

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 33rd Annual General Meeting of the members of **ORBIT EXPORTS LIMITED** will be held at Babasaheb Dahanukar Sabhagriha, C/o. Maharashtra Chambers of Commerce, Industry & Agriculture, Oricon House, 6th Floor, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai – 400001 on Friday September 30, 2016 at 04:00 P.M. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - (a) the Audited Financial Statement of the Company for the Financial Year ended March 31, 2016, the Reports of the Board of Directors and Auditors thereon; and
  - (b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2016.
2. To declare Final Dividend on Equity Shares for the Financial Year ended March 31, 2016.
3. To appoint a Director in place of **Smt. Anisha Seth (DIN: 00027611)**, who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.
4. Ratification of Appointment of Auditors

To consider and, if thought fit, to give your assent or dissent to the following **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and any other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee, the Company hereby ratifies the appointment of M/s. G. M. Kapadia & Co., Chartered Accountants (Firm Registration No.104767W), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to be held for the financial year 2016-17 and to authorize the Board of Directors (“the Board”) to fix their remuneration.”

### SPECIAL BUSINESS:

5. Ratification of remuneration to the Cost Auditor of the Company for Financial Year 2016-17.

To consider and if thought fit, to give your assent or dissent to the following **Ordinary Resolution**:

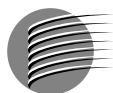
**“RESOLVED THAT** pursuant to and in accordance with the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14(a)(ii) the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the payment of remuneration of Rs. 75,000/- (Rupees Seventy Five thousand only) per annum plus applicable service tax and out of pocket expenses that may be incurred during the course of audit to M/s. Balwinder & Associates, Cost Accountants (Firm Registration No. 000201) appointed as Cost Auditor, by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the year ending March 31, 2017, be and is hereby confirmed, approved and ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013, Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), consent of the Company be and is hereby accorded for the appointment of Mr. Parth Seth, relative of Mr. Pankaj Seth, Managing Director and Mrs. Anisha Seth, Whole Time Director of the Company, as General Manager - Marketing – Made-ups & Ribbons Division of the Company w.e.f. July 1, 2016.

**RESOLVED FURTHER THAT** Mr. Parth Seth be paid a remuneration of Rs.9,00,000/- p.a. which will include Basic Salary, House Rent Allowance, and other allowances and perquisites as are applicable to his grade of employees in line with the policies of the Company.



**RESOLVED FURTHER THAT** the Board of Directors on the recommendation of Nomination and Remuneration Committee be and is hereby authorised to modify and / or vary the remuneration of Mr. Parth Seth in accordance with the provisions of Section 188(1)(f) and other applicable provisions of the Companies Act, 2013 read with Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014."

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013, Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), approval/ ratification of the shareholders be and is hereby accorded for continuing the existing related party transactions and entering into further transactions with M/s. Golden Boo Tree Impex Company Limited, a Foreign Company in which Mr. Bruce Larry Kieval, Director of the Company is interested in the capacity as a Director of the said other Company upto an amount not exceeding Rs.3 crores (Rupees Three Crores) only for a period commencing from conclusion of 33rd Annual General Meeting till conclusion of 34th Annual General Meeting to be paid as and by way of consultancy fees/ commission/ brokerage etc for acting as a consultant/ agent/ broker for sale of Goods of the Company in overseas market.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do or cause to be done all such acts, deeds and things, make such changes in the terms and conditions as may be considered necessary, expedient or desirable and execute such documents as may be necessary or desirable, in order to give effect to this resolution as may be deemed necessary in the best interest of the Company."

8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013, Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), approval/ ratification of the shareholders be and is hereby accorded for continuing the existing related party transactions and entering into further transactions with Mr. Prachya Thongnak, son of Mr. Bruce Larry Kieval, be and is hereby appointed as a consultant/ agent / broker to hold an office or place of profit for sale of Goods of the Company in overseas market for consultancy fees/ commission/ brokerage etc. not exceeding Rs.2 crore.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do or cause to be done all such acts, deeds and things, make such changes in the terms and conditions as may be considered necessary, expedient or desirable and execute such documents as may be necessary or desirable, in order to give effect to this resolution as may be deemed necessary in the best interest of the Company."

9. To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, the consent of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

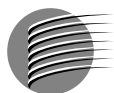
**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By order of the Board of Directors**

Place: Mumbai  
Date: May 30, 2016

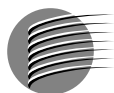
**Pankaj Seth**  
**Managing Director**

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



**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than 48 (forty - eight) hours before the commencement of the Meeting.  
  
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
3. As required under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) the relevant details of Directors retiring by rotation and seeking appointment / re- appointment at the ensuing Annual General Meeting are given in the annexure to the notice of the Annual General Meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. along with their copy of Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Company has notified closure of Register of Members and Share Transfer Books from September 09, 2016 to September 13, 2016 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
8. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days except, Saturdays, between 11.00 A.M. to 01.00 P.M. up to the date of the Annual General Meeting of the Company.
9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, M/s. Link Intime India Pvt. Ltd. cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / M/s. Link Intime India Pvt. Ltd.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / M/s. Link Intime India Pvt. Ltd.
12. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Company Secretary/ Registrar of the Company, M/s. Link Intime India Pvt. Ltd., at the Company's Registered Office / Registrar and Transfer Agent's address.



13. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agents. In respect of shares held in demat form, the nomination form may be filed with the respective DP.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to M/s. Link Intime India Pvt. Ltd., for consolidation into a single folio.
15. Non-Resident Indian Members are requested to inform M/s. Link Intime India Pvt. Ltd., immediately of:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
17. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
18. Information and other instructions relating to e-voting are as under:-

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the provisions of Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

The Company has approached CDSL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link **helpdesk.evoting@cdslindia.com** or **www.orbitexports.com**

The e-voting period commences on Tuesday September 27, 2016 at 09:00 AM and ends on Thursday September 29, 2016 at 05:00 PM. During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on the **cut-off** date of September 23, 2016. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 23, 2016, may obtain the login ID and password by sending a request at **evoting@cdslindia.com** or **investors@orbitexports.com**.

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



**PROCEDURE FOR REMOTE E-VOTING:**

- (i) The voting period begins on Tuesday September 27, 2016 at 09:00 AM and ends on Thursday September 29, 2016 at 05:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 23, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non-Individual Shareholders & Custodians:**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate and Custodians respectively.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**ANNEXURE TO NOTICE**

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

Name of the Director	Smt. Anisha Seth
Director Identification Number	00027611
Date of Birth	10-09-1964
Nationality	Indian
Date of Appointment on the Board	27-07-2004
Qualifications	Masters in Management
Brief Profile and nature of their expertise in specific functional areas	Managing the entire business activities of the Company and heading the Ribbon Department and Production Department
Directorships held in other Companies	NIL
Memberships/ Chairmanships of Committees across all other companies	NIL
Shareholding of Director (As on March 31, 2016)	18,90,895 shares
Relation between Directors inter-se	Shri Pankaj Seth, Managing Director is the spouse of Smt. Anisha Seth



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

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

**Item 5:**

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s. Balwinder & Associates, Cost Accountants (Firm Registration No. 000201) as Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2017.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor requires to be ratified by the Members of the Company. Accordingly, ratification of the Members is sought as referred to in the Resolution at Item No.5 of the Notice of the payment of the remuneration amounting to Rs.75,000/- (Seventy Five thousand only) for Cost Audit plus applicable service tax and out of pocket expenses payable to the Cost Auditor for the Financial Year ending March 31, 2017.

**Item 6:**

The Nomination and Remuneration Committee of the Company in its meeting held on May 30, 2016 has recommended to the Board the appointment of Mr. Parth Seth as "General Manager - Marketing – Made-ups & Ribbons Division" of the Company w.e.f. July 1, 2016 on a remuneration of Rs.9,00,000/- p.a. which will include Basic Salary, House Rent Allowance, and other allowances and perquisites as are applicable to his grade of employees in line with the policies of the Company. Accordingly, the Board of Directors in its meeting held on May 30, 2016 has approved the appointment of Mr. Parth Seth as "General Manager - Marketing – Made-ups & Ribbons Division" of the Company w.e.f. July 1, 2016.

Parth Seth has done BSc in Management from London School of Economics and Political Science.

Mr. Pankaj Seth and Mrs. Anisha Seth, being relative, is deemed to be concerned or interested in the said resolution. None of the other Directors are deemed to be concerned or interested in the said resolution.

**Item 7 and 8:**

The provisions of Section 188(1)(e) of the Companies Act, 2013 provides that no Company shall enter into any contract or arrangement with a related party except with the consent of Board of Directors given by a resolution at a meeting of the Board of Directors. Such Related Party Transaction also includes appointment of any agent for purchase or sale of goods, materials, services or property. Mr. Bruce Larry Kieval, a director of the Company is also a director of M/s. Golden Boo Tree Impex Company Limited, a Foreign Company. The said Foreign Company has been acting as an agent / broker / consultant for marketing of Company(s) products in the overseas market. The proposed resolution seeks to obtain approval of members of the Company for payment of brokerage/commission/ consultancy fees to M/s. Golden Boo Tree Impex Company Limited, a Foreign Company upto a sum not exceeding Rs.3 crore (Rupees Three Crores Only) for a period commencing from the conclusion of 33rd Annual General Meeting till conclusion of 34th Annual General Meeting.

The provision of Section 188(3) provide that any contract or arrangement entered into u/s 188(1) may be ratified by the Board or, as the case may be, by the shareholder at the meeting within three months from the date on which such contract or arrangement was entered into.

In light of the provision of the 2013 Act, the Board of Directors of your Company has approved the transactions along with limits that your Company may enter into with its Related Parties (as defined under the 2013 Act).

All prescribed disclosures as required to be given under the provisions of the 2013 Act and the Companies (Meetings of Board and its Powers) Rules, 2014 are given here in below in a tabular format for kind perusal of the members.



MAXIMUM VALUE OF CONTRACT I TRANSACTION (PER ANNUM) WEF OCTOBER 1, 2016				
Transaction defined u/s 188(1) of Companies Act 2013				
Name of the related party	Name of the director or key managerial personnel who is related, if any	Name of the Company with whom transaction will take place	Nature, material terms, monetary value and particulars of the contract or arrangement	Amount (in INR)
Shri Bruce Larry Kieval	Shri Bruce Larry Kieval	M/s. Golden Bo Tree Impex Co. Ltd.	agent/ broker for the purpose of purchase/ sale or supply of any goods or materials	3 crores
Shri Bruce Larry Kieval	Shri Bruce Larry Kieval	Shri Prachya Thongnak	agent/ broker for the purpose of purchase/ sale or supply of any goods or materials	2 crores

- a) Name of the related party and nature of relationship: As provided in table above.
- b) Nature, duration of the contract and particulars of the contract or arrangement:

- 1) Orbit Exports Limited may enter into an Agreement with M/s. Golden Bo Tree Impex Co. Ltd. in which Shri Bruce Larry Kieval is a Director of the Company and Shri Prachya Thongnak, for acting as an agent/ broker/ consultant for the purpose of purchase/ sale or supply of any goods or materials for an amount upto Rs.3 crores and Rs.2 crores respectively. Further the Board of Directors of the Company, at its meeting held on May 30, 2016 has approved the said contract or arrangement subject to the approval of members of the Company.

Members are hereby informed that pursuant to second proviso of section 188(1) of the 2013 Act, no member of the company shall vote on such special resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Board of Directors of your Company has approved this item in the Board Meeting held on May 30, 2016 and recommends the resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution.

Except Mr. Bruce Larry Kieval, none of the Promoters, Directors and KMP's and their relatives are concerned or interested in the resolution

**Item 9:**

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors in their meeting held on May 30, 2016 has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financial or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in the Notice for approval of the Members.

**By order of the Board of Directors**

Place: Mumbai  
Dated: May 30, 2016

**Pankaj Seth**  
**Managing Director**

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





**Regd. Office:-** 122, Mistry Bhavan, 2nd Floor,  
Dinshaw Wachha Road, Mumbai - 400020  
CIN: L40300MH1983PLC030872  
Email:investors@orbitexports.com; website: www.orbitexports.com;  
Phone: +91-22-66256262; Fax: +91-22-22822031

## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

### Sequence No.

Name and Address of the Shareholder :  
Email Id :  
Registered Folio No./DP ID & :  
Client ID :  
No. Shares held :

I/We, being the member (s) of ..... shares of Orbit Exports Limited, hereby appoint :

- Name: ..... Of .....  
E-mail id ..... Signature.....or failing him/her
- Name: ..... Of .....  
E-mail id ..... Signature.....or failing him/her
- Name: ..... Of .....  
E-mail id ..... Signature.....or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Friday, September 30, 2016 at 04:00 P.M. at Babasaheb Dahanukar Sabhagriha, C/o. Maharashtra Chamber of Commerce, Industry & Agriculture, Orion House, 6th Floor, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions No	Resolutions	For	Against
1.	To consider and adopt: (a) the audited financial statement of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2016.		
2.	Declaration of Final Dividend on Equity Shares		
3.	Appoint a Director in place of Smt. Anisha Seth, who retires by rotation and being eligible has offered herself for re-appointment.		
4.	Ratification of Appointment of Statutory Auditors.		
<b>Special Business</b>			
5.	Ratification of the Remuneration of the Cost Auditors of the Company for Financial Year 2016-2017.		
6.	Appointment of Mr. Parth Seth as General Manager – Marketing – Made ups and Ribbon Division w.e.f July 01, 2016.		
7.	Payment of Consultancy Fees/ Commission/ Brokerage not exceeding 3 Crore to M/s. Golden Boo Tree Impex Company Limited in which Mr. Bruce Larry Kieval, Director of the Company is interested as Director.		
8.	Payment of Consultancy Fees/ Commission/ Brokerage not exceeding 2 Crore to Mr. Prachya Thongnak, son of Mr. Bruce Larry Kieval, Director of the Company.		
9.	Fixation of charges under section 20 of the Companies Act 2013 for providing documents to any Shareholder of the Company through particular mode		

Signed this..... day of..... 2016

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Affix  
Revenue  
Stamp

### Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- A Proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*\* This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.