27th ANNUAL REPORT 2009-10

Orbit exports limited

Orbit exports limited

BOARD OF DIRECTORS

MR. PANKAJ SETH
(Managing Director)
MRS. ANISHA SETH
(Whole Time Director)
MR. MANOJ KUMAR JAIN
MR. GOPIKRISHNA BUBNA
MR. BRUCE LARRY KIEVAL
MR. VISHNU AJITSARIA
(Resigned w.e.f. 29th September, 2009)
MR. MR. SAUMIL U. MARFATIA
(Appointed w.e.f. 29th September, 2009)
MR. BALKRISHNA PATIL
(Appointed w.e.f. 30th March, 2010)

BANKERS

STATE BANK OF INDIA
OVERSEAS BRANCH,
CUFFE PARADE, MUMBAI 400 005

AUDITORS

M/S. KRISHNA R. MOONDRA & ASSOCIATES
CHARTERED ACCOUNTANTS
JBF HOUSE, 1ST FLOOR,
OLD POST OFFICE LANE,
KALBADEVI ROAD, MUMBAI 400 002

REGISTERED OFFICE

11, MEHTA CHAMBERS, KALYAN STREET,
P. D'MELLO ROAD, MASJID BUNDER (E),
MUMBAI 400 009

WORK

PLOT NO. G-99, ADDITIONAL M. I. D. C.
JALGAON 425 003

GATE NO. 447/B, VIKHRAM ROAD, ERANDOL,
DIST. JALGAON

D-5/1, DOMBIVALI MIDC INDUSTRIAL AREA,
DOMBILVALI (E), DIST. THANE.
MAHARASHTRA

REGISTRAR AND TRANSFER AGENTS

LINK INTIME INDIA PVT. LTD.
C-13, PANNALAL SILK MILLS COMPOUND,
L.B. S. MARG, BHANDUP (W), Mumbai 400078

Orbit exports limited

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of ORBIT EXPORTS LIMITED will be held at the Registered office of the Company at 11, Mehta Chambers, Kalyan Street, P.D'Mello Road, Masjid (E), Mumbai - 400 009 on Monday 20th September, 2010 at 04.30 P.M. to transact the following business:

ORDINARY BUSINESS:

1) To consider and adopt the Balance Sheet of the Company for the financial year ended 31st March, 2010, the Profit & Loss Account and Cash Flow Statement for the year ended on that date and the Report of the Board of Directors and Auditors' thereon.
2) To approve the Interim Dividend as Final Dividend.
3) To appoint a Director in place of Mr. Manoj Kumar Jain who retires by rotation and being eligible, offers himself for re-appointment.
4) To appoint a Director in place of Mr. Bruce Larry Kieval who retires by rotation and being eligible, offers himself for re-appointment.
5) To appoint Auditors to hold office from conclusion of this Meeting until the conclusion of the Next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

6) To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT Mr. Saumil U. Marfatia who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 29th September, 2009 who by virtue of the provisions of Section 260 of the Companies Act, 1956, holds office upto the date of this Annual General Meeting, and being eligible, offers himself for re-appointment and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, from a member signifying his intention to propose Mr. Saumil U. Marfatia as a Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation."

7) To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT Mr. Balkrishna Patil who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 30th March, 2010 who by virtue of the provisions of Section 260 of the Companies Act, 1956, holds office upto the date of this Annual General Meeting, and being eligible, offers himself for re-appointment and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, from a member signifying his intention to propose Mr. Balkrishna Patil as a Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation."

8) **PREFERENTIAL ALLOTMENT OF OPTIONALLY FULLY CONVERTIBLE WARRANTS (OFCWs) TO MR. PANKAJ SETH AND MRS. ANISHA SETH**

To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (the "Act") (including any statutory modification(s), agreement(s) thereto or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (The "SEBI ICDR Regulations") and subject to all other applicable rule(s), law(s), regulation(s), guideline(s) and such other approval(s), permission(s), sanction(s), and consent(s) as may be necessary and required under applicable law(s), rule(s) and regulation(s) and on such term(s) and condition(s) (including any alteration(s), modification(s), correction(s), change(s) and variation(s), if any, that may be stipulated under such approval(s), permission(s), sanction(s) and consent(s) as the case may be) which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any duly constituted and authorized committee thereof which the Board may constitute to exercise its powers) and subject to any alteration(s), modification(s), correction(s), change(s) and variation(s) that may be decided by the Board in its discretion, consent and authority, the approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot, from time to time, in one or more tranches, 8,00,000 (Eight Lacs) Optionally Fully Convertible Warrants (hereinafter referred to as the "OFCWs") to the Promoters whose names are given in the Explanatory Statement, each convertible into one Equity Shares of the Company of Rs.10/- (Rupees Ten only) each at the Premium of Rs. 28/- (Rupees Twenty Eight only) each, aggregating to an Issue Price of Rs. 38/- (Rupees Thirty Eight only) each (hereinafter referred to as "Resultant Equity Shares") determined in accordance with and on the terms and conditions mentioned in Chapter VII of the SEBI ICDR Regulations relating to Preferential Allotment (the "Preferential Issue").

RESOLVED FURTHER THAT the Relevant Date for the purpose of determining the floor price of the Preferential Issue in accordance with the SEBI ICDR Regulations is 21st August, 2010 (i.e. thirty days prior to the date of this Annual General Meeting i.e. 20th September, 2010).

RESOLVED FURTHER THAT in terms of the said Preferential Issue of OFCWs:

i. The Resultant Equity Shares to be allotted on exercise of option by the OFCW Holders shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

ii. The option to acquire Equity Shares may be exercised by the OFCWs Holder(s) at any time before the expiry of 18 months from the date of allotment of OFCWs.

iii. An amount equal to 25% of the total price of the Equity Shares to be issued on allotment upon exercise / conversion of the OFCWs, as prescribed in Clause 77 (2) of SEBI ICDR Regulations, will be payable at the time of making the application which will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Shares payable by the OFCW Holder at the time of exercising the option.

iv. The issue of the OFCWs as well as the Resultant Equity Shares shall be governed by the Regulations issued by SEBI or any other Statutory Authority(ies) as the case may be or any modifications thereof from time to time.

v. In the event the OFCW Holder(s) do not exercise the aforesaid option within a period of 18 months from the date of allotment of OFCWs, the OFCWs shall lapse and the amount paid as deposit shall stand forfeited by the Company.

vi. Subject to the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, the OFCWs issued and allotted will be transferable within the Promoter Group or a new Promoter or Associates or persons in control of the issuer provided that lock-in on such OFCWs shall continue for the remaining period with the transferee.

vii. In the event of the Company making bonus issue by way of capitalization of its reserves, prior to allotment of Resultant Equity Shares resulting from the exercise of the option under the OFCWs, the OFCW Holders would be entitled to the benefit of such bonus issue in the same proportion in which the Equity Share Capital of the Company increases as a consequences of such bonus issue whether through an augmentation in the number of shares to be allotted against such increment and / or such other method as the Board may decide without increase in the amount payable on exercise of the OFCWs by the OFCW Holder(s).

viii. In the event of the Company making a Right Offer by way of issue of new Equity Shares prior to allotment of Resultant Equity Shares resulting from the exercise of the option under the OFCWs, the entitlement of the Equity Shares under the OFCWs shall stand increased in the same proportion in the rights offer and such addition Equity Shares will be offered to the OFCW Holder(s) at the same price at which the existing Shareholder(s) are offered the Equity Shares.

ix. The Resultant Equity Shares to be issued and allotted by the Company as a consequence of the exercise / conversion of the OFCWs in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari pasu in all the respect with the existing Equity Shares of the Company.

x. The OFCWs shall be subject to a lock-in period for such period as specified under Chapter VII of the SEBI ICDR Regulations, relating to preferential issues.

xi. In the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the price of the OFCWs, as the case may be, shall be suitable adjusted;

xii. In the event of consolidation and / or division of outstanding shares into smaller number of shares (including by the way of stock split) or re-classification of the OFCWs into other securities and / or involvement in such other event or circumstances which in the opinion of concerned Stock Exchange requires such adjustments, necessary adjustments will be made; and

xiii. The Board shall be entitled to do all such matters and things required so as to enable the implementation of this resolution, subject to and in accordance with the provisions of law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to constitute or form a committee or delegate all or any of its powers to any Director(s) / Committee duly constituted by the Board / Company Secretary / Chief Financial Officer / other persons duly authorized by the Board , at its absolute discretion to give effect to the aforesaid resolution and is authorized to take all such steps and do such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and to take such actions and give such directions as they may consider as necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable to give effect to this resolution including but not limited to:

a.. approving the terms for the Preferential Issue;

b.. arranging the delivery and execution of all contract(s), agreement(s) and all other document(s), deed(s) and instrument(s) as may be required or desirable in connection with the issue of OFCWs by the Company;

c.. affixing the Common Seal of the Company on any agreement(s)/ document(s) as may be required to be executed in connection with the above as per the procedure prescribed in the Articles of Association of the Company;

d.. doing all such acts, deeds, matters and things and executing all such other documents and paying all such fees, as it may in its absolute discretion, deem necessary or desirable for the purpose of the transactions;

e.. making all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard; and

f.. authorizing or delegating all or any of the powers herein above conferred to any or more persons, if need be."

By order of the Board of Directors,
Sd/-
Anisha Seth
Wholetime Director

Place: Mumbai.
Dated: 21st August, 2010

Registered Office:-
"11, Mehta Chambers,
Kalyan Street, P. D'Mello Road,
Masjid Bunder (E)
Mumbai 400009

NOTES:

1) A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy to attend and vote instead of himself and the proxy need not be a Member.

   Proxies, in order to be effective, must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting i.e. by 4.30 pm on 20^{th} September, 2010.

2) Corporate Members are requested to send a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorising their representative to attend and vote at the Annual General Meeting.

3) Members are requested to bring their admission slips along with copy of Annual Report.

4) Members who wish to obtain information on the Company may send their queries at least 10 days before the Annual General Meeting to the Company at its Registered Office of the Company.

5) All the documents referred to in the accompanying notice are available for inspection at the Registered Office of the Company on all the working days between 11.00AM to 1.00 PM up-to the date of the Annual General Meeting.

6) An explanatory Statement pursuant to Section 173 of the Companies Act, 1956 relating to the special business to be transacted at the Extra-Ordinary General Meeting is annexed.

7) The Register of Members and Transfer Books in respect of Equity Shares of the Company will be closed from Monday 13^{th} September, 2010 to Monday 20^{th} September, 2010.

8) Members are requested to notify change in address, if any immediately to the Company at its Registrars M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400078.

9) Members may avail nomination facility as provided under Section 109A of the Companies Act, 1956.

10) Pursuant to the requirements of the Listing Agreements of Stock Exchanges on Corporate Governance, the information about the Directors proposed to be appointed / re-appointed is given in the Annexure to the Notice.

11) Members who hold Shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the Meeting.

12) As per the requirement of Clause 49 of the Listing Agreement on Corporate Governance for appointment of the Directors / re-appointment of the retiring Directors, a statement containing details of the concerned Directors is given below

Annexure to Notice

Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting

(In pursuance of Clause 49 of the Listing Agreements)

Name of Director	Shri Manoj Kumar Jain
Age	40
Date of Appointment	28.10.2006
Expertise in specific functional areas	**Practicing Chartered Accountant**
Qualifications	B.COM, A.C.A & A.C.S.
List of Companies in which outside Directorship held as on 21st August, 2010 (excluding Private Companies)	Nil
Chairman/Member of the Committees of the Boards of the other Companies in which he is a Director as on 31st March, 2010	Nil

Name of Director	Mr. Bruce Larry Kieval
Age	53
Date of Appointment	10.06.2006
Expertise in specific functional areas	**Marketing**
Qualifications	B.Sc.
List of Companies in which outside Directorship held as on 21st August, 2010 (excluding Private Companies)	Nil
Chairman/Member of the Committees of the Boards of the other Companies in which he is a Director as on 31st March, 2010	Nil

Name of Director	Shri Saumil U. Marfatia
Age	51
Date of Appointment	29-09-2009
Expertise in specific functional areas	Textile Business
Qualifications	MBA
List of Companies in which outside Directorship held as on 21st August, 2010 (excluding Private Companies)	Nil
Chairman/Member of the Committees of the Boards of the other Companies in which he is a Director as on 31st March, 2010	Nil

Name of Director	Shri. Balkrishna Patil
Age	60
Date of Appointment	30.03.2010
Expertise in specific functional areas	5 years experience in government office.
Qualifications	B.A
List of Companies in which outside Directorship held as on 21st August, 2010 (excluding Private Companies)	Nil
Chairman/Member of the Committees of the Boards of the other Companies in which he is a Director as on 31st March, 2010	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 6

Mr. Saumil U. Marfatia was appointed as an Additional Director on the Board of the Company with effect from 29th September, 2009, in the Board of Directors Meeting held on 29th September, 2009, pursuant to Section 260 of the Companies Act, 1956 ("the Act"). Mr. Saumil U. Marfatia holds office upto the date of this Annual General Meeting. The Company has received a notice in writing under Section 257 of the Act, from a Member, proposing Mr. Saumil U. Marfatia as a Director of the Company along with a deposit of Rs. 500/- which will be refunded to such Member, if Mr. Saumil U. Marfatia is elected as a Director.

Recommend that he be appointed as a Director of the Company.

None of the Directors, other than Mr. Saumil U. Marfatia, may be considered to be concerned or interested in the said appointment at item no. 6.

Item No. 7

Mr. Balkrishna Patil was appointed as an Additional Director on the Board of the Company with effect from 30th March, 2010 in the Board of Directors Meeting held on 30th March, 2010, pursuant to Section 260 of the Companies Act, 1956 ("the Act"). Mr. Balkrishna Patil holds office upto the date of this Annual General Meeting. The Company has received a notice in writing under Section 257 of the Act, from a Member, proposing Mr. Balkrishna Patil as a Director of the Company along with a deposit of Rs. 500/- which will be refunded to such Member, if Mr. Balkrishna Patil is elected as a Director.

Recommend that he be appointed as a Director of the Company.

None of the Directors, other than Mr. Balkrishna Patil, may be considered to be concerned or interested in the said appointment at item no. 7.

Item No. 8

The Company is presently engaged in the business of manufacturing and trading of specialized fabrics and made ups and generation of power. At present the Company is not having weaving capacity sufficient to cater the demand of its fabrics. The Company is setting up new fabrics manufacturing plant at Fairdeal Textile Park near Surat which will be operational some times in September, 2010. The Company is also looking for acquiring Land at Surat to meet requirement for further expansion. The existing office space at Company's Registered Office is insufficient due to increase in volume of export sales. Hence it is necessary to acquire additional office space. The proceeds of the Preferential Issue will also be used for general corporate purposes.

Other disclosures in terms of Regulation 73 (1) of SEBI ICDR Regulations

(a) The Object(s) of the Preferential Issue:

(i) To acquire additional Land at Surat in proximity to Fabric Manufacturing Plant being set up at Surat.
(ii) To acquire additional office space at Mumbai.
(iii) Working capital and For general corporate services.

(b) The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer: The Preferential Issue of OFCWs with a Right to subscribe to equity Shares would be made to the Promoters as per details herein below:

Name of the Proposed Allottees	No. of OFCWs agreed to subscribe at the rate of Rs. 38/- per OFCW convertible into equivalent number of Shares at the rate of Rs. 38/- per Share (including premium at the rate of Rs. 28/- per share).
Promoter Group (i) Shri Pankaj Seth (ii) Smt. Anisha Seth	 4,00,000 4,00,000

(c) Shareholding Pattern of the issuer before and after Preferential Issue.

Cat. Code	Category of Shareholder	Pre Issue Shareholding		Post Issue after conversion of Warrants*	
(A)	**Shareholding of Promoter and Promoter Group**	No. of Shares	Per Cent	No. of Shares	Per Cent
(a)	Individuals/ Hindu Undivided family	3294080	42.9694	4094080	48.3585
(b)	Bodies Corporate	0	0	0	0
	Total (A)	3294080	42.9694	4094080	48.3585

Cat. Code	Category of Shareholder	Pre Issue Shareholding		Post Issue after conversion of Warrants*	
(B)	**Public Shareholding**	No. of Shares	Per Cent	No. of Shares	Per Cent
B1 (a)	**Institutions** Financial Institutions/ Banks	0	0	0	0
(b)	Foreign Institutional Investors	0	0	0	0
	Sub-Total (B)(1)	0	0	0	0
B2 (a)	**Non-Institutions** Bodies Corporate	1938817	25.2908	1938817	22.9009
(b)(i)	Individual Shareholders holding nominal share capital up to Rs.1 Lakh	1406094	18.3416	1406094	16.6085
(b)(ii)	Individual Shareholders holding nominal share capital in excess of Rs.1 Lakh	477256	6.2257	477256	5.6372
(c)	Clearing Members	261061	3.4054	261061	3.0836
(d)	Market Maker	52768	0.6883	52768	0.6233
(e)	Non Residents Indians (NRI)(REPAT)	56488	0.7369	56488	0.6672
(f)	Non Residents Indians(NRI) (NON REPAT)	117301	1.5301	117301	1.3855
(g)	Hindu Undivided Family	62235	0.8118	62235	0.7351
	Sub-Total (B)(2)	4372020	57.0306	4372020	51.6415
(B)	**Total Public Shareholding (B)= (B)(1)+(B)(2)**	4372020	57.0306	4372020	51.6415
	GRAND TOTAL (A)+(B)	7666100	100.00	8466100	100

* Inclusive of the Equity Shares arising out of conversion/ exercise of 8,00,000 OFCWs allotted to Mr. Pankaj Seth and Mrs. Anisha Seth.

(d) The time within which the preferential issue shall be completed: The allotment of the OFCWs in the Preferential Issue will be made within a period of 15 days from the date of passing of the aforesaid Special resolution excluding the time taken in obtaining the necessary approvals, if any, or within such further period as may be prescribed or allowed by the SEBI, Stock Exchange(s) or other concerned authorities.

(e) The identity of the proposed Allottees, the percentage of post preferential issue capital that may be held by them:

S. No.	Names of the Proposed Allottee's	Instrument	Category	Per Issue Equity Shares (Number)	Equity Shares holding (%)	OFCWs proposed to be issued and allotted (Number of the OFCWs)	Post-Issue after conversion of OFCWs	
							No. of Shares held	No. of Shares holding
1.	Pankaj Seth (PAN No. AABPS3481Q)	OFCWs	Promoter	29,17,480	38.06%	4,00,000	33,17,480	39.18%
2.	Anisha Seth (PAN No. AABPS5362A)	OFCWs	Promoter	3,76,600	4.91%	4,00,000	7,76,600	9.17%

* Inclusive of the Equity Shares arising out of conversion/ exercise of 8,00,000 OFCWs allotted to Mr. Pankaj Seth and Mrs. Anisha Seth.

(f) Price: The issue of Equity Shares to be issued against OFCWs will be issued at a price of Rs.38/- per share being the highest of the following:

(a) The average of the weekly high and low of the closing prices of the related Equity Shares quoted on the Recognized Stock Exchange (Bombay Stock Exchange Limited) during the six months preceding the "relevant date"; or

(b) The average of the weekly high and low of the closing prices of the related Equity Shares quoted on a Recognized Stock Exchange (Bombay Stock Exchange Limited) during the two weeks preceding the "relevant date".

(g) Relevant Date: The "relevant" for determining the issue price of the resultant equity shares to be allotted against OFCWs shall be 21st August, 2010, being the date which is 30 days prior to the date of Annual General Meeting of the Shareholders held in terms of Section 81(1A) of the Companies Act, 1956, read with the relevant Rules there under to consider the proposed issue.

(h) The resultant equity shares to be allotted against OFCWs shall rank pari-passu in all respects with the then existing equity shares of the Company. The resultant equity shares shall be subject to the Memorandum and Articles of Association of the Company.

(i) An amount, as may be decided by the Board of Directors, not being less than 25% of the issue price shall be payable upon subscription to the OFCWs. The OFCWs would be allotted on the following terms:

- The holder of OFCWs will be entitled to apply for and be allotted, in one or more trances, 1 (one) equity share of the Company per OFCW at any time within a period of 18 months from the date of allotment. Upon exercise of the right to subscribe for equity shares, the OFCWs holders shall be liable to make the payment of balance sum per OFCW (being 75% or less as the case may be of the issue price) towards subscription to each equity share, as may be applied. The amount paid against OFCWs shall be adjusted / set off against the issue price of the resultant equity shares.

- Upon receipt of payment as above the Board (or a Committee thereof) shall allot one equity share per OFCW by appropriating Rs.10/- towards equity share capital and the balance amount paid against each OFCW towards the share premium.

- If the entitlement against the OFCWs to apply for the equity share is not exercised within 18 months from the date of allotment, then such OFCWs along with the rights attached thereto shall expire and any amount paid on such OFCWs shall stand forfeited.

- The OFCWs holders shall also be entitled to any future issue of bonus / rights, if any, of equity shares or OFCWs convertible in to equity shares or such other securities by the Company in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the OFCWs holders.

- The OFCWs by itself does not give to the holder(s) thereof any right of the shareholders of the Company.

(j) Lock-in: Equity Shares allotted pursuant to exercise of the option attached to OFCWs shall be subject to a lock-in period for such period as specified under Chapter VII of the SEBI ICDR Regulations, relating to Preferential Issues.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of preferential allotment.

Letter of intent from all the proposed Preferential Allottees agreeing to subscribe to the offer have been received.

(k) The Auditor's Certificate certifying that the issue of Certificate is being made in accordance with the SEBI ICDR Regulations will be available for inspection at the Registered Office of the Company on all working day between 11.00 a.m. and 1.00 p.m. upto the date of Annual General Meeting.

Pursuant to the provisions of Section 81(1A) of the Companies Act, 1956 any offer or issue of OFCW(s) in a Company to persons other then the holders of the equity shares of a Company or to such holders otherwise than in proportion to the capital paid up, requires prior approval of the shareholders in General Meeting by a Special Resolution.

The Board of Directors recommends the Resolution set out at Item No.6 of the accompanying Notice for the approval of the Members.

Except Mr. Pankaj Seth and Mrs. Anisha Seth, no Directors of the Company are deemed to be concerned or interested in the said Special Resolution.

By order of the Board of Directors,
Sd/-
Anisha Seth
Wholetime Director

Place: Mumbai.
Dated: 21st August, 2010

Registered Office:-
"11, Mehta Chambers,
Kalyan Street, P. D'Mello Road,
Masjid Bunder (E)
Mumbai 400009

DIRECTORS REPORT TO THE MEMBERS

The Directors have pleasure in presenting their 27th Annual Report and Audited Accounts for the year ended 31st March, 2010.

1. FINANCIAL RESULTS:

(In Rs.)

	31st March, 2010	31st March, 2009
Sales & Service	61,68,20,324.00	44,00,72,914.00
Other Income	60,000.00	11,95,089.00
PBDIT	6,66,15,532.00	2,94,64,790.00
Interest	70,91,675.00	65,18,895.00
PBDT	5,95,23,857.00	2,29,45,895.00
Depreciation	90,09,592.00	92,81,757.00
Profit Before Tax	4,89,62,569.00	1,35,39,982.00
Prior Period Items	(1,66,495)	(11,47,583)
Income Tax including FBT & Deferred Tax	1,62,34,100.00	60,59,896.00
Profit/(Loss) After Tax	3,28,94,964.00	86,27,669.00
Balance carried to Balance Sheet	**3,07,03,842.00**	**64,56,096.00**

2. DIVIDEND:

An Interim dividend of Re.1/- per Share (Previous year Rs. NIL per share) aggregating to Rs. 73,91,100/- was declared and paid by Board of Directors during the year. Dividend tax amounting to Rs. 12,56,118/- has been paid by the Company.

The Board of Directors recommends Interim Dividend to be considered as Final Dividend.

3. FINANCIAL PERFORMANCE:

The sales of the Company increased from Rs. 4400.73 Lacs to Rs. 6168.20 Lacs as compared to the last financial year registering an increase of 40.16%. During the year under review the export sales (excluding DEPB Sales and Duty Entitlement) increased to Rs.3306.49 Lacs as compared to Rs. 2187.75 Lacs. The Profit before Depreciation, Interest and Tax increased from Rs. 294.65 Lacs in the preceding financial year to Rs. 666.15 Lac in the year under Report. The Profit after tax increased from Rs. 86.28 Lacs to Rs. 328.95 Lacs registering an increase of Rs.242.67 Lacs over the preceding year due to demand of Company's product in local and export market.

4 **PREFERENTIAL ISSUE OF EQUITY SHARES/ WARRANTS**

1. The Company has made Preferential Issue of 2,75,000 Equity Shares at a issue price of Rs. 35/- per share (including Premium of Rs. 25/- per share) at an aggregate amount of Rs.96,25,000/-. The said Shares have already been admitted for Listing by Bombay Stock Exchange.

2. The consent of the Members of the Company is being sought for issue of 8,00,000 Optionally Fully Convertible Warrants (OFCWs) to the Promoters at a issue price of Rs. 38/- per OFCW. Each OFCW will be convertible into one Equity Shares of Rs.10/- each at a price of Rs.38/- per OFCW (including premium of Rs. 28/- per share) within a period of 18 months from the date of allotment at the option of OFCW Holders.

   The proceeds from this Preferential Issue shall be used for acquiring additional Land at Surat, acquiring additional office space at Mumbai, working Capital and other corporate purposes.

5. **EXPANSION AND DIVERSIFICATION**

a. **0.600 MW WIND MILL PROJECT AT RAJASTHAN:**

During the year under Report, the Company has setup a 0.600 MW Wind Power Project at Rawat Ka Gaon site at village Kotara, District Barmer in the State of Rajasthan at a Capital Cost of Rs. 3.56 Crores. The commercial production from Wind Mill commenced from 24th December, 2009. The Company has also entered into Power Purchase Agreement with Rajasthan Rajya Vidyut Prasaran Nigam Limited, Jodhpur Vidyut Vitran Nigam Limited, Jaipur Vidyut Vitran Nigam Limited and Ajmer Vidyut Vitran Nigam Limited. The above Wind Mill Project is also eligible for CDM benefits (Carbon credit) which is freely tradable in to International market.

b. **NEW FABRIC MANUFACTURING PLANT AT SURAT:**

The Company is setting up a new fabric manufacturing plant at Fairdeal Textile Park near Surat comprising of 12 Sommet Alpha Automatic Rappier Looms with Staubli Jacquards and 24 RIFA Automatic shuttleless Dobby Looms to augment its manufacturing capacity. The Project cost for setting up this plant is Rs. 18.43 Crores (approx). The Commercial production is likely to commence from 25th September, 2010. State Bank of India has Sanction a term loan of Rs. 16.10 Crores. After completion of this project, the dependence of out sourcing the requirement of fabrics will reduce to some extend and it will also ensure better quality products supply to both Local and Overseas Customers.

c. **FORFEITURE OF NON REFUNDABLE APPLICATION MONEY PAID BY WARRANTS HOLDERS**

The Company had received a sum of Rs. 1,28,60,000/- from warrants holders @ 10% of the consideration amount of Rs. 12,86,00,000/- on 40,00,000 warrants issued on 22nd April, 2008 which were convertible into 1 Equity Shares of Rs. 10/- each per warrant at a price of Rs. 32.15 per Shares (including Premium @ Rs.

22.15 per Shares on or before 18th months from the date of allotment i.e. on or before 21st October, 2009.

Since warrants holders did not exercise their option to convert their warrants into Equity Shares, a sum of Rs. 1,28,60,000/- received by the Company as non refundable application money on 40,00,000 was forfeited by the Board.

6. AUDIT COMMITTEE

The Audit Committee was reconstituted by the Board in its Meeting held on 29th September, 2009 and consists of Independent Directors, namely, Mr. Manoj Kumar Jain (Chairman), Mr. Gopikishan Bubna (Member) and Mr. Saumil U. Marfatia (Member). The constitution of Audit Committee meets the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement with Stock Exchange.

7. INVESTORS GRIEVANCE COMMITTEE

The Investors Grievance Committee was reconstituted by the Board in its Meeting held on 29th September, 2009 and consists of Mr. Gopikisha Bubna, (Chairman), Mr. Pankaj Seth (Member) and Mr. Saumil U. Marfatia (Member).

8. CORPORATE GOVERNANCE:

Your Company's philosophy is to enhance Stakeholders' value by adopting and implementing best of the Corporate Governance Practices. A detailed Report on Corporate Governance Compliance duly certified by the Practicing Company Secretary form part of this Report as Annexure "A".

9. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required by Clause 49 of the Listing Agreement with the Stock Exchanges, a Management Discussion and Analysis Report is appended to the Annual Report.

A Management Discussion and Analysis Report also form part of this Report of your Directors as Annexure "B".

10. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 217 (2AA) of the Companies Act, 1956 with respect to Directors Responsibility Statement, it is hereby confirmed that

a. In preparation of Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.

b. The Directors had 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 at the end of the Financial Year and of the Profit or Loss of the Company for that period.

c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

d. The Directors had prepared the Annual Accounts on a going concern basis.

11. DEPOSITS

The Company did not invite / accept any Fixed Deposits from the public during the year under report.

12. PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Particulars with respect to conservation of energy, technology, absorption and foreign exchange earnings and outgo, as per Section 217(a)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31st March, 2010 are annexed to this report.

13. NOTES ON ACCOUNTS:

The observations of Auditors and Notes on Accounts are self-explanatory.

14. DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association Mr. Manoj Kumar Jain retires by rotation and being eligible offer themselves for re-appointment. The Board of Directors recommend passing of the Resolution.

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association Mr. Bruce Larry Kieval retires by rotation and being eligible offer themselves for re-appointment. The Board of Directors recommend passing of the Resolution

Mr. Saumil U. Marfatia was appointed as the Additional Director w.e.f. 29th September, 2009 in the Board Meeting held on 29th September, 2009. He holds office upto the date of the ensuing Annual General Meeting. A Notice has been received in writing from the Members proposing his appointment as the Director.

Mr. Balkrishna Patil was appointed as the Additional Director w.e.f. 30th March, 2010 in the Board Meeting held on 30th March, 2010. He holds office upto the date of the ensuing Annual General Meeting. A Notice has been received in writing from the Members proposing his appointment as the Director.

15. PERSONNEL

The labour relations were satisfactory throughout the year. The Directors wish to place on record their appreciation of the hard work put in by the staff and workers.

16. PARTICULARS OF EMPLOYEES UNDER SECTION 217(2)(a) OF THE COMPANIES ACT, 1956

During the year under Report Mr. Pankaj Seth, Managing Director of the Company was paid Managerial Remuneration at a rate of Rs. 2,50,000 per month. Total Remuneration paid to Mr. Pankaj Seth during the year 2009-2010 was Rs. 30,00,000/-. Mr. Pankaj Seth is 47 years of age and has a Masters Degree in Management Studies. He has rich experience in trading and export of fancy fabrics of over 21 years. Mr. Pankaj Seth has traveled extensively for exploring new export markets and during his tenure the exports of the Company have registered significant growth.

During the year under Report Mrs. Anisha Seth, Director-Marketing of the Company was paid Managerial Remuneration at a rate of Rs.2,00,000 per month from 1st April, 2009 till 31st August, 2009 and at a rate of Rs.2,50,000/- per month from 01st September, 2009 till 31st March, 2010. Total Remuneration paid to Mrs. Anisha Seth during the year 2009-2010 was Rs.27,50,000/-. Mrs. Anisha Seth is 46 years of age and has a Masters Degree in Management Studies. She has rich experience in trading and export of fancy fabrics. Mrs. Anisha Seth has traveled extensively for exploring new export markets and during her tenure the exports of the Company have registered significant growth.

There is no other Employee to whom the Company has paid monthly salary of Rs. 2,00,000 and above per month during any period of Financial year 2009-2010.

17. **COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988**

Information in accordance with the provisions of Section 217 (1) (e) of the Act read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo is given in Annexure "C".

18. **AUDITORS REMARKS**

The Notes to the Accounts and the remarks referred to in the Auditors' Report are self explanatory and therefore do not call for any further comments.

19. **AUDITORS**

M/s Krishna R. Moondra & Associates, Chartered Accountants Mumbai (Auditors), will retire at the conclusion of the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment. The Audit Committee recommends the re-appointment of M/s Krishna R. Moondra & Associates Chartered Accountants, as Statutory Auditors of the Company.

20. **APPRECIATION:**

Your Directors wish to place on record their sincere thanks to the various stakeholders such as Banks, Financial Institutions, Central and State Governmental authorities, Customers, Vendors and last but not least to the Shareholders, who supported the Management in turn around of the Company.

By order of the Board of Directors,
Sd/-
ANISHA SETH
WHOLETIME DIRECTOR

Place: Mumbai.
Dated: 21st August, 2010

Registered Office:-
11, Mehta Chambers,
Kalyan Street,
P.D'Mello Road, Masjid (E),
Mumbai 400 009.

ANNEXURE 'C' TO THE DIRECTORS REPORT

Additional information as required under the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1998.

CONSERVATION OF ENERGY:

A) Energy Conservation majors taken:

1) In both the units further process improvements were undertaken to minimize heat losses and increase efficiency resulting in reduction in energy related cost.
2) Shutting down all electrical machineries and appliances at appropriate time to avoid the wastage of energy.
3) Regular checks and preventive maintenance of all electrical equipments and installations are being conducted to avoid leakage of energy due to faulty operation.

B) 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.

C) Total Energy consumption and Energy Consumption per unit of production

As per Form "A"

A) **POWER AND FUEL CONSUMPTION**

Electricity Consumed	Current Year	Previous Year
Unit	280205	2,87,075
Amount (Rs.)	17.89,160	19,47,326
Rate per unit (Rs.)	6.39	6.78

Form "B"

B) **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 up gradation/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

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.

C) **FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Activities relating to exports, initiatives taken to increase exports, development of exports markets for products and services and exports plans.

The Company plans to increase exports in South East Asian Countries, Middle East, Europe and North America by pushing sales in the fashion apparel trade & made ups.

Total Foreign Exchange used and earned:-

Total Foreign Exchange used	: Rs. 74,58,824/-
Total Foreign Exchange earnings	: Rs. 33,75,02,340/-

On Behalf of the Board of Directors

Sd/-
ANISHA SETH
WHOLETIME DIRECTOR

Place: Mumbai
Dated: 21st August, 2010

ORBITS EXPORTS LIMITED

CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED 31stMARCH, 2010

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company's philosophy is to enhance Customer's satisfaction and Shareholders value by practicing the principles of good Corporate Governance.

1. BOARD OF DIRECTORS

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

The Company's Board comprised of Seven Directors: two are Promoter Executive Directors, one is Non Promoter Executive Director and four are Non-Executive Independent Directors. More than half of the Board of Directors comprises of Independent Directors.

The composition of the Board is in conformity with the Clause 49 of the Listing Agreements entered into with the Stock Exchanges. All Independent Non-Executive Directors comply with the legal requirements of being "Independent".

i. None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which he is a Director. Necessary Disclosures regarding Committee positions in other Public Companies as on March 31, 2010 have been made by the Directors.

ii. The Board met Eleven times during the year on 20/04/2009, 26/06/2009, 13/07/2009, 14/07/2009, 27/07/2009, 29/09/2009, 28/10/2009, 10/01/2010, 20/01/2010, 20/02/2010 and 30/03/2010.

iii. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of directorships and Committee Chairmanships / Memberships held by them in other companies is given below. Other directorships do not include alternate directorships, directorships of Private Limited Companies, Section 25 Companies and of Companies incorporated outside India. Chairmanship / Membership of Board Committees include only Audit and Shareholders / Investors Grievance Committees.

2. COMPOSITION, CATEGORY, THEIR DIRECTORSHIP AND COMMITTEE MEMBERSHIP IN OTHER COMPANIES

Name of Directors	Category of Directors	No. of Board Meetings attended During the year 2009-10	No. of Directorship in other Public Companies	No. of Other Board Committee		Attendance at the last Annual General Meeting
				As Chairman	As Member	
Mr. Pankaj Seth (Chairman & Managing Director	Promoter - Executive	8	Nil	Nil	Nil	Yes
Ms. Anisha Seth	Promoter - Executive	10	Nil	Nil	Nil	Yes
Mr. Bruce Larry Kieval	Executive	Nil	Nil	Nil	Nil	No
Mr. Manoj Kumar Jain	Non-Executive Independent	5	Nil	Nil	Nil	Yes
Mr. Vishnu Ajitsaria (resigned w.e.f. 29th September, 2009	Non-Execuitve Independent	4	1	Nil	Nil	No
Mr. G. B. Bubna	Non-Exeuctive Independent	5	Nil	Nil	Nil	No
Mr. Saumil U. Marfatia (appointed w.e.f 29th September, 2009)	Non-Executive Independent	4	Nil	Nil	Nil	No
Mr. Balkrishna Patil (appointed w.e.f. 30th March, 2010)	Non-Executive Independent	1	Nil	Nil	Nil	No

DETAILS OF DIRECTORS BEING APPOINTED AND RE-APPOINTED

Mr. Manoj Kumar Jain who retires by rotation is proposed to be re-appointed as Director at the ensuing Annual General Meeting.
(In pursuance of clause 49 of the Listing Agreement)

Name:	Mr. Manoj Kumar Jain
Age:	40
Qualification:	B. Com, A.C.A & A.C.S.
Expertise:	Practicing Chartered Accountant
Other Directorships: (Excluding Directorship In Private Limited Companies)	NIL

Mr. Bruce Larry Kieval who retires by rotation is proposed to be re-appointed as Director at the ensuing Annual General Meeting.
(In pursuance of clause 49 of the Listing Agreement)

Name:	Mr. Bruce Larry Kieval
Age:	53
Qualification:	B. Sc.
Expertise:	Marketing
Other Directorships: (Excluding Directorship In Private Limited Companies)	NIL

3. AUDIT COMMITTEE

i) TERMS OF REFERENCE:

The Audit Committee has been mandated with the same terms of reference as specified in Clause 49 of the Listing Agreements with the Stock Exchanges and covers all the aspects stipulated by the SEBI Guidelines. The terms of reference also fully conform to the requirements of Section 292A of the Companies Act, 1956.

ii) COMPOSITION, NAME OF MEMBER AND CHAIRMAN

The Audit Committee was reconstituted by the Board in its Meeting held on 29th September, 2009. Mr. Saumil U. Marfatia was appointed as Member of the Audit Committee in place of Mr. Vishnu Ajitsaria who resigned as Director of the Company.

The Audit Committee after reconstitution comprises of Mr. Manoj Kumar Jain as Chairman, Mr. Gopikrishna Bubna and Mr. Saumil U. Marfatia as Members. All these Members of this Committee are Independent Directors and possess requisite experience and expertise across a wide spectrum of functional areas including accounts and finance.

The Audit Committee met 5 times i.e. 20th April, 2009, 26th June, 2009, 27th July, 2009, 28th October, 2009 and 20th January, 2010.

Name of Member	Designation	Meetings held	Meetings attended
Mr. Manoj Kumar Jain	Chairman	5	5
Mr. G. B. Bubna	Member	5	5
Mr. Vishnu Ajitsaria	Member (resigned w.e.f. 29th September, 2009)	5	3
Mr. Saumil U. Marfatia	Member (appointed w.e.f. 29th September, 2009)	5	2

iii) **THE BROAD POWERS OF THE AUDIT COMMITTEE INCLUDE:**

- To investigate any activity within its terms of reference.]
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

4. SHAREHOLDER'S/INVESTORS GRIEVANCE COMMITTEE

Terms of Reference:

This Committee looks into Redressal of Shareholders and Investors Grievances with respect to transfer of shares, issue of duplicate certificates and other matters relating to Shareholder relationship.

The committee shall also review the processes and service standards adopted by the Registrar and Transfer Agent, the complaints received by the Company and their Resolution.

Composition:

The Shareholder's/ Investors Grievance Committee were reconstituted by the Board in its Meeting held on 29th September, 2009. Shri Saumil U. Marfatia was appointed as Member of the Committee in place of Shri Vishnu Ajitsaria who resigned as Director of the Company.

The Committee after reconstitution comprised of two Independent Non-Executive Directors and One Managing Director. The Shareholder/ Grievance Committee met 5 times i.e. 20th April, 2009, 26th June, 2009, 27th July, 2009, 28th October, 2009 and 20th January, 2010. and the attendance at the Meetings was as follows. of the Committee in place of Shri Vishnu Ajitsaria who resigned as Director of the Company.

The Committee after reconstitution comprised of two Independent Non-Executive Directors and One Managing Director. The Shareholder/ Grievance Committee met 5 times i.e. 20th April, 2009, 26th June, 2009, 27th July, 2009, 28th October, 2009 and 20th January, 2010. and the attendance at the Meetings was as follows.

Name of the Member	Designation	No. of meetings attended
Mr. Gopikrishna Bubna	Chairman	5
Mr. Pankaj Seth	Member	3
Mr. Vishnu Ajitsaria	Member (resigned w.e.f. 29th September, 2009)	3
Mr. Saumil U. Marfatia	Member (appointed w.e.f. 29th September, 2009)	2

There were no Investor complaints pending as on 31st March, 2010.

5. REMUNERATION COMMITTEE

The Remuneration Committee was reconstituted by the Board in its Meeting held on 29th September, 2009. Shri Saumil U. Marfatia was appointed as Member of the Committee in place of Shri Vishnu Ajitsaria who resigned as Director of the Company.

The remunerations paid to the Executive Directors are in accordance with the provisions of Section 198, 269, 309, 310 read with Schedule XIII of the Companies Act, 1956.

The remuneration payable is recommended by the Remuneration Committee to the Board and is approved by the Board.

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

Name	Category	No. of Meetings Held	During the year 2009-10 Attended
Mr. Manoj Kumar Jain	Independent, Non-Executive	1	1
Mr. Gopikishan.Bubna	Independent, Non-Executive	1	1
Mr. Vishnu Ajitsaria	Independent, Non-Executive	1	1
Mr. Saumil U. Marfatia	Independent, Non-Executive	0	0

The Meeting of Remuneration Committee was held on 27th July, 2009

Details of Remuneration for the year ended March 31, 2010:

- Remuneration to Shri Pankaj Seth, Managing Director, was Rs. 2,50,000 per month. Shri Pankaj Seth was paid a total Remuneration of Rs. 30,00,000/- during the year ended 31st March, 2010.
- Remuneration to Smt. Anisha Seth, Director Marketing was Rs. 2,00,000 per month which was increased to Rs. 2,50,000 per month, w.e.f. 1.09.2009. The same was approved in the Annual General Meeting held on 25.08.2009. Smt. Anisha Seth was paid a total Remuneration of Rs. 27,50,000/- during the year ended 31st March, 2010.
- Shri Pankaj Seth Managing Director and Smt. Anisha Seth- Director Marketing, are also entitled to Gratuity and Leave Encashment as per their terms of employment.

Non-Executive Director:

No Remuneration (except sitting fees) was paid to any Non-Executive Directors during the year 2009-2010.

Name and Address of the Compliance Officer:

Devendra Goyal
Vice President Finance
ORBIT EXPORTS LIMITED.
11, Mehta Chambers,
Kalyan Street,
P.D'Mello Road, Masjid (E),
Mumbai 400 009.

6. GENERAL BODY MEETINGS

ANNUAL GENERAL MEETINGS

The details of the location and time of the last 3 Annual General Meetings are given below:

AGM No.	Accounting Year	Date	Time	Location
26th	2008-2009	25th August, 2009	11.30 am	11, Mehta Chambers, Kalyan Street, P.D' Mello Road, Mumbai 400003
25th	2007-2008	29th September, 2008	11.30 am	11, Mehta Chambers, Kalyan Street, P.D' Mello Road, Mumbai 400003
24th	2006-2007	28th September, 2007	11.30 am	11, Mehta Chambers, Kalyan Street, P.D' Mello Road, Mumbai 400003

EXTRA ORDINARY GENERAL MEETING

There has been no Extra-Ordinary General Meeting held during the year 2009-2010.

However Company has passed Special Resolution approving Object Clause under Section 17 & 18 and commencement of new business under Section 149(2A) of the Companies Act, 1956 through Postal Ballot. The Result of Postal Ballot was declared on 25th August, 2009.

7. DISCLOSURES:

SUBSIDIARY COMPANIES

The revised Clause 49 defines a "material non listed Indian subsidiary" as an unlisted subsidiary, incorporated in India, who's Turnover or Net Worth (Paid up Capital & Free Reserves) exceeds 20% of the Consolidated Turnover or Net worth respectively, of the Listed Holding Company and its subsidiaries in the immediately preceding Accounting year.

The Company does not have any "material non listed Indian subsidiary" during the Year under review.

DISCLOSURES OF TRANSACTIONS WITH RELATED PARTIES

During the Financial Year 2009-10 there were no transactions entered into between the Company and its Promoters, Directors, or the Management, Subsidiaries or relatives etc., which may have potential conflict with the interest of the Company at large.

DISCLOSURES OF ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENTS

The Company has followed the Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI), in preparation of its Financial Statements.

RISK MANAGEMENT

The Company has laid down procedures to inform Board Members about Risk assessment and minimization procedures and these procedures are periodically reviewed.

PROCEEDS FROM PUBLIC ISSUE, RIGHT ISSUES AND PREFERENTIAL ISSUE ETC.

During the year under Report, the Company had not raised Capital through Public Issue, Right Issue and Preferential Issue. The proceeds from Preferential Issue of 350000 Equity Shares @ Rs. 32.15 per Shares aggregating to Rs. 1,12,52,500/- and Rs. 1,28,60,000/- received as non-refundable Application @ 10% on 40,00,000 warrants at issue price of Rs. 32.15 per warrant totaling of Rs. 2,41,12,500/- made by the Company on 22nd April 2008 was fully utilized in meeting cost of expansion of weaving capacity, working capital requirement and for other corporate purposes in the year 2008-2009.

DETAILS OF DIRECTORS' SHAREHOLDING

Details of Directors Shareholding in the Company are as under

Name of Director	No. of Equity Shares Held
Mr. Pankaj Seth	29,17,480
Mrs. Anisha Seth	3,76,600
Total	**32,94,080**

The Company does not have any scheme for grant of stock options to its Directors or Employees.

CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS AND MANAGEMENT PERSONNEL

The Code of business conduct and Ethics for Directors and Senior Managements has been circulated to all the Members of the Board and Senior Management and the compliance of the same has been affirmed by them. A declaration signed by Mr. Pankaj Seth, Managing Director is given below:

"I hereby confirm that the Company has obtained from all the Members of the Board and Senior Management affirmation that they have complied with the code of Business Conduct and Ethics for Directors and Senior Management in respect of Financial Year 2009-2010"

Sd/-
Pankaj Seth
Managing Director

CODE FOR PREVENTION OF INSIDER TRADING PRACTICES

In compliance with SEBI's Regulations on Prevention of Insider Trading the Company has instituted a comprehensive Code of Conduct for its designated employees. The Code lays down guidelines on procedures to be followed and disclosures to be made while dealing with the shares of the Company and cautioning them of the consequences of violations.

COMPLIANCE OF REGULATORY REQUIREMENTS

The Company has complied with all the requirements of regulatory authorities. During the last three years, there were no strictures or penalties imposed by either the Securities and Exchange Board of India or the Stock Exchanges or any statutory authorities for non-compliance of any matter related to the Capital Markets.

MEANS OF COMMUNICATION

The Annual, half yearly and quarterly Results are also submitted to the Stock Exchanges and published in leading newspapers.

8. THE MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report (MDA) has been attached to the Directors' Report and forms part of this Annual Report.

9. COMPLIANCE WITH MANDATORY REQUIREMENTS

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance.

10. GENERAL SHAREHOLDER TRANSACTION

AGM	:	**VENUE, DATE & TIME**
VENUE	:	**Orbit Exports Ltd.** 11, Mehta Chambers, Kalyan Street, P. D' Mello Road, Mumbai 400009
TIME	:	**4.30 P.M.**
DAY & DATE:		**Monday, 20th September, 2010**

TENTITIVE FINANCIAL CALENDAR FOR THE YEAR 2010-11

Financial Reporting and Limited Review Report	**Date of submission to Stock Exchanges latest by**
For the quarter ending 30th June, 2010	On 16th July, 2010
For the quarter/half year ending 30th September, 2010	Upto 14th November, 2010
For the quarter ending 31st December, 2010	Upto 14th February, 2011
For the quarter ended 31st March, 2011	Upto 15th May, 2011
Results (Audited)	
For the year ended March 31, 2011	**By the end of May, 2011**

11. BOOK CLOSURE:

The Register of Members and Share Transfer Books of the Company shall remain closed from Monday 13th September, 2010 to Monday 20th September, 2010 (Both Days Inclusive)

12. DIVIDEND:

An Interim dividend of Re.1/- per Share (Previous year Rs. NIL per share) aggregating to Rs. 73,91,100/- was declared and paid by Board of Directors during the year.

13. LISTING ON STOCK EXCHANGES:

The Company's securities are listed on the Bombay Stock Exchange.

Scrip Code on the Bombay Stock Exchange, Mumbai : 512626

Month	BSE Price (Rs.)	
	High	Low
April, 09	11.30	6.00
May, 09	18.22	7.50
June, 09	23.85	12.00
July, 09	14.70	10.91
August 09	17.11	12.00
September, 09	20.00	14.30
October, 09	16.00	14.20
November, 09	16.14	12.70
December, 09	27.35	13.61
January, 10	32.65	27.00
February, 10	36.65	27.00
March, 10	36.00	28.75

14. **REGISTRAR AND TRANSFER AGENTS:**

LINK INTIME INDIA PRIVATE LIMITED
(FORMERLY KNOWN AS INTIME SPECTRUM REGISTRY LTD.)
C-13, PANNALAL SILK MILLS COMPOUND, L.B.S. MARG,
BHANDUP (WEST), MUMBAI 400 078

15. **SHAREHOLDING PATTERN AS ON 31st MARCH, 2010:**

Category	No. of Shares	% of Shares
Promoter's Holding (including persons acting in concert)	3294080	44.57%
Non Promoter's Holding a) Mutual Funds & UTI b) Banks, FIs and Insurance Company c) FIIs	NIL	NIL
Others a) Bodies Corporates b) Individuals c) NRIs/OCBs d) Others	2359616 1555129 35645 146630	31.93 % 21.04 % 0.48 % 1.98 %
TOTAL	**7391100**	**100.00 %**

DISTRIBUTION SCHEDULE

No. of Shares	No. of Shareholders	% of Shareholders	Share Amount(in Rs.)	% to Equity
Up to 500	3707	89.9976	5009090	6.7772
501 - 1000	182	4.4185	1544090	2.0891
1001 - 2000	101	2.4521	1588620	2.1494
2001 - 3000	35	0.8497	904470	1.2237
3001 - 4000	17	0.4127	628940	0.8509
4001 - 5000	15	0.3642	702470	0.9504
5001 - 10000	22	0.5341	1501470	2.0315
10001 - above	40	0.9711	62031850	83.9278
TOTAL	**4119**	**100.00**	**73911000**	**100.00**

DECLARATION

As provided under Clause 49 of the Listing Agreement with the Stock Exchange, it is hereby declared that all the Board Members of the Company have affirmed compliance with the Code of Conduct for the year ended 31st March, 2010.

Sd/-
PANKAJ SETH
(MANAGING DIRECTOR AND CEO)

Place: Mumbai
Date: 21st August, 2010

CEO / CFO CERTIFICATE

We (1) Pankaj Seth, CEO and Managing Director of ORBIT EXPORTS LTD. appointed in terms of the Companies Act, 1956 and (2) Devendra Goyal CFO and Head of the finance function of the Company certify to the Board that:

(a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2010 and that to the best of our knowledge and belief:

  (i) these statements do not contain any materially untrue statement or omit any material fact or contain 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) There are, 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 accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the Auditors and the Audit Committee:

  (i) significant changes in internal control over financial reporting during the year;

  (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

  (iii) there are 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 over financial reporting.

Sd/-
Pankaj Seth
(Managing Director and CEO)

Sd/-
Devendra Goyal
(Vice President (Finance) & CFO)

Place: Mumbai
Date: 21st August, 2010

Orbit exports limited

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of:
ORBIT EXPORTS LIMITED
11, Mehta Chambers,
Kalyan Street,
P.D'Mello Road,
Masjid Bunder (E),
Mumbai 400 009

We have examined the compliance of the condition of Corporate Governance by **ORBIT EXPORTS LTD.** for the year ended 31st March, 2010 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of the condition of Corporate Governance is the responsibility of the Management. Our examination has been in the manner described in the Guidance Note of Certification of Corporate Governance issued by the Institute of Company Secretaries of India and has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the condition of Corporate Governance. It is neither an audit nor an expression on the Financial Statements of the Company.

In our opinion, and to the best of our information, and according to the explanation given to us, and representations made by the Directors and the Management, we certify that the Company has complied with the condition of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

On the basis of the records maintained by the Company, and furnished to us and the information and the explanations given to us by the Company, we state that, there were on Investor's Grievances pending against the Company for a period exceeding one month.

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

For S. K. Jain & Co.,
Company Secretaries
Sd/-
(S. K. Jain)
Partner

Place: Mumbai
Date: 21st August, 2010

AUDITORS' REPORT

To,
The members of
Orbit Exports Limited,

We have audited the attached Balance Sheet of **M/s. Orbit Exports Limited,** as at 31st March, 2010 and also the Profit & Loss Account and Cash Flow Statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amount and disclosures in the financial statements. An audit also includes assessing the accounting principals used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion. We report that:-

1. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.

2. In our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of the books of accounts.

3. The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with this report are in agreement with the books of account.

4. In our opinion the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the mandatory Accounting Standards referred to in Sub Section 3 C of Section 211 of the Companies Act, 1956 except reported separately.

5. In our opinion and on the basis of the information & explanations given to us and on the basis of the written representations received from the Directors and taken on record, none of the directors of the Company is disqualified as on 31st March, 2010 from being appointed as a director in terms of clause (g) of sub section (1) of Section 274 of the Companies Act, 1956.

6. Subject to above, in our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Significant Accounting policies and other notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view;

   i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2010;

   ii) in the case of the Profit & Loss Account, of the profit of the Company for the year ended on that date; and

   iii) in the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date.

7. As required by the Companies (Auditors' Report) Order, 2003, issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956 and on the basis of such checks of books and records of the Company as we considered appropriate and according to the information and explanations given to us during the course of audit, we further state on the matters specified in paragraphs 4 and 5 of the said Order that;

(i) In respect of its fixed assets:

(a) The Company has maintained proper records showing full particulars details including quantitative details and situation of fixed assets.

(b) As explained to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.

(c) In our opinion, the Company has not disposed of substantial part of fixed assets during the year and the going concern status of the Company is not affected.

(ii) In respect of its inventories:

(a) As explained to us, inventories have been physically verified by the management at regular intervals during the year.

(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and to the nature of its business.

(c) The Company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification as compared to the book records.

(iii) In respect of loans, secured or unsecured granted by the Company to/from companies, firms or other parties covered in the register maintained and compared under section 301 of the Companies Act, 1956:

(a) The Company has not granted any loans during the year.

(iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business. During the course of our audit, we have not observed any major weaknesses in internal controls.

(v) In respect of transactions covered under section 301 of the Companies Act, 1956:

(a) In our opinion and according to the information given to us, the transactions made in pursuance of contracts or arrangements, that needed to be entered into in the register, maintained under section 301 of the Companies Act, 1956 have been so entered.

(b) In our opinion and according to the information and explanations given to us, where such transactions are in excess of Rs. 5 lakhs in respect of any party, the transactions have been made at prices which are *prima facie* reasonable having regard to the prevailing market prices at the relevant time.

(vi) The Company has not accepted any deposits from the public.

(vii) The Company does not have any external internal auditor; however, in our opinion the internal control systems of the Company are commensurate with its size and nature of its business.

(viii) The Central Government has prescribed maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 in respect of products of the Company. We have broadly reviewed the accounts and records of the Company in this connection and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. However, we have not made any detailed examination of the same.

(ix) In respect of statutory dues:

(a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Cess and other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanation and explanations given to us,,no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2010 for a period of more than six months from the date of becoming payable.

(x) The Company does not have accumulated losses of at the end of the financial year covered by our audit. The Company has not incurred any cash losses during the year under Audit and immediately preceding financial year.

(xi) According to the explanations and information given to us that the Company has not defaulted in repayment of dues to Banks during the year.

(xii) In our opinion and according to the information and explanations given to us, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.

(xiii) In our opinion the Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, clauses 4(xiii) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.

(xiv). The Company has maintained the proper records of transactions and contracts in respect of trading in securities, debentures and other investments.

(xv) The Company has not given any guarantee for loans taken by others from banks or financial institutions.

(xvi) The Company has raised new term loan during the year, and has been applied for the purpose for it was raised.

(xvii) According to the information and explanations given to us and on overall examination of the Balance Sheet of the Company, we are of the opinion that the Company has not utilized any part of short term loan for financing long term assets.

(xviii) The Company has not made any preferential allotment during the year.

(xix) The Company has not issued any Debentures.

(xx) The Company has not raised any money by way of public issue during the year.

(xxi) In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year that causes the financial statements to be materially misstated.

for **Krishna R. Moondra & Associates**
Chartered Accountants

Rajesh Kumar Moondra
Partner.
M.No. 45008.

Place : Mumbai.
Dated : 24th May, 2010.

ORBIT EXPORTS LIMITED

BALANCE SHEET AS ON 31ST MARCH, 2010

PARTICULAR	Schedule	Rs.	AS AT 31.03.2010 (Rs.)	Rs.	AS AT 31.03.2009 (Rs.)
SOURCES OF FUND :					
SHARE HOLDERS FUND					
Share Capital	I	73,911,000		73,911,000	
Share Application Money Received	I-A			12,860,000	
Reserves & Surplus	II	88,999,173		51,915,377	
			162,910,173		138,686,377
LOAN FUNDS					
Secured Loans	III	136,061,894		95,367,979	
Unsecured Loans		-		-	
			136,061,894		95,367,979
Deferred Tax Liability (Net)			5,048,397		2,482,997
			304,020,464		**236,537,353**
APPLICATION OF FUND :					
FIXED ASSETS	IV				
Gross Block		254,830,916		204,041,335	
Less : Depreciation		169,424,994		160,466,546	
Net Block		85,405,922		43,574,790	
Capital Work-in-progress		19,419,346		-	
			104,825,268		**43,574,790**
Investments	V		100,000		10,412,943
CURRENT ASSETS, LOAN & ADVANCES	VI				
(a) Inventories			130,614,136		132,373,420
(b) Sundry debtors			84,040,880		44,721,749
(c) Cash and Bank Balances			1,053,020		887,708
(d) Loan and Advances			19,485,547		28,116,663
			235,193,584		**206,099,540**
Less:**Current Liabilities & Provisions**	VII				
(a) Current Liabilities			33,822,945		21,655,572
(b) Provisions			3,689,554		3,738,886
			37,512,499		**25,394,457**
Net Current Assets (A-B)			**197,681,084**		**180,705,083**
MISCELLANEOUS EXPENDITURE (To the extent not written off or adjusted)	VIII		1,414,112		1,844,538
TOTAL :-			**304,020,464**		**236,537,353**
NOTES FORMING PART OF ACCOUNTS	XIV				

As per our report of even date
For Krishna R. Moondra & Associates
Chartered Accountants

for and on behalf of the board

Rajesh Kumar Moondra	**Devendra Goyal**	**Pankaj S. Seth**	**Anisha P. Seth**
Partner	V. P. Finance	Managing Director	Whole-Time Director
M. No.: 45008			
Place : Mumbai			
Dated :24th May, 2010			

ORBIT EXPORTS LIMITED

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

Particulars	SCHEDULE	For the year ended 31.03.2010 Rs.	Rs.	Rs.	Rs.
INCOME :					
Sales & Service Charges	IX		616,820,324		440,072,914
Other Income	X		60,000		1,195,089
Increase/(Decrease) in Inventory	XI		(2,178293)		6,707,433
TOTAL			614,702,030		447,975,436
EXPENDITURE					
Manufacturing & Other Expenses	XII		548,086,499		418,510,646
Interest	XIII		7,091,675		6,518,895
			59,523,857		22,945,895
PROFIT BEFORE DEPRECIATION, TAXATION AND EXTRA ORDINARY ITEMS					
Depreciation (See note 3)		9,033,544		9,305,709	
Less: Amount withdrawn from Revaluation Reserve		(23,952)	9,009,592	(23,952)	9,281,757
			50,514,265		13,664,138
PROFIT BEFORE TAXATION & EXTRA ORDINARY ITEMS					
Capital Gain or (Loss) on Sale of Shares			(1,504,712)		45,683
Profit/ (Loss) on sale of Fixed Assets			(46,984)		(169,839)
			48,962,569		13,539,982
PROFIT BEFORE TAXATION					
Provision for Income Tax		13,668,700		6,843,609	
Provision for Fringe Benefit Tax		-		345,936	
Deferred Tax		2,565,400		(1,129,649)	
			16,234,100		6,059,896
			32,728,469		7,480,086
PROFIT AFTER TAXATION					
Add /(Less) : Prior Period Adjustment			(166,495)		(1,147,583)
			32,894,964		8,627,669
PROFIT/(LOSS) FOR THE YEAR					
Balance as per last Balance Sheet			6,456,096		(2,171,573)
			39,351,060		6,456,096
BALANCE AVAILABLE FOR APPROPRIATIONS					
Less: Intrim Dividend			7,391,100		
: Tax on Distributed Profits			1,256,118		
Less: Balance carried to Balance Sheet			30,703,842		6,456,096
TOTAL			-		-
NOTES FORMING PART OF ACCOUNTS	XIV				

As per our report of even date
For Krishna R. Moondra & Associates
Chartered Accountants

for and on behalf of the board

Rajesh Kumar Moondra
Partner
M. No.: 45008
Place : Mumbai
Dated :24th May, 2010

Devendra Goyal
V. P. Finance

Pankaj S. Seth
Managing Director

Anisha P. Seth
Whole-Time Director

ORBIT EXPORTS LIMITED

ANNEXED TO AND FORMING PART OF BALANCE SHEET

Particulars	As at 31.03.2010 Rs.	Rs.	As at 31.03.2009 Rs.	Rs.
SCHEDULE - I				
SHARE CAPITAL				
AUTHORISED				
1,50,00,000 Equity Shares of Rs.10/-each		150,000,000		150,000,000
(P.Y. 1,50,00,000 Equity Shares of Rs. 10/- each)				
ISSUED SUBSCRIBED AND PAID UP				
73,91,100 Equity Shares of Rs.10/- each		73,911,000		73,911,000
(P.Y. 73,91,100 Equity Shares of Rs. 10/- each)				
TOTAL		73,911,000		73,911,000

NOTE: of the above Equity shares 19,20,000 were issued as fully paid Bonus shares by way of capitalisation of Reserves.

Particulars	As at 31.03.2010 Rs.	Rs.	As at 31.03.2009 Rs.	Rs.
SCHEDULE - I - (A)				
ADVANCE RECEIVED AGAINST ISSUE OF SHARES AND WARRANTS ON PREFERENCE BASIS				
Share Application money	-		-	
Advance against convertiable warrants	-		12,860,000	
		-		12,860,000

Particulars	As at 31.03.2010 Rs.	Rs.	As at 31.03.2009 Rs.	Rs.
SCHEDULE-II				
RESERVES & SURPLUS				
(A) REVALUATION RESERVE				
Balance as per last year	2,029,090		2,053,042	
Less:-Transferred to Profit & Loss Account	23,952		23,952	
		2,005,138		2,029,090
(B) GENERAL RESERVE		8,467,194		8,467,195
(C) CAPITAL INVESTMENT SUBSIDY		5,000,000		5,000,000
(D) CAPITAL RESERVE		12,860,000		-
(E) SHARE PREMIUM ACCOUNT		29,963,000		29,963,000
(F) PROFIT AND LOSS A/C		30,703,842		6,456,093
TOTAL		88,999,173		51,915,378

Particulars	As at 31.03.2010 Rs.	Rs.	As at 31.03.2009 Rs.	Rs.
SCHEDULE-III				
SECURED LOANS				
(A) TERM LOANS				
Term Loan from Banks	-		2,421,269	
(Repayable with one year Nil				
(P.Y.Rs. 10,02,752 /-)				
Term Loan from State Bank of India	24,000,000		3,600,000	
(Repayable with one year Rs. 60,00,000 /-)				
		24,000,000		60,212,269
(B) WORKING CAPITAL LOANS				
From Banks				
Working Capital Limits	112,061,894		89,346,710	
		112,061,894		89,346,710
TOTAL		136,061,894		95,367,979

NOTES :-

(i) Term Loans and Working Capital Loans from State Bank of India is secured by 1st mortgage on all the fixed assets of the company both present & future and hypothecation on all the current assets of the company both present & future.

(ii) All the above loans are personally guaranteed by the Promoter Directors of the Company.

ORBIT EXPORTS LIMITED

SCHEDULE IV : FIXED ASSETS & DEPRECIATION 2009-2010

S. No.	Name of Assets	GROSSBLOCK				DEPRECIATION				NET BLOCK	
		As at 01.04.2009	Addition During the Year	Deletion During the Year	As at 31.03.2010	Up to 01.04.2009	For the Year	Adjustments	Total 31.03.2010	As on 31.03.2010	As on 31.03.2009
1	Goodwill	27,802	-	(27,802)	-	-	-	-	-	-	(27,802)
2	Leasehold Land	5,798,073	9,224,700	-	15,022,773	-	-	-	-	15,022,773	5,798,073
3	Freehold Land	1,450,000	-	-	1,450,000	-	-	-	-	1,450,000	1,450,000
4	Office Premises	12,211,581	-	-	12,211,581	1,314,488	407,867	-	1,722,355	10,489,226	10,897,093
5	Factory Buildings	17,554,855	-	-	17,554,855	5,372,900	586,332	-	5,959,232	11,595,623	12,181,955
6	Plant & Machinery	149,268,460	35,002,507	-	184,270,967	143,503,829	6,002,249	-	149,506,078	34,764,889	5,764,631
7	Electrical Installations	2,517,999	311,753	-	2,829,752	1,872,199	134,769	-	2,006,968	822,784	645,800
8	Furniture & Fixtures	5,344,827	779,825	-	6,124,652	2,210,712	355,163	-	2,565,875	3,558,777	3,134,115
9.	Computers	2,110,430	4,428,845	(170,840)	6,368,435	1,564,468	853,026	(75,095)	2,342,399	4,026,037	545,963
10.	Office Equipments	1,077,904	105,100	-	1,183,004	669,590	66,551	-	736,140	446,865	408,314
11.	Airconditioners	957,037	-	-	957,037	774,348	45,459	-	819,807	137,231	182,690
12.	Vehicles	5,722,369	1,135,492	-	6,857,861	3,184,013	582,129	-	3,766,142	3,091,719	2,538,356
	Total:	204,041,337	50,988,222	(198,642)	254,830,916	160,466,546	9,033,544	(75,095)	169,424,994	85,405,923	43,574,791
	Previous Year	200,501,587	4,014,050	(474,300)	204,041,337	151,322,298	9,305,709	(161,461)	160,466,546	43,574,791	49,179,289

ORBIT EXPORTS LIMITED

Particulars	As at 31.03.2010 Rs.	Rs.	As at 31.03.2009 Rs.	Rs.
SCHEDULE - V				
INVESTMENTS				
(A) Quoted Investments (Trade)				
Nil (P.Y. 60,000) Equity Shares of Rs. 1/- each Fully paid up in Century Plyboard Ltd.	-		3,085,848	
Nil (6,800) Equity Shares of Rs. 10/- each Fully paid up in Shubhkam Capital Ltd.	-		7,227,095	10,312,943
(B) Unquoted (Non Trade)				
10,000 Equity shares of Rs. 10/- each Fully paid up in Kurla Nagrik Sahakari bank Ltd.		100,000		100,000
TOTAL		**100,000**		**100,000**
SCHEDULE-VI				
CURRENT ASSETS, LOANS & ADVANCES				
(A) Inventories				
(at cost except finished goods which are at lower of cost or net realisable value) (As per inventory taken valued and certified by the Directors)				
Packing Material	1,084,494		951,830	
Stores & Spares	397,686		445,960	
Raw Material	33,713,781		33,379,160	
Work in Process	17,287,225		17,760,697	
Finished Goods	78,130,950	130,614,136	79,835,772	132,373,420
(B) Sundry Debtors				
(Unsecured, Considered Good)				
Due for a period exceeding six months	5,719,040		5,535,280	
Others	78,321,840	84,040,880	39,186,469	44,721,749
(C) Cash & Bank Balances				
Cash & Cheques in hand	831,505		783,452	
In Current Account with scheduled Banks	196,515		79,256	
In Fixed Deposit Account	25,000	1,053,020	25,000	887,708
(D) Loans and Advances				
(Unsecured, Considered Good)				
Advances Receivable in Cash or in kind or for value to be received	15,617,986		25,308,793	
Inclusive of Export Incentive				
Income Tax and VAT Refundable	649,956		1,077,946	
Deposits and balances with other authorities	706,473		729,923	
Income Tax paid against demand in appeal	2,511,133	19,485,547	1,000,000	28,116,663
TOTAL		235,193,584		206,099,540

ORBIT EXPORTS LIMITED

Particulars	As at 31.03.2010 Rs.	As at 31.03.2010 Rs.	As at 31.03.2009 Rs.	As at 31.03.2009 Rs.
SCHEDULE - VII				
CURRENT LIABILITIES & PROVISIONS:				
(A) CURRENT LIABILITIES				
Sundry Creditors (Goods & Expenses)	28,685,761		19,204,820	
Other Liabilities	730,944		511,077	
Interest Accrued but not Due on Term Loans	249,872		41,237	
Duties & Taxes	392,443		775,534	
Advances from Customers	3,763,925	33,822,945	1,122,903	21,655,572
(B) PROVISIONS				
Income Tax	1,103,700		1,341,366	
Fringe Benefit Tax	-		150,936	
Deferred Taxation	-		-	
for Gratuity	2,585,854	3,689,554	2,246,584	3,738,886
		37,512,499		25,394,457
SCHEDULE-VIII				
MISCELLANEOUS EXPENDITURE				
(To the extent not written off and/or adjusted)				
Miscellaneous Expenditure		421,374		486,747
Deferred Revenue Expenditure		420,185		498,961
Right Issue expenses		572,553		858,830
TOTAL		1,414,112		1,844,538
SCHEDULE-IX				
SALES & SERVICE CHARGES				
1) Sales				
Local	261,279,897		205,381,491	
Export	330,648,952	591,928,848	218,775,155	424,156,646
2) D E P B Sales		24,364,599		11,487,626
3) Duty Drawback		532,808		3,631,186
4) Export Incentives (Focus marketing)		(5,932)		797,456
		616,820,324		440,072,914
SCHEDULE-X				
OTHER INCOME				
i) Dividend Received		60,000		40,000
ii) Miscellaneous Receipt		-		41,334
iii) Foreiign Exchange Gain (Net)		-		1,113,755
TOTAL		60,000		1,195,089

ORBIT EXPORTS LIMITED

Particulars	As at 31.03.2010 Rs.	Rs.	As at 31.03.2009 Rs.	Rs.
SCHEDULE-XI				
INCREASE/ (DECREASE) IN INVENTORIES				
CLOSING STOCK				
Finished Goods	78,130,950		79,835,772	
Work-in-Process	17,287,225		17,760,697	
		95,418,175		97,596,468
OPENING STOCK				
Finished Goods	79,835,772		77,542,835	
Work-in-Process	17,760,697		13,346,200	
		97,596,468		90,889,035
		(2,178,293)		6,707,433
SCHEDULE-XII				
COST OF MATERIAL CONSUMED, PURCHASES, MANUFACTURING AND OTHER EXPENSES				
(A) COST OF MATERIAL CONSUMED				
Raw Material Consumed				
Opening Stock	33,379,160		36,448,432	
Add:-Purchases	435,593,627		329,928,684	
	468,972,787		366,377,116	
Less:-Closing Stock	33,713,781		33,379,160	
		435,259,006		332,997,956
(B) MANUFACTURING EXPENSES				
Processing Charges	44,489,724		27,200,522	
Power and Fuel	1,490,932		1,699,726	
Designing Charges	890,125		6,000	
Labour Charges	1,345,968		1,628,468	
Water Charges	55,148		68,163	
Machinery Repairs	372,645		744,547	
		48,644,541		31,347,426
(C) PAYMENTS TO AND PROVISIONS FOR EMPLOYEES				
Salaries, Wages & Bonus	13,593,226		12,266,644	
Providend & Other Fund	711,603		902,657	
Gratuity and Provision	879,974		388,679	
Employee Welfare Expenses	416,534		482,246	
		15,601,337		14,040,226
(D) SELLING & DISTRIBUTION EXPENSES				
Packing Expenses.	3,578,959		3,056,195	
Advertisement and Sales Promotion	462,809		528,106	
Testing Charges	404,999		34,626	
Insurance (Export)	141,193		60,776	
Brokerage, Commission & Discounts & Claims	2,286,069		3,098,259	
Export Expenses	72,800		125,685	
Sampling Expenses	575,612		247,570	
Octroi	109,888		51,196	
Freight & Forwarding Expenses	9,546,123		6,300,107	
		17,178,452		13,502,521

ORBIT EXPORTS LIMITED

Particulars	As at 31.03.2010 Rs.	Rs.	As at 31.03.2009 Rs.	Rs.
(E) ADMINISTRATION AND OTHER EXPENSES				
Rent, Rates and Taxes	835,771		454,221	
Printing & Stationery	731,017		823,716	
Books & Periodicals	2,365		2,427	
Donation	12,953		21,002	
Goodwill W/off	27,802			
Postage and Telephone Expenses	2,324,384		1,916,887	
Travelling, Conveyance and Vehicle Expenses	8,186,770		7,325,832	
Insurance	287,305		296,971	
Repairs and Maintenance Others	533,895		502,423	
Miscellaneous Office Expenses	145,472		123,018	
Auditors Remuneration	177,034		80,000	
Miscellaneous Expenditure written off	430,426		394,078	
Key Man Insurance	528,466		601,954	
Directors Remuneration	5,750,000		5,400,000	
Sitting Fees	48,000			
Legal and Professional Charges	3,693,919		3,167,420	
Electricity Expenses	823,446		776,865	
Security Expenses	353,651		334,820	
Sundry bal. W/off	2,808,052		961,276	
Foreign Exchange Gain (Net)	322,287			
Membership & Subscription	94,455		59,272	
Bank Charges	2,651,781		2,749,212	
Service Tax Paid	633,914		631,126	
		31,403,163		**26,622,519**
TOTAL		**548,086,499**		**418,510,646**

SCHEDULE-XIII

INTEREST EXPENSES				
Interest on Fixed Loans		735,229		1,315,928
Interest on Others		6,356,446		5,202,968
TOTAL		7,091,675		**6,518,895**

ORBIT EXPORTS LIMITED

SCHEDULE 'XIV'- NOTES FORMING PART OF THE ACCOUNTS

SIGNIFICANT ACCOUNTING POLICIES

1. Accounting Convention

The financial statements are prepared under the historical cost convention, on the accrual basis of accounting, in accordance with the generally accepted accounting principles in India, the Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956.

2. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities as of the date of the financial statements and reported amounts of income and expenses during the period. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Actual results could differ from the estimates.

3. Fixed Assets & Depreciation:

i. Fixed assets are capitalized at cost inclusive of interest, freight, duties, taxes and all incidental expenses related thereto.

ii. Depreciation on assets has been provided on Straight Line Method at the rates prescribed by Schedule XIV to the Companies Act, 1956. Depreciation in respect of additions to/and deletion from assets has been charged on pro-rata basis with reference to the month of addition or deletion.

iii. In respect of Revalued Fixed assets, depreciation is charged on straight line method on gross value of assets as increased by the year on pro-rata basis with reference to the month of addition.

4. Impairment:

At each Balance Sheet date, the Company determines whether a provision should be made for Impairment loss on Fixed Assets (including Intangible Assets) by considering the indications that an Impairment Loss may have occurred in accordance with Accounting Standard (AS) 28 "Impairment of Assets" issued by the Institute of Chartered Accountants of India. Where the recoverable amount of any Fixed Assets is lower than its carrying amount, a provision for Impairment Loss on Fixed Assets is made.

5. Borrowing Costs

Borrowing costs that are directly attributable to the acquisition/construction of the qualifying asset are capitalized as a part of the cost of such asset, upto the date of acquisition/completion of construction.

6. **Investments**

Investments are classified into long-term and current investments. Long-term investments are carried at cost. Provision for diminution, if any, in the value of each long-term investment is made to recognise a decline, other than of a temporary nature. The fair value of a long term investment is ascertained with reference to its market value, the investee's assets and results and the expected cash flows from the investment. Current investments are stated at lower of cost and fair Value

7. **Inventories**

Inventories are valued at lower of cost and net realizable value. Cost is computed on 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.

8. **Revenue Recognition**

i) Sales are accounted on mercantile basis, when the sale of goods is completed and are recorded net of returns, trade discounts, rebates, sales taxes.

ii) Licence premium is accounted as and when sale of licence take place.

iii) Export incentives receivable under the Duty Entitlement Pass Book Scheme and Duty Drawback Scheme are accounted on accrual basis.

iv) Dividend income is recognised when the right to receive the same is established. Interest income is recognised on a time proportion basis

9. **Contingencies:**

Contingencies arising from Claim, Litigation, Assessments, Fines and Penalties etc. are provided for when it is probable that a liability may be incurred and the amount can be reasonably estimated.

10. **Foreign Exchange Transactions**

i) Transactions in foreign currency are recorded at exchange rates prevailing on the day of the transaction. Monetary assets and liabilities denominated in foreign currency, remaining unsettled at the period end are translated at closing rates. The difference in translation of monetary assets and liabilities and realised gains and losses on foreign currency transactions are recognised in the Profit & Loss Account.

ii) The Company uses forward exchange contracts to hedge its foreign exchange exposures. Gains or losses on settled contracts is recognized in the profit and loss account. Futures contracts not settled as on the Balance Sheet date are marked to market and Profit and losses, if any, are recognized in the Profit & Loss Account.

11. Retirement Benefits

The Company has provided for Gratuity Liability on accrual basis on the basis of Actuarial Valuation. The Company is granting leave encashment on yearly basis to its employees on actual basis and Employee benefits in the form of Provident Fund are considered as defined contribution plans and the contributions are charged to the Profit and Loss of the year when the contributions to the respective funds are due.

12 Taxes on Income

i) Income Tax is computed in accordance with AS 22, Accounting for Taxation on Income issued by the ICAI.

ii) Provision for current income tax is made on the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the prevailing tax laws. The differences between taxable income and net profit or loss before tax for the year, as per the financial statements, are identified and the tax effect of the deferred tax asset and deferred tax liability is recorded for timing differences i.e. differences that originate in one accounting period and reverse in another.

Deferred tax Liabilities for current year has been recognized and will be reviewed for the appropriateness of their respective carrying values at each balance sheet date.

Notes to Accounts :

1. Contingent Liabilities and commitments not provided for :-

Sr. No.	Name of the Statute	Nature of dues	Forum where dispute is pending	Amount (Rs. in lakhs)
1.	Income Tax Act, 1961	Income Tax (A.Y.1995-96)	The CIT Appeal, Mumbai	5.11
2.	Income Tax Act, 1961	Income Tax (A.Y.1996-97)	The CIT Appeal, Mumbai	24.33
3.	Later of credit (Capex LC)			551.26

2. Balances of Sundry Debtors, Creditors, Unsecured Loans, Loans & Advances are subject to confirmation and reconciliation, if any.

3. Stocks are valued as certified by Management.

4. Except otherwise mentioned herein in the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated if realised in the ordinary course of business. The provision of all known liabilities is adequate and not in excess of the amount reasonably necessary.

5. a) The computation of Net Profit for the purpose of calculation of directors' remuneration under section 349 of the Companies Act, 1956 is not enumerated, since no commission has been paid to any director.

b) Managing Director's Remuneration

		2009-10 Rs.	2008-09 Rs.
i.	Salary & Bonus	30,00,000	30,00,000
ii.	Contribution to Provident Fund and Other funds	---	---
iii.	Perquisites	---	---
		30,00,000	**30,00,000**

c) Whole Time Director's Remuneration

		2009-10 Rs.	2008-09 Rs.
i.	Salary & Bonus	27,50,000	24,00,000
ii.	Contribution to Provident Fund and Other funds	---	---
iii.	Perquisites	---	---
		27,50,000	**24,00,000**

6. Related Party Transactions.

The list of related parties and nature of their relationship is furnished below:

Related parties with whom transactions have taken place during the year:

Directors of the Company

Managing Director — Mr. Pankaj S. Seth

Whole-time Director — Ms. Anisha P. Seth

Other Related Parties/Associates

- Mr. Shyam Sunder Seth
- Golden Bo Tree Impex Co. Ltd.

The Following transactions were carried out with the related parties in the ordinary course of business.

Particulars	Related Parties			
	Associates	Key Management Personnel	Relative of Key Management Personnel	Total
Rent Expenses incurred	---- (----)	---- (----)	1,20,000 (1,20,000)	1,20,000 (1,20,000)
Professional fees	---- (----)	---- (----)	27,06,588 (21,72,415)	27,06,588 (21,72,415)
Managerial Remuneration	---- (----)	57,50,000 (54,00,000)	---- (----)	57,50,000 (54,00,000)
Loan Repaid/Given	---- (----)	---- (----)	---- (----)	---- (----)

Particulars	Related Parties			
	Associates	Key Management Personnel	Relative of Key Management Personnel	Total
Interest Paid on Loan	----	----	----	----
	(----)	(----)	(----)	(----)
Advance against salary/Remuneration	---	----	----	----
	(----)	(15,22,234)	(----)	(15,22,234)
Balance Receivable as at year end	----	----	----	----
	(---)	(15,22,234)	(----)	(15,22,234)
Balance Payable as at year end	----	----	----	----
	(---)	(----)	(66,584)	(66,584)

7. **Remuneration to Directors** Refer Item No. 5 (b) & (C)

8. **Segment Information:**
Textile business is the Company's only business segment, hence disclosure of segment-wise information is not applicable.

9. The Company does not have any subsidiary hence the provisions of Accounting Standard - 21 are not applicable.

10. As per Accounting Standard 22 "Accounting of Taxes on Income", issued by ICAI which requires companies to provide for deferred tax Assets/ Liabilities as of Balance Sheet dates.

The Company has recognized the deferred tax Liabilities (net) as at 31[st] March, 2010 amounting to Rs. 50,48,397/- in accordance with Accounting Standard - 22 "Accounting for taxes on Income" issued by the Institute of Chartered Accountants of India (ICAI).

11. Basic and Diluted Earnings per share ("EPS") computed in accordance with accounting Standard - 20 "Earnings per Share."

	Particulars		31.03.2010	31.03.2009
a.	**Numerator** Profit/ (Loss) after tax	Rs.	**3,28,94,964**	86,27,670
b.	**Denominator** Weighted average number of equity shares	Nos.	**73,91,100**	73,70,005
c.	Earnings per Share (Basic & Diluted) = Numerator/Denominator	Rs.	**4.45**	1.17

12. **Payment to Auditors**

	2009-10 (Rs.)	2008-09 (Rs.)
For Statutory Audit	**1,65,450**	71,695
For Tax Audit	----	16,545
For Other Services	**11,584**	
Total	**1,77,034**	88,240

13. The Company has provided for Gratuity Liability as prescribed under "Accounting for Retirement Benefits of Employees" AS 15 issued by the ICAI based on the Actuarial valuation Report.

(a) During the year, the Company has made provision for gratuity payable to its eligible employees amounting to Rs. 8.79 lacs (Previous Year Rs. 2.28 lacs) based on Unit Credit method as per Actuarial Valuation and gratuity paid for the year of Rs. 5.41 lacs (Previous Year Rs. 1.30 lacs)

(b) The Company has consistently accounted for Leave encashment and Bonus on payment basis which is non compliance of Accounting Standard-15 'Employee Benefits'. Amount paid during the year Rs.1.81 Lacs (Previous year Rs.0.48 Lacs) and Rs.8.45 Lacs (Previous year Rs.6.44 Lacs) respectively.

14. The amount outstanding payable to Small Scale Industries as at the end of year was Rs. Nil (P.Y. Nil). There were no outstanding amounts payable to SSI's for more than 12 months.

15. The Company believes that no impairment of assets arises during the year as per the recommendations of Accounting Standards-28, in respect of the fixed assets of the Company.

16. The Board of Directors have declared interim dividend @ 10% during the year amounting to Rs. 73,91,100 (Rs. 1 per share of face value of Rs. 10 each i.e. 10%).

17. The Company has installed one Wind Mill of 0.60 MW in the State of Rajasthan at Rawat-ka-Gaon, Distt. Badmer in the state of Rajasthan. The Unit has commenced operation from 24th December, 2009.

18. The Company was not required to obtain any license under Industries (Development and Regulation) Act, 1951. Therefore, the details of license capacity are not applicable.

A. **CAPACITY** as registered with Textile Commissioner.

	Unit	2010	2009
a. Weaving Looms	Nos.	42	42

B. **INSTALLED CAPACITY** (As certified by the management)

	Unit	2010	2009
a. Weaving Looms	Nos.	42	42

C. **ACTUAL PRODUCTION**

	Unit	2010	2009
a. In own Factory Fabrics	Mtrs.	10,15,387	7,32,817
b. Outsourced Fabrics	Mtrs.	72,59,752	64,22,855

19. Quantitative information in respect of Sales, Opening Stock, Closing Stock, and Consumption: -

No.	Particulars	Unit	2009-10		2008-09	
			Quantity	Value (Rs.)	Quantity	Value (Rs.)
1	Opening Stock Fabrics (FG)	Mtrs.	16,78,578	7,65,77,229	14,50,205	7,75,42,835
2	Closing Stock Fabrics (Finished Goods)	Mtrs.	17,33,466	7,04,98,775	16,78,578	7,65,77,229
3	Sales Fabrics Job work & Other receipts	Mtrs.	80,39,449	58,71,84,675	68,71,473	43,32,04,313
4	Raw Material Consumed Yarn, Films and Adhesives	Kgs	2,20,440	2,97,49,667	1,58,150	2,25,33,728
	Fabrics	Mtrs	72,73,608	39,55,42,006	65,22,885	29,11,21,801
				42,52,91,673		31,36,55,529

20. Value of import on CIF basis

	2009	2010
Capital Goods	----	----
Stores & Spares	----	----
Raw Material	----	----
Total	----	----

21. Expenditure in Foreign Currency

	2009	2010
Traveling Expenses	74,58,823	66,72,466

22. Remittance in Foreign Currency

i.	on account of dividend Number of non-resident shareholders	12	4
ii.	Number of shares held by them on which dividend was due	35,645	Nil
iii.	Year to which dividend relates	2009-10	Nil
iv.	Amount remitted	35,645	Nil

23. Earnings in Foreign Currency

Export of goods on FOB basis	33,06,48,952	21,87,75,155
Freight on Export	67,12,195	41,72,690
Export Insurance	1,41,193	60,776

24. Value of Imports & Indigenous Material Consumption

	2009-10		2008-09	
	Value (Rs.)	% of cons	Value (Rs.)	% of cons
A. Raw Material Indigenous Imported	33,29,97,957 ---	100.00 ---	33,29,97,957 ---	100.00 ---
	33,29,97,957	100.00	33,29,97,957	100.00
B. Stores & Spares Indigenous Imported	68,163 ---	100.00 ---	68,163 ---	100.00 ---
	68,163	100.00	68,163	100.00

25. Previous years figures have been regrouped and recasted wherever necessary. Figure in brackets represent corresponding figure for the previous year.

26. Information required as per part IV of Schedule VI of the Companies Act, 1956.

Signatures to Schedules I to XIV

As per our report of even date

for Krishna R. Moondra & Associates. Chartered Accountants	For and on behalf of the Board
Rajesh Kumar Moondra Partner. M.No. : 045008.	Pankaj S. Seth Managing Director
Place : Mumbai. Dated : 24th May, 2010.	Anisha P. Seth Whole-time Director

ORBIT EXPORTS LIMITED
11, Mehta Chambers, Kalyan Street,P.d'mello Road, Masjid Bunder (e), Mumbai - 400 009.

Balance Sheet Abstract and General Business Profile :
(As per schedule VI, Part IV to the Companies Act, 1956)

1	**Registration Details**	
	Registration No.	30872
	State Code	11
	Balance Sheet Date	31.03.2010
2	**Capital raised during the year (Amount in Rs. Thousands)**	
	Direct Subscription	Nil
	Right Issue	Nil
	Bonus Issue	Nil
	Equity Issue on Pref. Basis	Nil
3	**Position of Mobilisation & Deployment of Funds (Amt. in Rs. Thousand)**	
	Total liabilities	3,04,020.46
	Total assets	3,04,020.46
4	**Sources of Funds (Amt. in Rs. Thousand)**	
	Paid up capital	73,911
	Reserve & Surplus	88,999.17
	Secured Loan	1,36,061.89
	Unsecured loan	0.00
	Share Application Money	Nil
	Deferred Tax Liability	5,048.40
5	**Application Of Funds (Amt. in Rs. Thousand)**	
	Net fixed Assets	1,04,825.27
	Investment	100.00
	Net current Assets	1,97,681.08
	Deferred Tax Assets	0.00
	Misc. Expenditure	1,414.11
	Accumulated losses	Nil
6	**Performance of the Company (Amt. in Rs. Thousand)**	
	Turnover	6,16,820.32
	Total Expenditure	5,64,187.77
	Profit / (Loss) before Tax	48,962.57
	Profit / (Loss) after Tax	32,728.47
	Earning per Share	4.45
	Dividend rates (in %)	10.00

7 **General Name of Principle Products / Services of the Company**
(as per monetary terms)
Item Code No. (ITC Code)
Product 5407 : WOVEN FABRICS OF SYNTHETIC FILAMENT YARN
5801 : WOVEN PILE FABRICS OF MAN MADE FIBRES.

For and on behalf of the Board

Pankaj S. Seth
Managing Director
Place : Mumbai.

Anisha P. Seth
Whole-time Director

Dated : 24th May, 2010.

Orbit exports limited

ORBIT EXPORTS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010

	For the Year 31.03.2010	For the Year 31.03.2009
Cash Flow From Operating Activities		
Net Profits/ (Losses) Before Tax & Extra-Ordinary Items	50,514,265	13,664,138
Depreciation	9,009,592	9,281,757
Provision for Doubtful Advance	----	----
Misc. Exp. W/off	430,426	394,078
Interest Received	----	----
Short Term capital gain on sale of shares	(1,504,712)	45,683
Profit/Loss on Sale of Fixed Assets(Net)	(46,984)	(169,839)
Operating Profit/(Loss) before working capital changes	**58,402,587**	**23,215,817**
Adjustment for		
Trade & Other Receivables	(30,688,015)	(7,192,765)
Inventories	1,759,284	(2,797,970)
Trade Payable	12,118,042	(11,474,689)
Cash Generated From Operations	**41,591,897**	**1,750,393**
Interest Paid	7,091,675	6,518,895
Direct Taxes Paid	(13,668,700)	(7,189,545)
Prior Period Item	166,495	1,147,583
Extraordinary item	----	----
Net Cash Flow from Operating activities	**35,181,367**	**2,227,327**
Cash Flow from Investing Activities		
Purchase of Fixed Assets	(70,284,020)	(3,701,210)
Sale of Fixed Assets (Net)	----	-----
Reduction in Investments	10,312,943	3,085,800
Net Cash Flow from Investing activities	**(59,971,077)**	**(615,410)**
Cash Flow from Financing Activities		
Proceeds from issue of share Capital	-----	3,500,000
Advance recd. From issue of Preference shares and warrants	(12,860,000)	(3,215,000)
Increase in Capital Reserve	12,860,000	-----
Share Premium Receipts	----	7,752,500
Loan Borrowed (Net of Repayment)	40,693,914	(2,864,108)
Deferred Revenue Expenditure	----	(363,484)
Dividend Paid	(8,647,218)	----
Interest Paid	(7,091,675)	(6,518,895)
Net Cash Flow from Financing Activities	24,955,022	(1,708,987)
Net Increase/(Decrease) In Cash	165,311	(97,070)
Opening Balance Of Cash & Cash Equivalents	887,708	984,778
Closing Balance Of Cash & Cash Equivalents	1,053,020	887,708

AS PER OUR REPORT OF EVEN DATE ANNEXED

for **Krishna R. Moondra & Associates**
Chartered Accountants

for and on behalf of the board

Managing Director Whole-time Director

Rajesh Kumar Moondra
Partner
M. No.: 45008
Place : Mumbai
Dated : 24th May, 2010.

V.P. Finance

ORBIT EXPORTS LIMITED

11, Mehta Chambers, Kalyan Street,P.D'mello Road, Masjid Bunder (E), Mumbai - 400 009.

PROXY FORM

I/We ______________________________ of ______________ in the district of ______________ being a member(s) of Vecee Cementolites & Industries Ltd., hereby appoint ______________________________ of ______________ in the district of ______________ failing him/her ______________________________ of ______________ as my/our proxy to vote for me/us on my/our behalf at the Twenty Seventh Annual General Meeting of the Company to be held on Saturday, 20th September, 2010.

Affix Rs. 1/- revenue stamp

Signed this ______________ day of ______________ 2010

DP ID/Client ID/L.F. No. ______________

No. of Shares ______________

Signature ______________

Note : The proxy must be returned so as to reach the **Regd. Office** of the company 11, Mehta Chambers, Kalyan Street,P.d'mello Road, Masjid Bunder (E), Mumbai - 400 009.

ORBIT EXPORTS LIMITED

11, Mehta Chambers, Kalyan Street,P.D'mello Road, Masjid Bunder (E), Mumbai - 400 009.

ATTENDANCE SLIP

TWENTY SEVETH ANNUAL GENERAL MEETING

(To be handed over, duly filled at the Entrance of the Meeting Place)

Name of the attending Member/Proxy ______________________________

(in block letters)

DP ID/Client ID/L.F. No. ______________

No. of Shares ______________

I hereby record my presence at the Thirtieth Annual General Meeting of the Company being held at on Saturday, 20th September, 2010.

Date :

Signature of the Member