



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 37th Annual General Meeting of the Members of **ORBIT EXPORTS LIMITED** will be held on **Monday, September 28, 2020 at 03.00 p.m** by way of Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt:
 - a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020, the Reports of the Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Report of Auditors thereon.
2. To appoint a Director in place of Mr. Varun Daga (DIN: 01932805), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. G.M. Kapadia & Co, Chartered Accountants (Firm Registration No: 104767W) as the Statutory Auditors and pass the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (as amended) and pursuant to the recommendation of Audit Committee and subject to the approval of Members in the General Meeting, consent of the Board be and is hereby accorded for re-appointment of M/s. G.M. Kapadia & Co., Chartered Accountants (Firm Registration No: 104767W) as Statutory Auditors of the Company from conclusion of this 37th Annual General Meeting till the conclusion of 42nd Annual General Meeting of the Company to be held to consider the approval of Financial Statements for the F.Y. 2024-2025 at such remuneration as may be mutually agreed between the Board of Directors and Auditors."

SPECIAL BUSINESS:

4. Ratification of remuneration of Cost Auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of Members be and is hereby accorded for the payment of remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand Only) per annum plus applicable tax rate and out of pocket expenses that may be incurred during the course of audit to M/s. Balwinder & Associates, Cost Accountants (Firm Registration No. 000201), re-appointed as Cost Auditor, by the Board of Directors of the Company on the recommendation of Audit Committee, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2021, be and is hereby confirmed, approved and ratified.

RESOLVED FURTHER THAT the Board of Directors and/or key managerial personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution."

5. Appointment of Mrs. Chetna Manish Malaviya (DIN: 07300976) as an Independent Director.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Nomination and Remuneration Committee, Mrs. Chetna Manish Malaviya (DIN: 07300976), who was appointed as an Additional Director and designated as Independent Director of the Company by the Board of Directors at their Meeting held on June 22, 2020 in terms of Section 161 of the Companies Act, 2013, with effect from June 22, 2020 and meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Rules made thereunder and Regulation 16(1) (b) of SEBI(LODR) Regulations, 2015, "as amended" and who has submitted the declaration of independence and in respect of whom the Company has received a notice in writing in accordance with the Section 160 of the Companies Act, 2013 from a Member proposing



her candidature for the office of Independent Director, be and is hereby appointed as a Woman Independent Director of the Company, whose office shall henceforth not be liable to retire by rotation and to hold office for a term of upto Five (5) consecutive years with effect from June 22, 2020 upto and including June 21, 2025.

RESOLVED FURTHER THAT the Board of Directors and/or key managerial personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution."

6. Re-appointment of Mr. Pardeep Khosla (DIN: 06926523) as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Section 149,150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination and Remuneration Committee, Mr. Pardeep Khosla (DIN:06926523), Non-Executive & Independent Director, whose period of office expires on ensuing AGM, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment for the next term as per the Act and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing in accordance with Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, whose office shall henceforth not be liable to retire by rotation and to hold office for a term of Five (5) consecutive years effective from September 28, 2020 upto and including September 27, 2025.

RESOLVED FURTHER THAT the Board of Directors and/or key managerial personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution."

7. Approval for entering into Material Related Party Transactions with Rainbow Line Trading L.L.C.,an Associate Company

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

"RESOLVED THAT pursuant to the provisions of Sections 2(76), 188 and any other applicable provisions of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014 and the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members of the Company be and is hereby accorded for entering into Material Related Party Transactions with Rainbow Line Trading L.L.C., an Associate Company, for sale of goods upto a sum not exceeding ₹ 7,500 Lakhs during the Financial Year 2021-22 in the Ordinary Course of business at Arm's Length Basis.

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

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

By order of the Board of Directors

Place: Mumbai
Date: August 12, 2020

Neha Devpura
Company Secretary

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



NOTES:

1. In the view of massive outbreak of COVID-19 pandemic, social distancing is a norm to be followed and Ministry of Corporate Affairs vide its General Circular No. 20/2020 dated May 05, 2020, read with Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and SEBI vide its Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ('hereinafter collectively referred to as Circulars'), permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 ("Act") read with the said Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has decided to convene its ensuing 37th AGM through VC/ OAVM.
2. **Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.**
3. The relevant details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") in respect of Directors seeking appointment/re-appointment at this AGM is annexed to this Notice.
4. Institutional/Corporate Members (i.e. other than Individuals / HUF, NRI, etc.) intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to skjaincs1944@gmail.com with a copy marked at investors@orbitexports.com and to the RTA at instameet@linkintime.co.in.
5. Facility of joining the AGM through VC /OAVM shall open Fifteen (15) minutes before the time scheduled for the AGM and the Members can join the AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first serve basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. 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.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website- www.orbitexports.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. Pursuant to the Circulars mentioned above, the Company has not printed the Annual Reports and hence no hard copies of the Annual Report will be provided.
9. Members who have not registered their e-mail addresses so far are requested to register the same for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically at the website of Link Intime India Pvt Ltd ("RTA" or "Link Intime") in the following manner:
 - a. Log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in
 - b. Click on the "Investor Services" section;
 - c. Click on the "Email/ Bank Detail Registration";
 - d. Select the Company name <Orbit Exports Limited> from the drop down list;
 - e. Enter the details of Folio No./ DP/Client ID (as may be applicable);
 - f. In case of physical shares, Members will be prompted to provide details like, Name, Certificate No., PAN, Mobile No., Email Id, etc.;



Note:

Members can also update their Bank Details by uploading necessary documents and submitting the same.

In the case of shares held in dematerialized mode, Members may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

10. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 4, 5, 6 and 7 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of a Directors seeking re-appointment at this AGM are also annexed.
11. The Company has notified closure of Register of Members and Share Transfer Books from **September 22, 2020 to September 28, 2020** (both days inclusive) for the purpose of the Annual General Meeting of the Company.
12. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to convert their holdings to dematerialized form. Members can contact the Company or Link Intime for assistance in this regard.
13. Members are requested to:
 - a) intimate to RTA, changes, if any, in their registered address, in case of shares in physical form;
 - b) intimate to the respective DP, changes, if any, in their registered addresses, in case of shares held in dematerialized form;
 - c) quote their folio number/Client ID/ DP ID in all correspondence.
 - d) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names;
 - e) Register their PAN with DPs, in case of shares held in demat form and in case of shares held in physical form, as directed by SEBI.
14. Members are requested to note that SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the 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/Link Intime.
15. Non-Resident Indian Members are requested to inform Link Intime India Pvt. Ltd. / respective DPs, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
16. The Register of Directors and KMP's and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which directors are interested under Section 189 of the Companies Act, 2013 and other relevant documents referred in the accompanying Notice and Explanatory Statements will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investors@orbitexports.com
17. Members, desiring any information relating to the accounts, are requested to write to the Company atleast 48 hours before the AGM so as to enable the management to keep the information ready for responding at the AGM.
18. Pursuant to Sections 124 and 125 and other relevant provisions of the Act, and Investor Education and Protection Fund ('IEPF') Authority (Accounting Audit, Transfer and Refund) Rules, 2016 as amended from time to time the dividend which remains unpaid/unclaimed for a period of Seven (7) years from the date of transfer to the unpaid/unclaimed dividend account of the Company is required to be transferred to the Investor Education and Protection Fund ('IEPF') of the Central Government. The unclaimed dividend for the Financial Year 13-14 and all subsequent years must be



claimed as early as possible, failing which it would be transferred to IEPF as per the (tentative) dates mentioned herein below.

Sr. No.	Financial Year	Date of Declaration of Dividend	Due Date to transfer of IEPF
1.	2013-14 Interim Dividend	05-Feb-2014	11-Mar-2021
2.	2013-14 Final Dividend	10-Jul-2014	12-Sep-2021
3.	2014-15 Interim Dividend	05-Nov-2014	09-Jan-2022
4.	2014-15 Final Dividend	24-Aug-2015	26-Oct-2022
5.	2015-16 Interim Dividend	10-Feb-2016	16-Mar-2023
6.	2015-16 Final Dividend	30-Sep-2016	02-Dec-2023
7.	2016-17 Interim Dividend	25-Jan-2017	27-Mar-2024
8.	2016-17 Final Dividend	11-Sep-2017	15-Nov-2024
9.	2019-20 Interim Dividend	06-Mar-2020	10-Apr-2027

The Members are requested to encash their Dividend Warrants for these years, if not already done.

In view of the outbreak of COVID-19 pandemic in India, the Company was unable to send individual notices to those Members whose dividend amounts from the FY 2012-13 (Final Dividend) remained unpaid/ unclaimed who have not claimed their dividend for Seven (7) consecutive years or more in accordance with the IEPF Rules. However, the Company had published Newspaper Notice regarding the same, in English daily and a Marathi daily. The Company has uploaded the details of such Members and their shares due for transfer to the IEPF Authority on its website www.orbitexports.com under the heading "IEPF" to enable such Members to verify the details of their unencashed dividends and the shares liable to be transferred to the IEPF Authority.

Members are requested to note that no claim shall lie against the Company in respect of any shares/ dividend so transferred to the IEPF Authority.

As per Section 124(5) of the Companies Act, 2013, the Company has transferred the shares of those shareholders whose dividend remained to be encashed/claimed for seven consecutive years or more. The details of such shareholders have been uploaded on the Company's website under the heading "IEPF".

Members who wish to claim dividends, which remained unclaimed, are requested to correspond to the Company at investors@orbitexports.com. The Members/ Claimants whose unclaimed shares and dividend has been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) alongwith requisite fee as decided by it from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per IEPF Rules.

19. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to Link Intime, in the prescribed Form SH-13 for this purpose. Blank forms will be supplied on request. In case of shares held in Demat form, the nomination has to be lodged with their Depository Participants.
20. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the aforesaid Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Link Intime India Pvt Ltd for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as e-voting during the AGM will be provided by Link Intime.
21. The Board of Directors of the Company had appointed S.K. Jain & Co., Company Secretaries (COP: 3076) as the Scrutinizers to scrutinize the remote e-voting process in a fair and transparent manner.
22. The e-voting period commences on **September 25, 2020 at 10.00 A.M** and ends on **September 27, 2020 at 05:00 P.M.** During this period Members 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 Member, the Member shall not be allowed to change it subsequently.
23. 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 21, 2020**.



24. Members are requested to send all communications relating to shares, unclaimed dividends, change of address, etc. to the Registrar & Share Transfer Agent of the Company, at their address: M/s. Link Intime India Private Limited, C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai 400 083 or at rnt.helpdesk@linkintime.co.in.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The e-voting period commences on **September 25, 2020 at 10.00 AM** and ends on **September 27, 2020 at 05:00 PM**. During this period Members’ 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 Members, the Members 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 21, 2020**. 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 21, 2020, may obtain the login ID and password by sending a request at insta.vote@linkintime.co.in or calling on 022-49186000.

The instructions for shareholders voting electronically are as under:

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

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under ‘Shareholders’ section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
 - a. **Shareholders/ Members holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders/ Members holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders/ Members holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No. + Folio Number registered with the Company
5. Your Password details are given below:

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

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

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

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



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

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

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

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

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

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

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for Shareholders/ Members:

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

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

- During the voting period, Shareholders/ Members can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders/ Members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the Shareholders/ Members have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.



4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- 1) Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/ OAVM shall open Fifteen (15) minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.
- 2) Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of Fifteen (15) minutes from the scheduled time of the Annual General Meeting. Members with > 2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors, etc. may be allowed to the Meeting without restrictions of first come first serve basis. Members can log in and join Fifteen (15) minutes prior to the schedule time of the Meeting and window for joining shall be kept open till the expiry of Fifteen (15) minutes after the schedule time.
- 3) Members will be provided with InstaMeet facility wherein they shall register their details and attend the Annual General Meeting as under:
 - a) Open the internet browser and launch the URL for InstaMeet at <https://instameet.linkintime.co.in>.
 - b) Select the "**Company**" and '**Event Date**' and register with your following details: -
 - i. Demat Account No or Folio No: Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
 - ii. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - iii. Mobile No.: Enter your mobile number.
 - iv. Email ID: Enter your email id, as recorded with your DP/Company.
 - c) Click "Go to Meeting"



Note:

Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience. Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Please refer the instructions for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

In case the Members have any queries or issues regarding e-voting, they can write an e-mail to instameet@linkintime.co.in or Call on 022-49186175.

INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

1. Members who would like to express their views/ask questions during the meeting must register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, e-mail id, mobile number at investors@orbitexports.com from September 21, 2020 to September 24, 2020
2. Members will get confirmation on first cum first basis depending upon the provision made by the client.
3. Members will receive "speaking serial number" once they mark attendance for the Meeting.
4. Other Members may ask questions to the panellist, via active chat-board during the Meeting.
5. Members should remember quoting serial number and starting conversation with panellist by switching on video mode and audio on their respective device.

Note:

Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the Meeting.

Members are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Members who would like to ask questions, may send their questions in advance mentioning their name, demat account number/ folio number, e-mail id, mobile number at investors@orbitexports.com. The same will be replied by the Company suitably.



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

Item No. 4

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s. Balwinder & Associates, Cost Accountants (Firm Registration No. 000201), as Cost Auditors to conduct the audit of the cost accounts maintained by the Company to conduct the audit of the cost records of the Company for the Financial Year 2020-21.

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. 4 of the Notice of the payment of the remuneration amounting to ₹ 75,000/- (Rupees Seventy Five Thousand Only) for Cost Audit plus applicable tax rate and out of pocket expenses payable to the Cost Auditor for the Financial Year 2020-21.

None of the Directors or their Relatives or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution set out under Item no.4 of the Notice.

The Board recommends the resolution set forth in Item no.4 of the Notice for the approval of the Members.

Item No 5:

On recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company on June 22, 2020 appointed Mrs. Chetna Manish Malaviya (DIN: 07300976) as an Additional Women Director of the Company. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") Mrs. Chetna Manish Malaviya holds office upto the date of the ensuing Annual General Meeting.

In terms of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), as amended from time to time, Mrs. Chetna Manish Malaviya, is eligible for appointment as an Independent Director of the Company for a term of Five (5) years from June 22, 2020 upto and including June 21, 2025, not liable to retire by rotation.

The Company has received a notice in writing under Section 160(1) of the Act, from a Member proposing the candidature of Mrs. Chetna Manish Malaviya, for the office of Independent Director of the Company.

Mrs. Chetna Manish Malaviya is a MBA in HR from Pune University and is currently associated with Edelweiss Rural & Corporate Services Limited as Senior Vice President- Employee Relations. She has more than 23 years of experience in the field of HR Management. She is a certified Emotional Intelligence Coach, Hogan practitioner, MBTI certified and a DISC profiler. She is recognized and respected for her contributions as a practitioner, consultant, coach and thought leader in the field of Organization Development, Human Resources Management and People risk.

Her insights through Strategic Talent review discussions has helped Edelweiss make Critical Talent decisions in the areas of succession management, promotion, and selection. As head of Employee Relations she has helped set up the People Risk framework and advisory on all people related matters for the group.

The Company is confident that her vast experience in Human Resource management and employee relations will add immense value to the Company.

The Company has received from Mrs. Chetna Manish Malaviya, a declaration in prescribed Form DIR-8 to the effect that she is not disqualified from being appointed as Director in terms of Section 164 of the Act, her consent to act as Director in prescribed Form DIR-2 and her disclosure of interest in prescribed form MBP-1 and declaration that she meets the criteria of Independence.

The Board confirms that Mrs. Chetna Manish Malaviya fulfills the conditions for re-appointment as an Independent Director as specified in the Companies Act, 2013, the rules framed thereunder and the Listing Regulations and that she is independent of the management of the Company. Copy of draft appointment letter setting out the terms and conditions of her appointment are available for inspection by the Members in electronic mode.

The information under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings is provided in the annexure which forms a part of Notice.

None of the other Directors, Key Managerial Personnel and relatives thereof, are in any way concerned or interested, except Mrs. Chetna Manish Malaviya and his relatives in the resolution at Item No. 5 of this Notice.

The Board recommends passing of the Ordinary Resolution at Item no. 5 of the Notice for the approval of the Members.



Item No 6:

The Members of the Company had appointed Mr. Pardeep Khosla (DIN: 06926523) as an Independent Director of the Company at 32nd Annual General Meeting for a term of 5 years upto the conclusion of the 37th Annual General Meeting of the Company to be held in the calendar year 2020. In accordance with Section 149 (10 & 11) of the Companies Act, 2013 an Independent director shall hold office for a term up to Five (5) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in the Board's Report.

Mr. Pardeep Khosla was appointed as an Independent Director of the Company, in accordance to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("the Listing Regulations") at the 32nd Annual General Meeting of the Company held on August 24, 2015 for a term of Five (5) consecutive years i.e. upto the conclusion of the 37th Annual General Meeting of the Company.

Since, Mr. Pardeep Khosla, has completed one term as an Independent Director of the Company, he is eligible for re-appointment for one more term. Mr. Khosla has a degree in M.A. (History), Masters in Science in Physics stream and has Post Graduation Diploma in Computer Management. He is also a Certified Associate of Indian Institute of Bankers and is a Graduate Member of AIMA. He has attended various other trainings in Banking and Management. He has more than three decades experience in Banking & Finance Industry and has been associated with State Bank of India for over three decades at various top level positions. His vast experience in the Banking & Finance field adds immense value to the Company.

Further, based on the Performance Evaluation of the Independent Directors, conducted by the entire Board on various parameters, the Nomination and Remuneration Committee have recommended re-appointment of Mr. Pardeep Khosla for the second term of Five (5) years and that he shall not be liable to retire by rotation.

Mr. Pardeep Khosla is not disqualified from being appointed as Director in terms of Section 164 of the Act and any other applicable law prescribed by Securities and Exchange Board of India. Declaration has been received from Mr. Pardeep Khosla that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations.

The Board confirms that Mr. Pardeep Khosla fulfills the conditions for re-appointment as an Independent Director as specified in the Companies Act, 2013, the rules framed thereunder and the Listing Regulations and that he is independent of the management of the Company.

Further, the Company has also received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 from a Member proposing his candidature for re-appointment as an Independent Director. Copy of draft appointment letter setting out the terms and conditions of his re-appointment are available for inspection by the Members in electronic mode.

The information under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings is provided in the annexure which forms a part of Notice.

None of the other Directors, Key Managerial Personnel and relatives thereof, are in any way concerned or interested, except Mr. Pardeep Khosla and his relatives in the resolution at Item No. 6 of this Notice.

The Board recommends passing of the Special Resolution at Item no. 6 of the Notice for the approval of the Members.

Item No. 7

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

Considering the repetitive nature of sales transactions carried out with M/s. Rainbow Line Trading L.L.C., U.A.E., the Board of Directors of the Company at its Meeting held on August 12, 2020 and on recommendation of Audit Committee approved execution of the sales transaction with M/s. Rainbow Line Trading L.L.C., upto a sum of not exceeding ₹ 7,500 Lakhs during the FY 2021-22 subject to approval of Members of the Company.

The said Related Party Transaction is a Material Related Party Transaction within the meaning of Regulation 23 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as the amount of transactions to be entered in the Financial Year 2021-22 is likely to exceed 10% of the Annual Consolidated Turnover of the Company as per latest Audited Financial Statements and requires approval of the Members under Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under First Proviso to Sub Section (1) of Section 188 of the Companies Act, 2013.

None of the other Directors, Key Managerial Personnel and relatives thereof, are in any way concerned or interested, in the resolution at Item No. 7 of this Notice.

The Board recommends passing of the Ordinary Resolution at Item no. 7 of the Notice for the approval of the Members.

**ANNEXURE TO THE NOTICE****Details of the Directors seeking re-appointment at the 37th Annual General Meeting**

{In pursuance of Regulation 26(4) & Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)}

Nature of Information	Item No. 02	Item No. 05	Item No. 06
Name of the Director	Mr. Varun Pramod Daga	Mrs. Chetna Manish Malaviya	Mr. Pardeep Khosla
Director Identification Number	01932805	07300976	06926523
Nationality	Indian	Indian	Indian
Date of Birth and Age	02/05/1985 35 years	18/06/1972 48 years	04/05/1953 67 years
Qualifications	Graduate in Commerce	MBA in Human Resources	M.A, M.Sc (Hons.) in Physics, MA History, DCM, CAIIB
Date of first appointment on the Board	26/07/2011	22/06/2020	18/07/2014
Experience and Expertise	Mr. Varun Daga by profession is an Investment Fund Manager and co-founder of Girik Advisors LLP. He is a Commerce graduate and completed his Bachelor of Management Studies in Finance. He has rich experience in Investment Banking.	Profile is already furnished in the explanatory statement attached to the Notice of the Annual General Meeting.	Profile is already furnished in the explanatory statement attached to the Notice of the Annual General Meeting.
Terms and Conditions of Re-appointment	Mr. Varun Daga is re-appointed as a Director of the Company liable to retire by rotation.	Ms. Chetna Manish Malaviya is appointed as an Independent Women Director for Five (5) consecutive years w.e.f. June 22, 2020 to June 21, 2025, not liable to retire by rotation. Independent directors are entitled to sitting fees for attending meetings of the Board & Committees.	Mr. Pardeep Khosla is re-appointed as an Independent Director for Five (5) consecutive years effective from September 28, 2020 upto and including September 27, 2025, not be liable to retire by rotation. Independent directors are entitled to sitting fees for attending meetings of the Board & Committees.
Shareholding in the Company as on March 31, 2020	2,089,705 Equity Shares	NIL	100 Equity Shares
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.	Not related to any Director / Key Managerial Personnel.	Not related to any Director / Key Managerial Personnel.



Directorships of other Boards as on March 31, 2020	Swank Properties Private Limited Girik Advisors LLP	EC Commodity Limited ECAP Equities Limited	Acumedia Consulting Private Limited Eyeskape Medicals Private Limited
Memberships/Chairmanship in other Companies	NIL	NIL	NIL

By order of the Board of Directors

Place: Mumbai
Date: August 12, 2020

Neha Devpura
Company Secretary

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