

DIRECTOR'S REPORT

Dear Members,

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

1. FINANCIAL RESULTS

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

₹ in Lakhs

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

2. PERFORMANCE REVIEW

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

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

3. CAPITAL EXPENDITURE

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

4. DIVIDEND

During the Financial Year 2018-19, your Company has not declared any dividend (Interim and Final) for the Financial Year ended March 31, 2019.

5. BUY-BACK OF EQUITY SHARES

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

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



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

Status of the Buyback as on the report date

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

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

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

Consequently, the paid-up capital of the Company as at August 13, 2019 has been reduced from Rs.2,82,57,856 (Pre-Buyback) to Rs.2,78,14,638 Equity Shares of Rs.10 each.

6. SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2019 was Rs.2825.79 lakhs. During the year under review, the Company has not issued shares or convertible securities or shares with differential voting rights nor has granted any stock options or sweat equity or warrants. As on March 31, 2019, none of the Directors of the Company hold instruments convertible into Equity Shares of the Company.

7. CREDIT RATING

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

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

8. CONSOLIDATED FINANCIAL STATEMENTS

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

9. SUBSIDIARY COMPANIES AND ASSOCIATE COMPANY

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

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



Subsidiary Companies

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

Associate Company

1. Rainbow Line Trading L.L.C.

Performance Highlights

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

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

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

The performance highlights of operating associate is as under:

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

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

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

10. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

11. CORPORATE GOVERNANCE REPORT AND CERTIFICATE

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

12. EXTRACT OF ANNUAL RETURN

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

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors:

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

During the year under review, the Board of Directors on the recommendation of Nomination and Remuneration Committee has re-appointment Mr. Pankaj Seth as Managing Director and Mrs. Anisha Seth as Whole-time Director of



the Company for the period of 5(five) years with effect from April 01, 2020, subject to approval of shareholders, as their current term of office is upto March 31, 2020.

Further, the Board of Directors on recommendation of the Nomination and Remuneration Committee appointed Mr. Sunil Ramesh Buch as an Additional Director with effect from February 04, 2019. In terms of Section 161 of the Act, Mr. Sunil Ramesh Buch holds office up to the date of ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing Mr. Sunil Ramesh Buch's name for the office of Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sunil Ramesh Buch as a Non-executive Independent Director, for the approval by the members of the Company. Brief profile of Mr. Sunil Ramesh Buch has been given in the Notice convening the Annual General Meeting.

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

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

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

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

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

Key Managerial Personnel (KMP):

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

14. NUMBER OF MEETINGS OF THE BOARD

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

15. COMMITTEES OF THE BOARD

The Board of Directors have the following Committees:

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

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



16. BOARD EVALUATION

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

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

17. REMUNERATION POLICY OF THE COMPANY

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

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

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

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

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

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

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

19. VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

20. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY

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

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



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

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

21. STATE OF COMPANY'S AFFAIRS:

The total income for the financial year under review was Rs. 13,676.69 Lakhs as against Rs. 13,380.43 Lakhs for the previous financial year registering an increase of 2.21 %. The profit before tax from continuing operations including exceptional items was Rs. 3,043.05 Lakhs for the financial year under review as against Rs.3,505.76 Lakhs for the previous financial year registering a decrease of 13.20%. The profit after tax from continuing operations including exceptional items was Rs. 2,311.82 Lakhs for the financial year under review as against Rs. 2,490.88 Lakhs for the previous financial year registering a decrease of 3.17%.

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

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

23. RISK MANAGEMENT POLICY:

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

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

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

25. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

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

26. DIRECTORS' RESPONSIBILITY STATEMENT

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

- a. in the preparation of the annual accounts for the financial year ended March 31, 2019, the applicable accounting standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the Company for the year ended on that date;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the annual accounts on a 'going concern' basis;



- e. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

27. STATUTORY AUDITORS

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

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

28. COST AUDITOR

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

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

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

29. SECRETARIAL AUDITOR

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

30. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

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

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

31. CORPORATE SOCIAL RESPONSIBILITY

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



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

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

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

33. EMPLOYEES' STOCK OPTION SCHEME

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

Disclosures with respect to Employees Stock Option Scheme of the Company

Number of options granted: 1,51,000

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

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

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

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

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

34. DEPOSITS

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

35. REPORTING OF FRAUDS

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

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

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

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

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

38. CHANGE IN THE NATURE OF BUSINESS

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



39. GENERAL

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

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

40. OTHER DISCLOSURE

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

41. ACKNOWLEDGEMENTS

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

For and on behalf of the Board of Directors

Dated: August 13, 2019
Place: Mumbai.

Pankaj Seth
Chairman & Managing Director