenue From Contracts With Customers

The Group derives revenues primarily from sale of products and services. Revenue from sale of goods is recognised net of returns and discounts.

Effective April 01, 2018 the Company adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts that were not completed as at April 01, 2018. In accordance with the cumulative catch-up transition method, the comparatives are not required to adjust retrospectively. The effecton adoption of Ind AS 115 was insignificant.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Group expect to receive in exchange for those products or services.

To recognise revenues, the Group applies the following five step approach :

1. Identify the contract with a customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognise revenues when a performance obligation is satisfied.

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties.

The Group presents revenues net of indirect taxes in its statement of profit and loss.

Performance obligation may be satisfied over time or at a point in time. Performance obligations satisfied over time if any one of the following criteria is met. In such cases, revenue is recognised over time :

Notes to Consolidated Financial Statements for the year ended March 31, 2019

1. The customer simultaneously receives and consumes the benefits provided by the Group's performance; or
2. The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time atwhich the performance obligation is satisfied.

b) Export incentives are accounted on accrual basis and include the estimated value of export incentives receivable under the Duty Draw Back Scheme and other applicable schemes.

c) Dividend Income is recognised when the Group's right to receive is established which is generally occur when the shareholders approve the dividend.

d) Revenue from services is recognised when all relevant activities are completed and the right to receive in comeis established.

e) Revenue in respect of insurance/ other claims, commission, interest for delayed payment etc. is recognised only when it is reasonably certain that the ultimate collection will be made.

f) For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR).

1.7 Property, Plant and Equipment

a) Property, Plant and Equipment is stated at cost, less accumulated depreciation and accumulated impairment losses. The initial cost of an asset comprises its purchase price, non-refundable purchase taxes and any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any, and, for assets that necessarily take a substantial period of time to get ready for their intended use, finance costs. The purchase price is the aggregate amount paid and the fair value of any other consideration given to acquire the asset.

b) The cost of an item of Property, Plant and Equipment is recognised as an asset if, and only if, it is probable that the economic benefits associated with the item will flow to the Group in future periods and the cost of the item can be measured reliably. Expenditure incurred after the Property, Plant and Equipment have been put into operations, such as repairs and maintenance expenses are charged to the Consolidated Statement of Profit and Loss during the period in which they are incurred.

c) An item of Property, Plant and Equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the assets. Any gain or loss arising on the disposal or retirement of an item of Property, Plant and Equipment, is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Consolidated Statement of Profit and Loss.

d) The residual values and useful lives of Property, Plant and Equipment are reviewed at each financial year end, and changes, if any, are accounted prospectively.

e) Lease arrangements for land are identified as finance lease, in case such arrangements result in transfer of the related risks and rewards to the Group. Accordingly, the Group identifies any land lease arrangement with a term in excess of 50 years as a finance lease.

1.8 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles are not capitalised and the related expenditure is reflected in the Consolidated Statement of Profit andLoss in the period in which the expenditure is incurred. Intangible assets with finite lives are amortised on straight line basis over their useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at each year end. The amortisation expense on Intangible assets with finite lives and impairment loss is recognised in the Consolidated Statement of Profit and Loss.

1.9 Depreciation and Amortisation

Depreciation on Property, Plant and Equipment is provided on straight line method. In accordance with requirements prescribed under Schedule II to the Companies Act, 2013, the Group has assessed the estimated useful lives of its

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Property, Plant and Equipment and has adopted the useful lives and residual value as prescribed therein except following cases which are based on internal technical assessment :

Particulars	Useful Life of Assets
Leasehold Land	Remaining period of Lease
Software	5 Years
Windmill	25 Years
Plant & Machinery	14 Years

1.10 Impairment of financial assets

Carrying amount of Tangible assets and Intangible assets (which are carried at cost) are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment lossis recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or Group's assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

1.11 Inventories

Raw materials, stores and spares are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.Cost in case of Raw material and Packing material, Stores and Spare and Traded Goods include purchase cost net of refundable taxes and other overheads incurred in bringing such items of inventory to its present location and condition. Cost of raw materials, components and stores and spares which do not meet the recognition criteria under Property, Plant and Equipment is determined on a weighted average basis.

Cost of raw materials, components and stores and spares which do not meet the recognition criteria under Property, Plant and Equipment is determined on a weighted average basis.

Finished goods and work-in-progress include cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Provision is made for the cost of obsolescence and other anticipated losses,wherever considered necessary.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.The factors that the Company considers in determining the allowance for slow moving, obsolete and other non-saleable inventory in determining net realisable value include ageing of inventory, price changes and such other related factors.

1.12 Cash and Cash Equivalents

Cash and Cash Equivalents in the consolidated Balance Sheet comprises of cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of change in value.

For the purpose of consolidated statement of cash flows, cash and cash equivalents consist of cash, short-term deposits as defined above, bank overdrafts and short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value as they are considered as an integral part of the Group's management.

1.13 Government Grant

Government grants are recognised when there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised in statement of profit and loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

The above criteria is also used for recognition of incentives under various scheme notified by the Government. When the grant relates to an asset, it is recognised as deferred income and amortised over the useful life of such assets.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

1.14 Financial Instruments

Financial assets and financial liabilities are recognised when a Group becomes a party to the contractual provisions ofthe instruments.

Initial Recognition and Measurement- Financial Assets and Financial Liabilities

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Consolidated Statement of Profit and Loss.

Classification and Subsequent Measurement : Financial Assets

The Group classifies financial assets as subsequently measured at amortised cost, fair value through Other Comprehensive Income ("FVTOCI") or fair value through profit or loss ("FVTPL") on the basis of following :

- the entity's business model for managing the financial assets and
- the contractual characteristics of financial asset

Amortised Cost

- A financial asset is classified and measured at amortised cost if both of the following conditions are met :
- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

FVTOCI

- A financial asset is classified and measured at FVTOCI if both of the following conditions are met :
- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

FVTPL

A financial asset is classified and measured at FVTPL unless it is measured at amortised cost or at FVTOCI. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Impairment of Financial Assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Classification and Subsequent measurement : Financial Liabilities

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

Financial Liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for tradingor are designated upon initial recognition as FVTPL.

Gains or losses on financial liabilities held for trading are recognised in the Consolidated Statement of Profit and Loss.

Other Financial Liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.The effective interest method is a method of calculating the amortised cost of

Notes to Consolidated Financial Statements for the year ended March 31, 2019

a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of Financial Asset and Financial Liabilities

The Group de-recognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is reported in the Consolidated Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liabilitysimultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvencyor bankruptcy of the Group or the counter party.

1.15 Financial Liabilities and Equity Instruments

Classification as Debt or Equity :

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity Instruments:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Group are recognised at the proceeds received.

1.16 Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

1.17 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is acurrent pre-tax rate. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are disclosed in the case of:

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- A present obligation arising from past events, when no realisable estimate is possible;
- A possible obligation from past events, unless the probability of outflow of resources is remote.

Contingent Assets is disclosed when inflow of economic benefits is probable.

1.18 Gratuity and other Post-Employment Benefits

a) Short-Term Obligations

Short term employee benefits are recognised as an expense at an undiscounted amount in the Consolidated Statement of Profit and Loss of the year in which the related services are rendered.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

b) Post-Employment Obligations

The Group operates the following post-employment schemes :

- defined benefit plans such as gratuity; and
- defined contribution plans such as provident fund.

Gratuity Obligations

The liability or asset recognised in the Consolidated Balance Sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Consolidated Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised at amount net of taxes in the period in which they occur, directly in Other Comprehensive Income. They are included in retained earnings in the Consolidated statement of changes in equity and in the Consolidated Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the Consolidated Statement Profit and Loss as past service cost.

c) Other Long Term Employee Benefit Obligations

The Leave Encashment are presented as short term provision in the consolidated Balance Sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period,regardless of when the actual settlement is expected to occur.

d) Bonus Plan

The Group recognises a liability for expense for bonuses. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

1.19 Taxes on Income

(i) Current Tax

Tax on income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments/appeals.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the Consolidated Statement of Profit and Loss.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred Tax

Deferred tax is provided using the Balance Sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the assetis realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the Consolidated Statement of Profit and Loss is recognised outside the Consolidated Statement of Profit and Loss. Deferred tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity.

The break-up of the major components of the deferred tax assets and liabilities as at Consolidated Balance Sheet date has been arrived at after setting off deferred tax assets and liabilities where the Group have a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

(iii) MAT Credit:

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognises MAT credit available as an asset only to the extent that there is reasonable certainty that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward.The MAT credit to the extent there is reasonable certainty that the Company will utilise the credit is recognised in the Statement of Profit and Loss and corresponding debit is done to the Deferred Tax Asset as unused tax credit.

1.20 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends, if any, and attributable taxes) by the weighted average numberof equity shares outstanding during the period.For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders is adjusted for after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.21 Foreign Currency Translation

(i) Functional and Presentation Currency

The Group's Consolidated financial statements are prepared in INR, which is also the Group's functional and presentation currency.

(ii) Transactions and Balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and rom the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the Consolidated Statement of Profit and Loss.

In case of advance payment for purchase of assets/goods/services and advance receipt against sales of products/ services, all such purchase/sales transaction are recorded at the rate at which such advances are paid/received.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Consolidated Statement of Profit and Loss, within finance costs. All other foreign exchange gains and losses are presented in the Consolidated Statement of Profit and Loss on a net basis within other gains / (losses).

Non–monetary items

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

1.22 Dividend Distribution

The Group recognises a liability to make cash or non-cash distributions to equity holders of the Group when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the Companies Act, 2013, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

1.23 Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date, whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to usethe asset, even if that right is not explicitly specified in an arrangement.

As a lessee

Finance Lease

Leases of Property, Plant and Equipment where the Group, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the Consolidated Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Operating Lease

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

As a Lessor

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the consolidated balance sheet based on their nature.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

2.01 Property, plant and equipment

₹ in Lakhs

Particulars	Gross Carrying Amount				Depreciation / Impairment				Net Carrying Amount	
	As at April 1, 2018	Addition	Disposal	As at March 31, 2019	As at April 1, 2018	For the Year	Elimination on disposal	As at March 31, 2019	As at March 31, 2019	As at March 31, 2018
Own Assets:										
Buildings	1,870.10	-	-	**1,870.10**	74.28	37.39	-	**111.67**	**1,758.43**	1,795.82
Plant and Machinery	7,604.49	1,972.08	71.74	**9,504.83**	1,081.37	689.65	23.55	**1,747.47**	**7,757.36**	6,523.11
Furniture, Fixtures and fittings	395.46	10.16	-	**405.62**	85.58	45.32	-	**130.90**	**274.72**	309.89
Computers	49.73	9.64	-	**59.37**	33.37	10.29	-	**43.66**	**15.71**	16.35
Office Equipments	115.46	7.25	-	**122.71**	45.77	21.65	-	**67.42**	**55.29**	69.68
Electrical Installations	177.89	5.56	-	**183.45**	47.14	24.06	-	**71.20**	**112.25**	130.74
Vehicles	55.84	-	9.61	**46.23**	10.09	7.16	3.75	**13.50**	**32.73**	45.75
Total (A)	**10,268.98**	**2,004.68**	**81.35**	**12,192.30**	**1,377.60**	**835.52**	**27.30**	**2,185.82**	**10,006.48**	**8,891.34**
Assets taken on Finance Lease: #										
Leasehold Land	216.13	**30.00**	-	**246.13**	5.17	2.85	-	**8.02**	**238.11**	210.95
Total (B)	**216.13**	**30.00**	**-**	**246.13**	**5.17**	**2.85**	**-**	**8.02**	**238.11**	**210.95**
Total (A+B)	**10,485.10**	**2,034.68**	**81.35**	**12,438.43**	**1,382.77**	**838.37**	**27.30**	**2,193.84**	**10,244.59**	9,102.29
Capital Work in Progress	182.82	2,054.75	2,039.80	**197.76**	-	-	-	**-**	**197.76**	182.82
Total (C)	**182.82**	**2,054.75**	**2,039.80**	**197.76**	**-**	**-**	**-**	**-**	**197.76**	**182.82**

The Leasehold Land classified as Finance Lease is recognised under Property, Plant and Equipment as substantially all the significant risk and rewards incidental to ownership of land under lease have been transferred to the Group.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

2.01 Property, plant and equipment (Cont.)

₹ in Lakhs

Particulars	Gross Carrying Amount					Depreciation / Impairment			Net Carrying Amount	
	As at April 1, 2017	Addition	Disposal	As at March 31, 2018	As at April 1, 2017	For the Year	Elimination on disposal	As at March 31, 2018	As at March 31, 2018	As at March 31, 2017
Own Assets:										
Buildings	1,859.56	10.54	-	1,870.10	37.14	37.14	-	74.28	1,795.82	1,822.42
Plant and Machinery	5,967.34	1,637.15	-	7,604.49	519.26	562.11	-	1,081.37	6,523.11	5,448.07
Furniture, Fixtures and Fittings	311.38	84.08	-	395.46	43.74	41.84	-	85.58	309.89	267.65
Computers	41.27	8.46	-	49.73	18.45	14.92	-	33.37	16.35	22.82
Office Equipments	94.81	20.78	0.13	115.46	26.75	19.12	0.10	45.77	69.68	68.06
Electrical Installations	172.94	4.95	-	177.89	23.54	23.60	-	47.14	130.74	149.39
Vehicles	29.45	26.39	-	55.84	4.34	5.75	-	10.09	45.75	25.11
Total (a)	**8,476.75**	**1,792.35**	**0.13**	**10,268.98**	**673.22**	**704.48**	**0.10**	**1,377.60**	**8,891.34**	**7,803.53**
Assets taken on Finance Lease: #										
Leasehold Land	216.13	-	-	216.13	2.60	2.57	-	5.17	210.95	213.51
Total (B)	**216.13**	**-**	**-**	**216.13**	**2.60**	**2.57**	**-**	**5.17**	**210.95**	**213.51**
Total (A+B)	**8,692.88**	**1,792.35**	**0.13**	**10,485.10**	**675.82**	**707.05**	**0.10**	**1,382.77**	**9,102.29**	**8,017.05**
Capital Work in Progress	20.81	1,963.61	1,801.60	182.82	-	-	-	-	182.82	20.81
Total (C)	**20.81**	**1,963.61**	**1,801.60**	**182.82**	**-**	**-**	**-**	**-**	**182.82**	**20.81**

The Leasehold Land classified as Finance Lease is recognised under Property, Plant & Equipment as substantially all the significant risk and rewards incidental to ownership of land under lease have been transferred to the Company.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

2.02 Intangible Assets

₹ in Lakhs

Particulars	Gross Carrying Amount				Depreciation / Impairment				Net Carrying Amount	
	As at April 1, 2018	Addition	Disposal	As at March 31, 2019	As at April 1, 2018	For the Year	Elimination on disposal	As at March 31, 2019	As at March 31, 2019	As at March 31, 2018
ERP Software	108.97	5.03	-	**114.00**	32.96	19.76	-	**52.72**	**61.28**	76.02
Total	**108.97**	**5.03**	**-**	**114.00**	**32.96**	**19.76**	**-**	**52.72**	**61.28**	**76.02**

₹ in Lakhs

Particulars	Gross Carrying Amount				Depreciation / Impairment				Net Carrying Amount	
	As at April 1, 2017	Addi-tion	Disposal	As at March 31, 2018	As at April 1, 2017	For the Year	Elimination on disposal	As at March 31, 2018	As at March 31, 2018 "	As at March 31, 2017
ERP Software	98.79	10.18	-	108.97	15.64	17.32	-	32.96	76.02	83.15
Total	**98.79**	**10.18**	**-**	**108.97**	**15.64**	**17.32**	**-**	**32.96**	**76.02**	**83.15**

Range of remaining period of amortisation as at March 31, 2019 of intangible assets is as below:

₹ in Lakhs

Assets	< 5 Years
ERP Software	61.28

Notes to Consolidated Financial Statements for the year ended March 31, 2019

2.03 Non Current Investments

₹ in Lakhs unless otherwise stated

Particulars	Face value	As at March 31, 2019		As at March 31, 2018	
		No of Shares	Amount	No of Shares	Amount
Investments (measured at cost)					
Unquoted (fully paid up)					
Investment in Equity Shares of Associate					
Rainbow Line Trading L.L.C.	AED 1,000	**147**	**56.19**	147	56.19
Accumulated share in profit(loss) at beginning of the year		**-**	**435.01**	-	239.15
Share in Profit/(Loss) of current year		**-**	**230.10**	-	195.86
Investments (measured at FVTPL)					
Investment in equity shares of other entities					
The Kurla Nagrik Sahakari Bank Limited	₹ 10	**10,000**	**1.00**	10,000	1.00
Investment (measured at amortised cost)					
Unquoted					
(i) Investments in Government securities					
National Savings Certificate*		**-**	**0.37**	-	-
Total non - current investments			**722.67**		492.20
Aggregate amount of quoted investments			**-**		-
Aggregate amount of unquoted investments			**722.67**		492.20
Aggregate amount of impairment in value of investments			**-**		-

*Lodged with Sales tax and Government authorities

2.04 Loans

₹ in Lakhs

Particulars	Non Current		Current	
	As at March 31, 2019	As at March 31, 2018	**As at March 31, 2019**	As at March 31, 2018
Security Deposits - Utility				
Unsecured, considered good	82.73	62.52	-	-
Total (A)	**82.73**	62.52	**-**	-
Security Deposits - Rental				
Unsecured, considered good	81.94	71.86	-	-
Total (B)	**81.94**	71.86	**-**	-
Loans to employees				
Unsecured, considered good	-	-	2.79	3.66
Total (C)	**-**	-	**2.79**	3.66
Total (A+B+C)	**164.66**	134.38	**2.79**	3.66

Note : No amount is due from any of the directors or officers of the company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

2.05 Other Financial Assets

₹ in Lakhs

Particulars	Non Current		Current	
	As at March 31, 2019	As at March 31, 2018	**As at March 31, 2019**	As at March 31, 2018
Bank deposits with more than twelve months of original maturity	**24.65**	47.50	**-**	-
Dividend Receivable	**-**	-	**-**	0.12
Others	**-**	-	**8.05**	1.08
Interest accrued but not due on bank deposits	**-**	-	**56.80**	60.64
Rent Receivable	**-**	-	**3.24**	3.00
Interest Receivable	**-**	-	**-**	2.85
Other Receivable	**-**	0.69	**-**	-
Receivable from Related Party	**-**	-	**0.80**	0.80
Forward Contracts - Assets	**-**	-	**114.48**	31.48
Total	**24.65**	48.19	**183.37**	99.97

Note: The Group has a process whereby periodically all long-term contracts are assessed for material foreseeable losses. At the year end, the Group has reviewed and ensured that adequate provision, as required under any law / accounting standards for material forseeable losses on such long term contracts including derivative contracts, has been made in the books of accounts.

2.06 Deferred Tax Assets / Liabilities (Net)

Significant components of deferred tax assets / (liabilities) recognised in the financial statements are as follows

₹ in Lakhs

Particulars	Non Current	
	As at March 31, 2019	As at March 31, 2018
Deductible temporary differences		
Provision for employee benefit	**27.87**	42.94
Allowance for doubtful debts	**23.90**	11.29
Deferred tax impact on OCI	**10.22**	-
MAT Credit Available	**36.44**	-
Taxable temporary differences		
Property, Plant and Equipment	**(1,302.17)**	(1,015.68)
Forward Contracts	**(0.21)**	(9.18)
Total	**(1,203.95)**	(970.63)

Notes to Consolidated Financial Statements for the year ended March 31, 2019

₹ in Lakhs

Particulars				Non Current	
	As at March 31, 2019	**(Charged)/ Credited to Profit and Loss/ OCI / /Retained Earning**	As at March 31, 2018	(Charged)/ Credited to Profit and Loss/ OCI/ Retained Earning	As at March 31, 2017
Deferred tax assets / (liabilities) in relation to :					
Property, Plant and Equipment	**(1,302.17)**	**(286.49)**	(1,015.68)	(22.27)	(993.41)
Forward Contracts	**(0.21)**	**8.97**	(9.18)	(9.18)	0.00
Provision for employee benefit	**27.87**	**(15.07)**	42.94	8.52	34.42
Allowance for doubtful debts	**23.90**	**12.61**	11.29	0.05	11.24
Deferred tax impact	**10.22**	**10.22**	-	-	-
MAT Credit Available	**36.44**	**36.44**	-	-	-
Others	**-**	**-**	-	(0.15)	0.15
Total	**(1,203.95)**	**(233.32)**	(970.63)	(23.03)	(947.60)

2.07 Other Assets

₹ in Lakhs

Particulars	Non Current		Current	
	As at March 31, 2019	As at March 31, 2018	**As at March 31, 2019**	As at March 31, 2018
Capital Advances	**64.08**	672.23	**-**	-
Advances other than Capital Advances				
Prepaid expenses	**14.09**	13.76	**71.89**	70.15
Staff Advances	**-**	-	**12.07**	5.03
Advances to suppliers	**-**	-	**47.07**	17.59
Balances with governmental authorities				
Electricity Duty Receivable	**-**	-	**10.71**	6.90
GST Refund Receivable	**-**	-	**94.96**	160.51
VAT/Sales tax Receivable	**52.27**	-	**-**	62.54
MEIS & Duty draw back receivable	**-**	-	**171.46**	170.55
Subsidy Receivable	**-**	-	**127.43**	135.06
Accrued Interest on Windmill	**39.67**	76.97	**37.30**	48.73
GST Receivable	**-**	-	**73.91**	188.36
Total	**170.11**	762.96	**646.80**	865.43

Note : No amount is due from any of the directors or officers of the Group, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

2.08 Inventories (Valued at lower of cost or net realisable value, unless otherwise stated)

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Raw material:		
In hand	**678.16**	621.82
Goods-in-transit	**40.78**	25.07
Stores and spares	**58.94**	62.41
Work-in-progress	**347.02**	258.52
Finished goods	**2,588.74**	2,598.09
Total	**3,713.65**	3,565.91

2.09 Trade Receivable

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good	**2,726.82**	2,770.50
Unsecured, credit impaired	**82.09**	62.09
	2,808.91	2,832.59
Less : Provision for impairment	**(82.09)**	(62.09)
Total	**2,726.82**	2,770.50

Note : No amount is due from any of the directors or officers of the Group, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member.

2.10 Cash and Cash Equivalents

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Balances with banks:		
In current accounts		
Escrow Account**	**25.00**	-
Cash Credit***	**81.26**	43.60
Others	**186.87**	57.90
Deposits with original maturity of less than 3 months	**581.26**	189.56
Cash on hand	**18.64**	14.77
Total	**893.03**	305.83

** The Group can utilise these balances only towards buy back of shares.

*** Cash Credit Facility sanctioned to the Group is secured by hypothecation of Inventory, Book Debts and entire current assets of the Group, Present and Future, on pari passu basis.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

2.11 Bank Balances

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Deposits with original maturity for more than 3 months but less than 12 months	**1,519.30**	558.52
Unclaimed dividend accounts	**36.93**	37.06
Total	**1,556.23**	595.58

Note : The Fixed Deposits aggregating to ₹ 22.23 Lakhs (March 31, 2018: ₹ 21 Lakhs) has been pledged with State Bank of India, ₹ 262.96 Lakhs (March 31, 2018: ₹ 300 Lakhs) has been pledged with HDFC Bank and ₹ 125 Lakhs (March 31, 2018: ₹ 125 Lakhs) has been pledged with DBS Bank as collateral security against the financial assistance extended by the respective banks and ₹ 0.36 Lakhs (March 31, 2018: ₹ 0.34 Lakhs) with Central Bank of India.

2.12 Tax Assets (Net)

₹ in Lakhs

Particulars	Non Current		Current	
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Tax assets :				
Taxes paid	**47.06**	-	**3,078.43**	5,005.76
Total (A)	**47.06**	-	**3,078.43**	5,005.76
Tax liabilities :				
Provision for Taxation			**3,050.78**	4,936.97
Total (B)	**-**	-	**3,050.78**	4,936.97
Total (A-B)	**47.06**	-	**27.65**	68.79

2.13 Equity Share Capital

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Authorised share capital :		
3,50,00,000 (March 31, 2018: 3,50,00,000) Equity shares of ₹10/- each	**3,500.00**	3,500.00
Total	**3,500.00**	3,500.00
Issued, Subscribed and Paid up Capital		
2,82,57,856 (March 31, 2018: 2,82,57,856) Equity shares of ₹ 10/- each fully paid up	**2,825.79**	2,825.79
Total	**2,825.79**	2,825.79

a. Reconciliation of shares outstanding as at the beginning and at the end of the reporting period :

Equity shares	As at March 31, 2019	As at March 31, 2018
	No. of Shares	No. of Shares
At the beginning of the period	**2,82,57,856**	2,87,02,300
Less: Buyback of shares	**-**	(4,44,444)
Outstanding at the end of the period	**2,82,57,856**	2,82,57,856

Notes to Consolidated Financial Statements for the year ended March 31, 2019

The Board of Directors of Orbit Expots Limited ("The Holding Company"), as its meeting held on March 18, 2019 approved the buyback of the Holding Company's fully paid-up equity shares of the face value of ₹10 each from its shareholders / beneficial owners excluding promoters, promoter group and persons acting in concert, via the "Open Market" route through the stock exchanges, for a total amount not exceeding ₹ 1,000 Lakhs ("Maximum Buyback Size"), and at a price not exceeding ₹ 130 per Equity Share ("Maximum Buyback Price").

The indicative maximum number of Equity Shares that can be bought back at the above maximum price would be 7,69,230. If the Equity Shares are bought back at a price below the Maximum Buyback Price of ₹ 130, the actual number of equity shares bought back could exceed the above indicative Maximum Buyback quantity but will always be subject to the Maximum Buyback Size.

The Buyback shall be from the open market purchases through the stock exchanges, by the order matching mechanism except 'all or none' order matching system, as provided under the Buyback Regulations.

The Group has deposited the required amount in a separate bank account and the same is funded from its free reserves, current surplus and/ or cash and cash equivalents and/or internal accruals and / or liquid resources and / or such other permissible sources of funds of the Holding Company.

The buyback of equity shares through the stock exchanges commenced on March 29, 2019 and is expected to be completed by September 28, 2019 or reaching the Maximum Buyback Size or at such earlier date as may be determined by the Board/ Buy-back Committee, subject to the Holding Company having deployed an amount equivalent to the minimum Buy-back size, whichever is earlier.

During the period from March 29, 2019 to March 31, 2019, Nil equity shares were purchased from the stock exchange and therefore not extinguished any shares as of March 31, 2019.

In the previous year, the Holding Company bought back 4,44,444 equity shares for an aggregate amount of ₹ 799.99 Lakhs being 6.70% of the fully paid-up equity share capital and free reserves at ₹ 180/- per equity share. The equity shares bought back were extinguished on March 8, 2018.

b. Rights, preference and restrictions attached to equity shares:

Equity Shares

The Group has issued only one class of equity shares having par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The Group declares and pays dividend in Indian rupees.

The dividend proposed is as recommended by the Board of Directors and subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Holding Company, the holders of the equity shares will be entitled to receive the realised value of the assets of the Company, remaining after payment of all preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of share holders holding more than 5% shares in the company

Name of the shareholder	As at March 31, 2019		As at March 31,2018	
	No. of Shares	**% of holding**	No. of Shares	% of holding
Mr. Pankaj Seth	**1,13,22,112**	**40.07**	1,12,83,186	39.93
Mrs. Anisha Seth	**38,13,853**	**13.50**	37,81,790	13.38
M/s. Mediaman Multitrade Pvt. Ltd.	**25,38,780**	**8.98**	25,38,780	8.98
Mr. Kaushik Daga	**21,12,396**	**7.48**	21,12,396	7.48
Mr. Varun Daga	**20,91,971**	**7.40**	20,91,772	7.40

d. Aggregate number of shares issued as bonus during 5 years immediately preceding March 31, 2019

Particulars	No. of Shares
Number of equity shares issued as bonus by the Company - FY 2016-17*	1,43,51,150

*Bonus shares were issued by capitalisation of balance in securities premium and general reserve amounting to ₹ 1,435.12 Lakhs in the ratio of one equity share for every one equity share held by member(s) having face value of ₹ 10 each held on the record date.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Basic and diluted earnings per share for the previous periods has been presented to reflect the adjustment for bonus share in accordance with Indian Accounting Standard 33 Earnings Per Share.

Additional Disclosure

Terms of Warrant

A. 10 lakhs Optionally Fully Convertible Warrants were issued to Mr. Pankaj Seth and Mrs. Anisha Seth on September 10, 2013 at a price of ₹ 76.57 each, out of which 25% amount received at the time of allotment of warrants. Each warrant was to be converted into 1 equity share of ₹ 10/- each within 18 months from the date of allotment i.e. on or before March 9, 2015. The details of conversion are as mentioned below:-

December 16, 2013	4,00,000	lock in for 3 year till December 15, 2016
March 20, 2014	1,50,000	lock in for 3 year till March 19, 2017
June 18, 2014	4,50,000	lock in for 3 year till June 17, 2017
Total	**10,00,000**	

2.14 Other Equity

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
General reserve	31.08	31.08
Retained Earnings	13,965.43	11,380.19
Capital Redemption Reserve	44.44	44.44
OCI Reserve:		
Foreign currency translation reserve	(3.18)	-
Total	**14,037.76**	**11,455.71**

Description of the nature and purpose of each reserve within equity is as follows:

(a) General Reserve :

The Group had transferred a portion of the net profit of the Group before declaring dividend to the general reserve pursuant to the earlier provisions of the Companies Act, 1956. Mandatory transfer to general reserve before declaration of dividend is not required under the Companies Act, 2013.

(b) Retained Earnings :

Retained earnings are the profits that the Group has earned till date and is net of amount transferred to other reserves such as general reserves etc., amount distributed as dividend and adjustments on account of transition to Ind AS.

(c) Foreign Currency Translation Reserve :

This reserve represents exchange differences arising on account of conversion of foreign operations to Company's functional currency.

(d) Capital Redemption Reserve :

The Group has recognised Capital Redemption Reserve on buyback of equity shares from its retained earnings. The amount in Capital Redemption Reserve is equal to nominal amount of the equity shares bought back.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

2.15 Borrowings

₹ in Lakhs

Particulars	Non current	
	As at March 31, 2019	As at March 31, 2018
Term Loans		
Secured:		
From Banks	**980.13**	1,400.40
Less : Current maturities of non-current borrowings (refer Note 2.17)	**372.34**	883.71
Total	**607.79**	516.69

(a) Nature of Security and Terms of Repayment for Secured Borrowings:

₹ in Lakhs

Sr. No.	Nature of Security	Terms of Repayment	As at March 31, 2019	As at March 31, 2018
1	Term loan - 2 from State Bank of India, Details of securities are mentioned below*	Repayable in 60 monthly installments commencing from Jan 1, 2014, exclusive of a moratorium period of 12 months, 39 monthly installments of ₹ 20 Lakhs each, next 12 installments of ₹ 252 Lakhs and last 9 installments of ₹ 193 Lakhs. Last installment is due in Dec, 2018.	**-**	215.68
2	Term loan - 3 from State Bank of India, Details of securities are mentioned below*	Repayable in 60 monthly installments commencing from Aug 1, 2014, exclusive of a moratorium period of 12 months, 36 monthly installments of ₹ 15 Lakhs each, next 23 installments of ₹ 16 Lakhs each and last installment of ₹ 17 Lakhs. Last installment is due in July, 2019.	**65.00**	275.15
3	Term loan - 1 from HDFC Bank Limited. Details of securities are mentioned below**	Repayable in 60 equated monthly installments from October 2014 till September, 2019.	**87.08**	282.11
4	Term loan - 2 from HDFC Bank Limited. Details of securities are mentioned below**	Repayable in multiple equated monthly installments starting from March, 2016 till October, 2021.	**55.94**	221.12
5	Term loan - 3 from HDFC Bank Limited. Details of securities are mentioned below**	Repayable in 60 equated monthly installments starting from May, 2018 till May, 2023	**772.11**	406.34
*	Primary Security: The Company has provided hypothecation on entire present and future stocks of trading goods and book debts, receivables, actionable claims and all present and future claims and first pari passu charge on entire Property, Plant and Equipment (excluding Plant and Machineries financed by other banks/ financial institutions of the borrower) as primary security. Collateral Security: Equitable Mortgage and hypothecation charge over entire Property, Plant and Equipment of the Company including Land and Building, Plant and Machineries, situated at Plot No.6, 7 and 8, Village Mahuvej, Taluka Mangrol, Dist- Surat - 394102; Guarantee: Personal Guarantee of Promoter Directors, Mr. Pankaj Seth and Mrs. Anisha Seth.		
**	Primary Security: Hypotheciation by way of First Pari Passu Charge on entire Current Assets of Company (Including Stock and Book Debts both present and future) with State Bank of India and DBS for entire limit and Hypothecation by way of first and exclusive charge on Plant and Machinery funded by HDFC Bank Limited.. Collateral Security: Equitable Mortgage of the Textile building bearing No.B-12, Asmeeta Texpa ITP, MIDC Plot No.1, Additional Kalyan Bhiwandi Industrial Area, Village - Kon, Sub-District Bhiwandi, District Thane, Guarantee: Personal Guarantee of Mr. Pankaj Seth, Promoter Director.		

Notes to Consolidated Financial Statements for the year ended March 31, 2019

(b) Assets Pledged as Security

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Current		
Inventories	**2,826.50**	2,740.80
Receivables	**3,085.90**	3,116.15
Non Current		
Property plant and equipment of the compay including Land and Building, Plant and Machineries situated at Surat	**7,890.35**	6,625.03
Asmeeta Textile Building located at Kalyan	**762.80**	771.45
Total	**14,565.55**	13,253.43

2.16 Trade Payables

₹ in Lakhs

Particulars	Current	
	As at March 31, 2019	As at March 31, 2018
Total outstanding dues of Micro Enterprises and Small Enterprises	**125.22**	-
Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	**211.86**	347.27
Total	**337.08**	347.27

2.17 Other Financial Liabilities

₹ in Lakhs

Particulars	Non Current		Current	
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Current maturities of non-current borrowings	**-**	-	**372.34**	883.71
Salary and reimbursement expenses payable	**-**	-	**106.39**	110.64
Interest accrued but not due on loans	**-**	-	**5.82**	3.37
Unclaimed dividends*	**-**	-	**36.93**	39.36
Security deposit	**9.00**	9.00	**-**	-
Liability for Expenses and Capital Goods	**-**	-	**303.97**	279.94
Payable for acquisition of Property, Plant and Equipment	**300.00**	450.00	**149.50**	299.50
Total	**309.00**	459.00	**974.95**	1,616.52

* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at March 31, 2019

Details of Current Maturities of Non-Current Borrowings

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Term Loan		
Secured:		
From Bank	**372.34**	883.71
Total	**372.34**	883.71

Notes to Consolidated Financial Statements for the year ended March 31, 2019

2.18 Other Liabilities

₹ in Lakhs

Particulars	Non Current		Current	
	As at March 31, 2019	As at March 31, 2018	**As at March 31, 2019**	As at March 31, 2018
Statutory Liabilities	**-**	-	**34.11**	39.33
Advance from Customers	**-**	-	**182.15**	162.68
Deferred Income for Captial Subsidy	**549.25**	369.92	**66.30**	47.99
Total	**549.25**	369.92	**282.56**	250.00

2.19 Provisions

₹ in Lakhs

Particulars	Non Current		Current	
	As at March 31, 2019	As at March 31, 2018	**As at March 31, 2019**	As at March 31, 2018
Employee benefits :				
Provision for Bonus	**-**	-	**15.01**	15.15
Provision for Leave Encashment	**-**	-	**8.37**	11.27
Provision for Gratuity	**95.86**	119.13	**14.30**	1.92
Total (A)	**95.86**	119.13	**37.68**	28.34
Others :				
Other Expenses	**-**	-	**46.51**	28.35
Total (B)	**-**	-	**46.51**	28.35
Total (A+B)	**95.86**	119.13	**84.19**	56.69

2.20 Current Tax Liabilities (Net)

₹ in Lakhs

Particulars	**As at March 31, 2019**	As at March 31, 2018
Provision for Taxation (Net of advance tax)	**74.95**	87.17
Total	**74.95**	87.17

3.01 Revenue From Operations

₹ in Lakhs

Particulars	**2018-19**	2017-18
Revenue from operations:		
Sale of products	**13,456.35**	13,098.33
Sale of Power	**42.30**	44.28
Sale of Services	**10.45**	-
Total (A)	**13,509.10**	13,142.61
Other operating revenue:		
Export Incentives	**346.58**	502.37
Total (B)	**346.58**	502.37
Total (A+B)	**13,855.68**	13,644.98

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Revenue from contracts with customers :

I. Revenue from contracts with customers disaggregated based on geography

₹ in Lakhs

Particulars	Year ended March 31, 2019
Domestic	**4,230.29**
Exports	**9,278.81**
Total	**13,509.10**

II. Reconciliation of gross revenue with the revenue from contracts with customers

₹ in Lakhs

Particulars	Year ended March 31, 2019
Gross Revenue	**13,574.44**
Less : Discounts and Incentives	**65.34**
Net Revenue recognised from Contracts with Customers	**13,509.10**

III. Revenue recognised from Contract liability (Advances from Customers)

₹ in Lakhs

Particulars	Year ended March 31, 2019
Closing contract liability	**593.48**

The contract liability outstanding at the beginning of the year was ₹ 652.72 lakhs of which ₹ 651.19 lakhs has been recognised as revenue during the year ended March 31, 2019

There are transactions with one external customer which amount to 10% or more of the Company's revenue.

3.02 Other Income

₹ in Lakhs

Particulars	2018-19	2017-18
Interest Income on financial assets		
Bank Deposits (at amortized cost)	**123.90**	58.36
Unwinding of interest on security deposits	**5.04**	4.26
Other Non-Operating Income		
Government Assistant	**58.67**	47.99
Rent Income	**36.45**	8.70
Others	**1.27**	-
Dividend Income	**0.03**	0.12
Other gain and losses		
Net gain on foreign exchange fluctuation	**112.82**	237.96
Total	**338.18**	357.39

Notes to Consolidated Financial Statements for the year ended March 31, 2019

3.03 Cost of Material Consumed

₹ in Lakhs

Particulars	2018-19	2017-18
Inventory at the beginning of the year	**646.89**	559.43
Add : Purchases	**5,065.39**	4,898.70
	5,712.28	5,458.13
Less : Closing Inventory	**711.52**	646.89
Inventory at the end of the year	**5,000.76**	4,811.24

3.04 Changes in Inventories

₹ in Lakhs

Particulars	2018-19	2017-18
Inventories at the end of the year (including in-transit)		
Work-in-Progress	**347.02**	258.52
Finished Goods	**2,588.74**	2,598.09
Total (A)	**2,935.76**	2,856.61
Inventories at the beginning of the year (including in-transit)		
Work-in-Progress	**258.52**	279.28
Finished Goods	**2,598.09**	2,532.94
Total (B)	**2,856.61**	2,812.22
Total (B-A)	**(79.15)**	(44.39)

3.05 Employee Benefit Expenses

₹ in Lakhs

Particulars	2018-19	2017-18
Salaries, wages and bonus	**2,094.07**	1,770.96
Contribution to provident and other fund	**136.03**	124.67
Staff welfare expenses	**37.57**	41.02
Total	**2,267.67**	1,936.65

3.06 Finance Cost

₹ in Lakhs

Particulars	2018-19	2017-18
Interest and Finance charges on financial liabilities :		
Interest on borrowings	**147.03**	53.50
Total	**147.03**	53.50

3.07 Depreciation, Amortization and Impairment Expense

₹ in Lakhs

Particulars	2018-19	2017-18
Depreciation of Property, Plant and Equipment	**838.72**	707.05
Amortisation of Intangible assets	**19.76**	17.32
Total	**858.48**	724.37

Notes to Consolidated Financial Statements for the year ended March 31, 2019

3.08 Other Expenses

₹ in Lakhs

Particulars	2018-19	2017-18
Power and Fuel	**430.16**	576.50
Labour Charges	**147.16**	98.60
Bad Debts written off	**17.49**	29.57
Electricity Expenses	**19.53**	17.05
Rates and taxes	**16.51**	38.34
Legal and Professional Charges	**105.48**	156.10
Advertisement, Sales Promotion and Marketing Fees	**104.75**	107.36
Travelling and Conveyance	**286.29**	268.35
Commission and Brokerage	**255.05**	302.00
Freight and Forwarding Expense	**309.39**	261.44
Selling and Distribution Expenses	**98.74**	184.59
Postage and Telephone	**94.55**	74.99
Bank Charges	**50.59**	98.58
Security Expense	**28.36**	25.75
Repairs and Maintenance:		
Plant and Machinery	**119.70**	97.25
IT Related	**63.63**	87.71
Others	**62.92**	61.83
Rent	**375.35**	339.44
Printing and Stationery	**16.37**	17.47
Miscellaneous Expenses	**10.90**	11.78
Recruitment Charges	**16.60**	15.40
CSR Expenses	**116.06**	12.30
Insurance Charges	**75.56**	58.51
Impairment of trade receivable	**34.50**	20.72
Membership and Subscription	**8.57**	4.59
Loss on Disposal of property, plant and equipment	**35.09**	-
Remuneration to statutory auditor		
Statutory Audit	**9.50**	9.50
Limited Review	**3.00**	3.00
Component Audit	**5.92**	1.62
Exchange Difference on account of translation for consolidation	**-**	13.81
Total	**2,917.72**	2,994.15

Notes to Consolidated Financial Statements for the year ended March 31, 2019

3.09 Tax expenses

₹ in Lakhs

Particulars	2018-19	2017-18
(a) Income tax expenses :		
Current tax	**662.11**	1,000.41
Tax adjustments for earlier years	**(148.82)**	(4.27)
Deferred tax liability / (asset) incl. MAT credit	**222.98**	23.03
Total	**736.27**	1,019.16
(b) Income tax recognised in other comprehensive income		
Deferred tax impact on the defined benefit plans	**10.22**	-
I. Reconciliation of current rate of tax and effective rate of tax:		
Net profit / (loss) before tax	**3,311.45**	3,722.71
Effective tax rate applicable to the Company	**29.12%**	34.61%
Tax amount at the enacted income tax rate	**964.30**	1,288.36
Share of profit/ (loss) in associate not taxable	**(67.01)**	(67.78)
Difference in tax rates of certain entities of the group	**(4.79)**	(2.36)
Add: Expenses not deductible in determining taxable profits	**375.88**	295.46
Less: Allowances/Deductibles	**(620.60)**	(486.12)
Less: Allowances/Deductibles - Income claimed exempt u/s 80IA(4)(iv)	**(22.11)**	(27.15)
Income tax expenses - Net	**625.67**	1,000.41
Tax liability as per Minimum Alternate Tax on book profits		
Minimum Alternate Tax rate	**21.55%**	21.55%
Computed tax liability on book profit	**713.58**	802.20
Tax effect on adjustments:		
Share of profit/ (loss) in associate not taxable	**(49.58)**	(42.21)
Effect of differential overseas tax rate	**(1.89)**	0.36
Minimum Alternate tax on book profit	**662.11**	760.35

II. Reconciliation of Deferred Tax

Particulars	As at March 31, 2019	(Charged)/ Credited to Profit and Loss/ OCI / / Retained Earning	As at March 31, 2018
Deferred tax (liabilities)/assets in relation to :			
Property, Plant and Equipment	**(1,302.17)**	**(286.49)**	(1,015.68)
Forward Contract	**(0.21)**	**8.97**	(9.18)
Provision for employee benefit	**27.87**	**(15.07)**	42.94
Allowance for doubtful debts	**23.90**	**12.61**	11.29
Deferred tax impact on OCI	**10.22**	**10.22**	-
MAT Credit Available	**36.44**	**36.44**	-
Total	**(1,203.95)**	**(233.32)**	(970.63)

Notes to Consolidated Financial Statements for the year ended March 31, 2019

4.01 Earning per share

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Basic earnings per share :		
Attributable to equity holders of the Group	**9.11**	9.43
Diluted earnings per share :		
Attributable to equity holders of the Group	**9.11**	9.43
Reconciliation of earnings used in calculating earnings per share :		
Basic earnings per share		
Profit attributable to equity holders of the Group used in calculating basic earning per shares (₹ in Lakhs)	**2,575.18**	2,703.54
Diluted earnings per share		
Profit attributable to equity holders of the Group used in calculating diluted earning per shares (₹ in Lakhs)	**2,575.18**	2,703.54
Weighted average number of Equity shares used as the denominator in calculating basic earnings per share	**2,82,57,856**	2,86,71,859
Weighted average number of Equity shares used as the denominator in calculating diluted earnings per share	**2,82,57,856**	2,86,71,859

4.02 Leases

Operating Leases (As Lessee)

The Group's significant leasing arrangements in terms of Ind AS 17 on lease are in respect of Operating Leases for Building and Vehicles. The period of these leasing arrangements, which are cancellable in nature range between eleven months to five years and are renewable by mutual consent.

Details of Non cancellable Leases are as under:

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Due not later than one year	**372.90**	326.30
Due later than one year but not later than five years from the balance sheet date	**326.70**	530.69
Total	**699.60**	856.99

Rental Expenses debited to the Consolidated statement of Profit and Loss ₹ 344.02 Lakhs (March 31, 2018: ₹ 314.07 Lakhs)

Details of Cancellable Leases are as under:

Lease Expenses debited to the Statement of Profit and Loss ₹ 31.33 Lakhs (March 31, 2018: ₹ 25.37 Lakhs). Some of these lease agreements have price escalation clauses

Operating Leases (As Lessor)

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Gross Carrying Amount of Assets capitalized as Building and given on operating lease	**68.78**	68.78
Accumulated Depreciation at the beginning of the year	**(4.53)**	(2.26)
Depreciation for the year	**(2.26)**	(2.26)
Total	**61.99**	64.26

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Details of Non Cancellable lease are as under

₹ **in Lakhs**

Particulars	As at March 31, 2019	As at March 31, 2018
Receivable in the next one year	**38.40**	36.60
Receivable after next one year but Before next five years	**26.40**	64.80
Receivable after five years		-
Total	**64.80**	101.40

Rental income of ₹ 36.45 Lakhs (March 31, 2018 : ₹ 8.70 Lakhs) in respect of have been recognised in Consolidated Statement of Profit and Loss

4.03 Contingent Liabilities

(a) The Group's pending litigations comprise of proceedings pending with Income Tax and other government authorities. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its standalone financial statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial results. In respect of litigations, where the management assessment of a financial outflow is probable, the Group has made an adequate provision in the standalone financial statements and appropriate disclosure for contingent liabilities is given below :-

₹ **in Lakhs**

Particulars	2018-19	2017-18
Income tax dues where the matters are pending before appellate authority	-	114.28
Penalty on duty drawback	-	1.83
Total	-	116.11

(b) The Supreme Court, in a judgement dated February 28, 2019, has stipulated the components of salary that need to be taken into account for computing the contribution to provident fund under the Employees Provident Funds & Miscellaneous Provisions Act, 1952. The Group will account for the impact of the judgement after clarification is obtained in interpreting aspects of the judgement and after knowing the effective date of its application. The Group does not expect the impact to be material on the financial statements of the Group for the year ended March 31, 2019. Accordingly, no adjustments have been made in the accompanying consolidated financial statements.

4.04 Contingent Assets

₹ **in Lakhs**

Particulars	2018-19	2017-18
Late Payment Surcharge due with Jodhpur Discom (JVVNL)	-	8.17
Total	-	8.17

4.05 Capital and other Commitments

a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) ₹ 53.90 Lakhs (March 31, 2018 : ₹ 720.13 Lakhs)

b) Export obligations under Export Promotion Capital Goods Scheme (EPCG) towards import of capital goods at concessional rate of custom duty (duty amount involved is March 31, 2019: ₹ 351.19* lakhs, March 31, 2018: ₹ 98.34 lakhs)

* Export obligation for this year has already been fulfilled, however, procedural formalities for the closure of the EPCG Licenses are pending.

4.06 The Group has two segments Manufacturing of Textile and Windmill Power Generation. The gross operating income and profit from the Windmill Power Generation segment is below the norms prescribed in Ind AS 108, hence separate disclosure have not been made.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

4.07 Corporate Social Responsibility

As required under section 135 of the Companies Act 2013, the Company has constituted Corporate Social Responsibility (CSR) committee. The relevant particulars are disclosed hereunder:

The company is required to spend ₹ 64.57 Lakhs; (March 31, 2018: ₹ 71.28 Lakhs) on CSR activities

Amount spend during the year is as follows:

₹ in Lakhs

Particulars	March 31, 2019			March 31, 2018		
	Paid	**Yet to be paid**	**Total**	Paid	Yet to be paid	Total
On construction/ acquisition of any assets	**-**	**-**	**-**	-	-	-
On purpose other than above	**116.06***	**64.57**	**64.57**	12.30	58.98	71.28

* During the Financial Year 2018-19, the Group had spent ₹ 116.06 Lakhs towards CSR Expenditure. Out of the above spent amount, ₹ 40.11 Lakhs is towards the Financial Year 2014-15; ₹ 56.34 Lakhs for the Financial Year 2015-16 and ₹ 19.61 Lakhs for the Financial Year 2016-17.

4.08 Employee Benefit Plans

1. Defined contribution plans

The amounts of contribution to provident fund and ESIC recognized as expenses during the year is ₹ 109.99 Lakhs (March 31, 2018: ₹ 94.13 Lakhs) for the year ended March 31, 2019.

2. Defined Benefits Plans

The Company sponsors unfunded defined benefit plans for qualifying employee therefore there are no plan assets which are maintained exclusively thereof. In computation of gratuity liability, Project Unit Credit Method is used.

These plans typically expose the Company to Actuarial risks such as : investment risk, longetivity risk and salary risk. No other post-retirement benefit are provided to the employees.

Investment Risk	The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.
Longevity Risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary Risk	The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

3. Principal assumptions used for the purpose of actuarial valuation

Particulars	As at March 31, 2019	As at March 31, 2018
Discount rate	**7.75%**	7.75%
Expected rate of salary increase	**6.50%**	6.50%
Withdrawal Rate	**1% at all ages**	1% at all ages
Mortality Rate	**Indian Assured lives (2006-08) ultimate mortality rates**	Indian Assured lives (2006-08) ultimate mortality rates
Retirement Rate	**58 Years**	58 Years

Notes to Consolidated Financial Statements for the year ended March 31, 2019

4. (a) Amounts recognised in Statement of Profit and Loss in respect of defined benefit plans

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Service cost:		
Current service cost	**16.66**	23.84
Interest Cost on net DBO	**9.38**	6.38
Net Acturial (Gain)/loss	**-**	-
Components of defined benefits cost recognised in Consolidated Statement of Profit and Loss	**26.04**	30.22

4. (b) Amounts Recognised in Other Comprehensive Income in respect of defined benefit plans

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Remeasurement of net defined benefit liability		
Return on plan assets(excluding amount included in net interest expense)	**-**	-
Net Acturial (Gain)/ Loss	**(35.09)**	9.03
Components of defined benefits cost recognised in Consolidated Other Comprehensive Income	**(35.09)**	9.03

4. (c) Amounts recognised in Balance Sheet in respect of defined benefit plans

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Present Value of the Defined Benefit Obligations	**110.15**	121.05
Fair Value of Plan Assets	**-**	-
Liability Recognised in the Balance Sheet	**110.15**	121.05

5. (a) Movements in present value of defined benefit obligation

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Opening defined benefit obligations	**121.05**	85.08
Current service cost	**16.66**	23.84
Interest cost	**9.38**	6.38
Remeasurement (Gains) / losses		
Actuarial (gains) / losses on Defined Benefit Obligation	**(35.09)**	9.03
Past service cost, including losses / (gains) on curtailments	**-**	-
Benefits paid	**(1.85)**	(3.28)
Closing defined benefit obligation	**110.15**	121.05

Notes to Consolidated Financial Statements for the year ended March 31, 2019

5. (b) Reconciliation

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Opening Net Liability	**121.05**	85.08
Add: Employer Expenses (Expenses recognised in the consolidated statement of Profit and loss account)	**26.04**	30.22
Add: Trasfer to Consolidated Other Comprehensive Income	**(35.09)**	9.03
Less: Benefit Paid	**(1.85)**	(3.28)
Closing Net Liability	**110.15**	121.05

6. Sensitivity Analysis

Below is the sensitivity analysis determined for significant actuarial assumption for determination of defined benefit obligation and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period.

Key assumptions for determination of Defined Benefit Obligation are Discount Rate (i.e. Interest Rate) and Salary Growth Rate

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Discount Rate is increased by 1%	**(9.36)**	(12.59)
Discount Rate is decreased by 1%	**10.49**	15.28
Salary Growth Rate increased by 1%	**(8.66)**	15.32
Salary Growth Rate decreased by 1%	**9.63**	(12.83)

4.08 Capital Management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to maximise shareholder value. In order to maintain or achieve a capital structure that maximises the shareholder value, the Group allocates its capital for distribution as dividend or re-investment into business based on its long term financial plans. As at March 31, 2019, the Group has only one class of equity shares and has no debts. Hence, there are no externally imposed capital requirements.

₹ in Lakhs

Dividends	2018-19	2017-18
Dividend on equity shares paid during the year		
Final dividend for the year ended March 31, 2019 of Nil (March 31, 2018 - ₹ 0.60) per equity share of ₹ 10/- each	-	172.21
Dividend distribution tax on the above dividends	-	35.06

The Group's capital requirement is mainly to fund its business expansion and repayment of borrowings. The principal source of funding of the Group has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings.

The Group has adhered to material externally imposed conditions relating to capital requirements and there has not been any delay or default during the period covered under these financial statements with respect to payment of principal and interest. No lender has raised any matter that may lead to breach of covenants stipulated in the underlying documents.

The Group monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

₹ in Lakhs unless otherwise stated

Particulars	As at March 31, 2019	As at March 31, 2018
Net Debt	**112.10**	1,094.58
Total Equity	**16,863.56**	14,281.50
Net Debt to Equity Ratio	**0.01**	0.08

4.09 Financial Instruments

(i) Methods and assumptions used to estimate the fair values

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

a) The carrying amounts of receivables and payables which are short term in nature such as trade receivables, other bank balances, deposits, loans to employees, trade payables, payables for acquisition of non- current assets, demand loans from banks and cash and cash equivalents are considered to be the same as their fair values.

b) The fair values for long term loans, long term security deposits given and remaining non current financial assets were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs.

c) The fair values of long term security deposits taken, non-current borrowings and remaining non current financial liabilities are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs.

d) For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

(ii) Categories of financial instruments

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data

₹ in Lakhs

Particulars	As at March 31, 2019		As at March 31, 2018	
	Carrying values	Fair value	Carrying values	Fair value
Financial assets				
Measured at amortised cost :				
Investment in bonds	**-**	**-**	-	-
Investments in Government securities	**0.37**	**0.37**	-	-
Trade receivables	**2,726.82**	**2,726.82**	2,770.50	2,770.50
Cash and Bank balances	**2,473.91**	**2,473.91**	948.91	948.91
Loans	**167.45**	**167.45**	138.04	138.04
Other financial assets	**68.89**	**68.89**	69.18	69.18
Total (A)	**5,437.44**	**5,437.44**	3,926.63	3,926.63

Notes to Consolidated Financial Statements for the year ended March 31, 2019

₹ in Lakhs

Particulars	As at March 31, 2019		As at March 31, 2018	
	Carrying values	Fair value	Carrying values	Fair value
Measured at fair value through profit or loss				
Investment in equity shares of other entities	**1.00**	**1.00**	1.00	1.00
Derivative Instruments	**114.48**	**114.48**	31.48	31.48
Total (B)	**115.48**	**115.48**	32.48	32.48
Total Financial assets (A+B)	**5,552.92**	**5,552.92**	3,959.11	3,959.11
Financial liabilities				
Measured at amortised cost :				
Borrowing#	**980.13**	**980.13**	1,400.40	1,400.40
Trade payables	**337.08**	**337.08**	347.27	347.27
Other financial liabilities	**911.61**	**911.61**	1,191.81	1,191.81
Total Financial Liabilities	**2,228.82**	**2,228.82**	2,939.48	2,939.48

includes current maturities of long term debts

(iii) Level wise disclosure of financial instruments

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018	Level	Valuation techniques and key inputs
Foreign currency forward contracts - Assets	**114.48**	31.48	2	Quotes from banks

4.10 Financial Risk Management

The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Group's financial risk management policy is set by the Managing Board. The details of different types of risk and management policy to address these risks are listed below:

The Group's activities are exposed to various risks viz. Credit risk, Liquidity risk and Market risk. In order to minimise any adverse effects on the financial performance of the Group, it uses various instruments and follows polices set up by the Board of Directors / Management.

a. Credit Risk :

Credit risk arises from the possibility that counter party will cause financial loss to the Group by failing to discharge its obligation as agreed.

Credit risks from balances with banks are managed in accordance with the Group policy. For derivative and financial instruments, the Group attempts to limit the credit risk by only dealing with reputable banks having high credit-ratings assigned by credit-rating agencies.

Based on the industry practices and business environment in which the Group operates, management considers that the trade receivables are in default if the payment are more than 2 years past due.

Trade receivables primarily consists of Outstanding against exports sales and sales to certain domestic customers with no significant concentration of credit risk. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Table showing age of gross trade receivables and movement in expected credit loss allowance:

₹ in Lakhs

Age of Receivables	As at March 31, 2019	As at March 31, 2018
Within the credit period	**1,677.42**	1,652.79
1-90 days past due	**1,002.31**	909.38
91-180 days past due	**(66.36)**	76.66
181-270 days past due	**112.54**	57.57
More than 270 days past due	**83.00**	136.20
Total	**2,808.91**	2,832.60

₹ in Lakhs

Movement in the Expected Credit Allowance	As at March 31, 2019	As at March 31, 2018
Balance at the beginning of the year	**62.09**	32.47
Net movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	**20.00**	29.62
Total	**82.09**	62.09

b. Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Group's approach for managing liquidity is to ensure that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to Group's reputation. In addition, processes and policies related to such risks are overseen by the senior management. The Management monitors the Group's net liquidity position through rolling forecasts on the basis of expected cash flows.

Maturity of Financial Liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities :

₹ in Lakhs

As on March 31, 2019	< 1 Year	1 - 5 Year	> 5 Year	Total
Borrowings	**372.34**	**607.79**	**-**	**980.13**
Trade Payables	**337.08**		**-**	**337.08**
Other Financial Liabilities	**974.95**	**309.00**	**-**	**1,283.95**

₹ in Lakhs

As on March 31, 2018	< 1 Year	1 - 5 Year	> 5 Year	Total
Borrowings	968.44	566.23	-	1,534.67
Trade Payables	347.27		-	347.27
Other Financial Liabilities	1,616.52	459.00	-	2,075.52

Financing arrangements

The Group has sufficient sanctioned line of credit from its bankers / financers; commensurate to its business requirements. The Group reviews its line of credit available with bankers and lenders from time to time to ensure that at all point of time there is sufficient availability of line of credit to handle peak business cycle.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

The Group pays special attention to the net operating working capital invested in the business. In this regard, as in previous years, considerable work has been performed to control and reduce collection periods for trade and other receivables, as well as to optimise accounts payable with the support of banking arrangements to mobilise funds and minimise inventories.

c. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk, and interest rate risk.

(i) Market Risk – Foreign Exchange

Foreign currency risk is that risk in which the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group operates internationally and a portion of its business is transacted in several currencies and therefore the Group is exposed to foreign exchange risk through its overseas sales and purchases in various foreign currencies. The Group hedges the receivables as well as payables by forming view after discussion with Forex Consultant and as per polices set by Management.

The Group does not enter into or trade financial instrument including derivative for speculative purpose The carrying amount of the Group's foreign currency denominated monetary assets and liabilities as at the end of the reporting period is as follows:

₹ in Lakhs

Currencies	Liabilities		Assets	
	As at March 31, 2019	As at March 31, 2018	**As at March 31, 2019**	As at March 31, 2018
US Dollar (USD)	**45.33**	56.86	**2132.56**	2075.50
EURO	**0.57**	0.22	**0.71**	53.52
British Pound (GBP)	**0.20**	8.24	**12.60**	32.61

Foreign Currency Exposure

₹ in Lakhs

Foreign currency exposure as at March 31, 2019	**USD**	**EURO**	**GBP**
Trade receivables	**2,018.08**	**0.71**	**12.60**
Trade payables	**45.33**	**0.57**	**0.20**
Forward contracts for receivable	**114.48**	**-**	**-**

₹ in Lakhs

Foreign currency exposure as at March 31, 2018	USD	EURO	GBP
Trade receivables	2,044.02	53.52	32.61
Trade payables	56.86	0.22	8.24
Forward contracts for receivable	31.48	-	-

Particulars of un-hedged foreign currency asset / liability as at Balance Sheet date

Figures in Lakhs

Currency	Nature	**As at March 31, 2019**		As at March 31, 2018	
		Amount (In FCY)	**Amount (In ₹)**	Amount (In FCY)	Amount (In ₹)
EURO	Asset- Export Receivables	**0.01**	**0.71**	0.66	53.52
GBP	Asset- Export Receivables	**0.14**	**12.60**	0.35	32.61
USD	Asset- Export Receivables	**2.09**	**144.58**	2.64	171.55
USD	Liability- Export Payables	**(0.08)**	**(5.41)**	(0.04)	(2.33)

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Foreign currency sensitivity

1% increase or decrease in foreign exchange rates will have the following impact on Profit after Tax and impact on Equity

₹ in Lakhs

Currencies	Impact on profit after Tax and Equity			
	As at March 31, 2019	As at March 31, 2018	**As at March 31, 2019**	As at March 31, 2018
	1% increase	1% increase	**1% decrease**	1% decrease
EURO	**0.01**	0.54	**(0.01)**	(0.54)
GBP	**0.13**	0.33	**(0.13)**	(0.33)
USD	**1.39**	1.69	**(1.39)**	(1.69)

4.11 Related party disclosures

a) Related parties with whom transactions have taken place during the year

Associate Company - Rainbow Line Trading (L.L.C)

b) Key management personnel

Mr. Pankaj Seth - Managing director

Mrs. Anisha Seth -Whole time director

Mr. Bruce Kievel - Executive Director

Mr. Mukesh Deopura - Chief Financial Officer

Mrs. Neha Poddar - Company Secretary

c) Relatives of key management personnel

Mrs. Vishakha Seth Mehra - Daughter of Mr. Pankaj Seth

Mrs. Sangeeta Bhatia - Sister of Mr. Pankaj Seth

Mr. Shyamsunder Seth - Father of Mr. Pankaj Seth

Mr. Parth Seth - Son of Mr. Pankaj Seth

Mr. Prachya Thongnak - Son of Mr. Bruce Kievel

Mrs. Chanda Deopura - Wife of Mr. Mukesh Deopura

d) Enterprises owned or significantly influenced by key management personnel or their relatives

Golden Bo Tree Impex Co Ltd.

M/s Mediaman Multitrade Pvt Ltd.

Orbit Foundation

e) Non-Executive Directors

Mr. Gopikrishna Bubna (till 04.02.2019)

Mr. Balkrishna Patil

Mr. Saumil Marfatia

Mr. Pardeep Khosla

Mr. Varun Daga

Mr. Sunil Buch (w.e.f. 04.02.2019)

Notes to Consolidated Financial Statements for the year ended March 31, 2019

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

₹ in Lakhs

Name	Relationship	Nature of Transaction	Amount of transac-tion in FY 2018-19	Amount outstand-ing as on 31.03.19 (Payable)/ Receivable	Amount of transaction in FY 2017-18	Amount out-standing as on 31.03.18 (Payable)/ Receivable
Mr.Pankaj Seth	Managing Director	Remuneration	**233.00**	**(0.13)**	156.00	(13.00)
Mr.Pankaj Seth	Managing Director	Dividend	**-**	**-**	67.70	-
Mr.Pankaj Seth	Managing Director	Rent	**3.60**	**-**	3.60	(3.60)
Mrs. Anisha Seth	Whole Time Director	Remuneration	**233.00**	**(0.76)**	151.00	(12.60)
Mrs. Anisha Seth	Whole Time Director	Dividend	**-**	**-**	22.69	-
Mr. Mukesh Deopura	CFO, KMP	Salary	**29.87**	**(2.37)**	29.87	(2.38)
Mrs. Neha Poddar	CS, KMP	Salary	**8.89**	**(0.74)**	8.39	(0.69)
Mrs. Vishakha Seth Mehra	Daughter of Mr. Pankaj Seth	Salary	**28.22**	**(2.36)**	24.51	(2.14)
Mrs. Sangeeta Bhatia	Sister of Mr. Pankaj Seth	Salary	**2.34**	**(0.20)**	2.34	(0.20)
Mr. Shyamsunder Seth	Father of Mr. Pankaj Seth	Consultancy Fees	**1.38**	**(0.12)**	1.38	(0.12)
Mr. Parth Seth	Son of Mr. Pankaj Seth	Salary	**12.10**	**(0.97)**	10.09	(0.97)
Mr. Prachya Thongnak	Son of Mr. Bruce Kievel	Consultancy Fees	**29.68**	**-**	34.93	-
Mrs. Chanda Deopura	Wife of Mr. Mukesh Deopura	Salary	**18.50**	**(1.45)**	16.77	(1.47)
Mediaman Multitrade Pvt. Ltd.	Enterprises owned or significantly influenced by key management personnel or their relatives	Dividend	**-**	**-**	15.17	-
Rainbow Line Trading LLC	Associate Company	Sales	**2,833.71**	**1,012.91**	2,550.39	1,017.86
Orbit Foundation	Enterprises owned or significantly influenced by key management personnel or their relatives	CSR activity	**1.06**	**-**	2.30	-
Golden Bo Tree Impex Co Ltd.	Enterprises owned or significantly influenced by key management personnel or their relatives	Commission	**34.38**	**(5.42)**	33.27	(11.78)
Mr. Gopikrishna Bubna	Non-Executive Director	Sitting Fees	**0.75**	**-**	0.82	-
Mr. Balkrishna Patil	Non-Executive Director	Sitting Fees	**0.38**	**-**	0.47	-
Mr. Saumil Marfatia	Non-Executive Director	Sitting Fees	**0.44**	**(0.15)**	0.39	-
Mr. Pardeep Khosla	Non-Executive Director	Sitting Fees	**0.71**	**(0.30)**	0.62	-
Mr. Varun Daga	Non-Executive Director	Sitting Fees	**0.61**	**(0.15)**	0.46	-
Mr. Sunil Buch	Non-Executive Director	Sitting Fees	**0.35**	**(0.25)**	-	-

*Reimbursement of expenses are not included in above statement

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Compensation to key management personnel

₹ in Lakhs

Particulars	Amount of transaction in FY 2018-19	Amount of transaction in FY 2017-18
Short-term employee benefits	**504.76**	345.26
Post-employment benefits	**44.07**	42.85
Sitting Fees	**3.23**	2.76
Total	**552.06**	390.87

4.12 Employee Stock Option Plan

The shareholders of the Group have approved Employee Stock Option Plan i.e. OEL Employees Stock Option Plan - 2013 ("The Plan") on July 3, 2013. The Plan provides for issue of options (underlying equity share of ₹10/- each) to the persons specified in the scheme. The plan was framed in accordance with the SEBI (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999 as amended from time to time.

The plan provide for the issuance of options at the recommendation of the Nomination & Remuneration Committee at 90% of the market price i.e. price on the working day immediately preceding the date when options are granted, the price being the closing price of the share on BSE Limited and National Stock Exchange of India Limited with the highest trading volume as of the working day preceding the date of grant.

The options granted under the Plan shall vest within not less than two years and not more than four years from the date of grant of options. Once the options vest as per the Plan, they would be exercisable by the Option Grantee at any time within a period of one and a half year from the date of vesting and the shares received on exercise of such options shall not be subject to any lock-in period.

The following table summarizes the Company's Stock Options activity:

₹ in Lakhs

Sr. No	Particulars	As at March 31, 2019		As at March 31, 2018	
		No. of Shares	Weighted Average Exercise Price in ₹	No. of Shares	Weighted Average Exercise Price in ₹
A	a. Options Outstanding at the beginning of the year	**1,64,000**	**171.16**	1,64,000	171.16
	b. Options granted during the year - Option II	**-**	**-**	-	-
	c. Options granted during the year - Option III	**-**	**-**	-	-
	d. Exercised during the year - Option I	**-**	**-**	-	-
	e. Exercised during the year - Option II	**-**	**-**	-	-
	f. Exercised during the year - Option III	**-**	**-**	-	-
	g. Lapsed during the year - Option I	**-**	**-**	-	-
	h. Lapsed during the year - Option II	**8,000**	**171.00**	-	-
	i. Lapsed during the year - Option III	**-**	**-**	-	-
B	a. Outstanding at the end of the year	**1,56,000**	**171.17**	1,64,000	171.16
	b. Adjusted (Bonus 1:1) options granted and outstanding at the end of the year	**-**	**-**	-	-
C	a. Exercisable at the end of the year - Option I	**-**	**-**	-	-
	b. Exercisable at the end of the year - Option II	**1,48,000**	**171.00**	1,56,000	171.00
	c. Exercisable at the end of the year - Option III	**8,000**	**174.25**	8,000	174.25
	d. Adjusted (Bonus 1:1) options exercisable at the end of the year - Option II	-	-	-	-
	e. Adjusted (Bonus 1:1) options exercisable at the end of the year - Option III	-	-	-	-

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Share options outstanding at the end of the year have the following expiry date and exercise prices:

Sr. No	Particulars	Expiry Date	Exercise Price	Shares Options Outstanding as on	
				As at March 31, 2019	As at March 31, 2018
1	September 13, 2013	March 12, 2019	69.75	-	-
2	January 27, 2015	June 26, 2020	342.00	1,48,000*	1,56,000*
3	December 24, 2015	June 23, 2021	348.50	8,000*	8,000*
	Total			**1,56,000**	**1,64,000**

* Adjusted against Issue of Bonus Shares in the ratio of 1:1

4.13 Recent accounting pronouncements

On March 30, 2019, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 116 Leases which replaces the existing Ind AS 17 Leases. The new standard will come into force from April 01, 2019.

The core principle of the new standard lies in identifying whether the contract is or contains a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The new standard modifies the accounting of leases in the books of lessee. At the commencement date, a lessee shall recognise a right-of-use asset and a lease liability, for all leases with a term of more than 12 months, unless the underlying asset is of a low value. The accounting for leases in the books of the lessor is substantially similar to the requirements of Ind AS 17.

The standard allows for two methods of transition: the full retrospective approach, requires entities to retrospectively apply the new standard to each prior reporting period presented and the entities need to adjust equity at the beginning of the earliest comparative period presented, or the modified retrospective approach, under which the date of initial application of the newleases standard, lessees recognise the cumulative effect of initial application as an adjustment to the opening balance of equity as of annual periods beginning on or after April 01, 2019.

The Group will adopt this standard using modified retrospective method effective April 01, 2019, and accordingly, the comparative for year ended March 31, 2019, will not be retrospectively adjusted. The effect on adoption of Ind AS 116 is expected to be insignificant.

4.14 Individually immaterial associate:

The Group has interests in individually immaterial associate that are accounted for using the equity method:

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Aggregate carrying amount of individually immaterial associate	**721.31**	491.20
Aggregate amount of the Group's share of :		
Profit / (Loss) from operations	**230.10**	195.86
Other comprehensive income	**-**	-
Total comprehensive income for the year	**230.10**	195.86
Share of profit/(loss) from associate	**230.10**	195.86
Total share of profits from associate	**230.10**	195.86

Notes to Consolidated Financial Statements for the year ended March 31, 2019

4.15 Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary / Associates

Particulars	Percentage of ownership interest as at March 31, 2019	Percentage of ownership interest as at March 31, 2018	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit / (Loss)		Share in Other Comprehensive Income		Share in total Comprehensive Income	
			% of consolidated	₹	% of consolidated	₹	% of consolidated	₹	% of consolidated	₹
Parent										
Orbit Exports Limited	-	-	95.25	16,062.14	89.88	2,311.81	100.00	24.87	89.98	2,336.68
Subsidiary										
Foreign:										
Orbit Inc.	100.00	100.00	0.81	136.20	1.17	30.09	-	-	1.16	30.09
Excellere (UK) Limited	100.00	100.00	-	-	-	-				
Associate										
Foreign:										
Rainbow Line Trading L.L.C.	49.00	49.00	3.94	665.13	8.95	230.10	-	-	8.86	230.10
Total			**100.00**	**16,863.47**	**100.00**	**2,572.00**	**100.00**	**24.87**	**100.00**	**2,596.87**

4.16 Figures for the previous year have been regrouped / reclassified /restated wherever considered necessary.

As per our report of even date

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

Atul Shah
Partner
Membership No. 39569
Place : Mumbai
Date : May 13, 2019

For and on behalf of the Board of Directors

Pankaj Seth
Managing Director
DIN : 00027554

Anisha Seth
Whole-time Director
DIN : 00027611

Mukesh Deopura
Chief Financial Officer

Neha Poddar
Company Secretary

Place : Mumbai
Date : May 13, 2019

Form AOC-I

Statement Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in USD/GBP)

Particulars	Details	Details
1. Sl. No.	1	2
2. Name of the subsidiary	Orbit Inc.	Excellere (UK) Ltd.
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same	Same
4. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	USD ₹ 69.17/-	GBP ₹ 90.48/-
5. Share capital	10,00,000	1,000
6. Reserves & surplus	1,13,422	NIL
7. Total assets	18,69,953	2,000
8. Total Liabilities	7,56,531	1,000
9. Investments	NIL	NIL
10. Turnover	18,77,718	NIL
11. Profit before taxation	31,848	NIL
12. Provision for taxation	7,520	NIL
13. Profit after taxation	24,328	NIL
14. Proposed Dividend	NIL	NIL
15. % of shareholding	100%	100%

Part "B": Associates

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(Information in respect of each associate company to be presented with amounts in AED)

Name of Associates	Rainbow Line Trading L.L.C.
1. Latest Audited Balance Sheet Date	March 31, 2019
2. Shares of Associate held by the company on the year end	
No. of shares	147
Amount of Investment in Associates	1,47,000
Extend of Holding %	49%
3. Description of how there is significant influence	Voting Power
4. Reason why the associate/joint venture is not consolidated	N.A.
5. Networth attributable to Shareholding as per latest audited Balance Sheet	AED 52,69,666
6. Profit / Loss for the year	
i. Considered in Consolidation	AED 12,06,818
ii. Not Considered in Consolidation	AED 3,01,705

For and on behalf of the Board of Directors

Mr. Pankaj Seth
Managing director
DIN:00027554

Ms. Anisha Seth
Whole time director
DIN: 00027611

Mr. Mukesh Deopura
Chief Financial Officer

Ms. Neha Poddar
Company Secretary

orbit exports ltd.

CIN No: L40300MH1983PLC030872
Registered Office: 122, Mistry Bhawan, 2nd Floor, Dinshaw Wachha Road, Churchgate, Mumbai – 400020
Website: www.orbitexports.com; Email id: investors@orbitexports.com; Phone No: +91-22-66256262; Fax: +91-22-22822031

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint shareholders may obtain additional slip at the venue of the Meeting.

I/We hereby record my presence at the **THIRTY-SIXTH ANNUAL GENERAL MEETING** of the Company to be held on Monday, September 30, 2019 at 04:00 P.M. at Babubhai Chinai Committee Room, 2nd Floor, IMC Building, IMC Marg, Churchgate, Mumbai - 400020.

Folio No. /DP ID No. /Client ID No. _____

No. of Shares _____

Name and address of the Shareholder _____

_____

_____

Signature of the Shareholder or Proxy_____

orbit exports ltd.

CIN No: L40300MH1983PLC030872
Registered Office: 122, Mistry Bhawan, 2nd Floor, Dinshaw Wachha Road, Churchgate, Mumbai – 400020
Website: www.orbitexports.com; Email id: investors@orbitexports.com; Phone No: +91-22-66256262; Fax: +91-22-22822031

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _____

Registered Address: _____

Email Id: _____ Folio No./DP ID No./ Client ID No. _____

I/We, being the member (s) of _____ shares of Orbit Exports Limited, hereby appoint :

1. Name: _____ having Email id: _____

   Address: _____

   _____ Signature:_____ , or failing him/her

2. Name: _____ having Email id: _____

   Address: _____

   _____ Signature:_____ , or failing him/her

3. Name: _____ having Email id: _____

   Address: _____

   _____ Signature:_____ , or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **THIRTY-SIXTH ANNUAL GENERAL MEETING** of the Company, to be held on Monday, September 30, 2019 at 04:00 P.M. at Babubhai Chinai Committee Room, 2nd Floor, IMC Building, IMC Marg, Churchgate, Mumbai - 400020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions No.	Resolutions	For	Against
Ordinary Business			
1.	To consider and adopt: (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019, the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Report of Auditors thereon.		
2.	Appointment of Mrs. Anisha Seth (DIN: 00027611) who retires by rotation and being eligible, offers herself for re-appointment.		
Special Business			
3.	Re-appointment of Mr. Pankaj Seth (DIN: 00027554) as Managing Director.		
4.	Re-appointment of Mrs. Anisha Seth (DIN: 00027611) as Whole-time Director.		
5.	Appointment of Mr. Sunil Ramesh Buch (DIN: 07780539) as an Independent Director.		
6.	Re-appointment of Mr. Saumil Ushakant Marfatia (DIN: 02774221) as an Independent Director.		
7.	Approval/ Ratification for entering into Material Related Party Transactions with Rainbow Line Trading L.L.C., an associate company.		
8.	Ratification of the remuneration of the Cost Auditors of the Company for the Financial Year ending March 31, 2020.		

Affix Revenue Stamp

Signed this..... day of..... 2019

Signature of Shareholder _____Signature of Proxy holder (s) _____

Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 122, Mistry Bhawan, 2nd Floor, Dinshaw Wachha Road, Churchgate, Mumbai – 400020, not less than forty-eight hours before the commencement of the Meeting.**
2. **A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.**
3. Undated proxy form will not be considered valid.

orbit exports ltd.

Registered Office:
122, Mistry Bhavan, 2nd Floor,
Dinshaw Wachha Road, Mumbai - 400 020.
Ph.: +91-22-66256262; Fax: +91-22-22822031
E-mail: investors@orbitexports.com; Website: www.orbitexports.com

Factories:

Surat:
Plot No. 6 - 9, Fairdeal Textile Park, Village Mahuvej, Taluka Mangrol, Dist - Surat - 394 102 (Gujarat)

Kalyan:
Plot No.1, Building No.B-12, Asmeeta Infratech Textile Park, Additional Kalyan Bhiwandi Industrial Area,
Sarawali - Kon Village, Taluka - Bhiwandi, Dist - Thane.

Designed & Printed by: rasam.87@gmail.com