



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 38th Annual General Meeting of the Members of **ORBIT EXPORTS LIMITED** will be held on **Wednesday, September 29, 2021** at **03:00 p.m.** (IST) 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, 2021 together with 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, 2021 together with the Report of Auditors thereon.
2. To appoint a Director in place of Mrs. Anisha Seth (DIN: 00027611), who retires by rotation and being eligible, offers herself for re-appointment.

3. 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, 2022, 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."

4. Approval of 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 2022-23 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 authorized 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 authorized 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."



5. Approval of Orbit Exports Limited Employees Stock Option Scheme 2021

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

"RESOLVED THAT in accordance with the provisions contained in Memorandum and Articles of Association of the Company and pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and rules made thereunder read with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI ESOP Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") as amended, the Foreign Exchange Management Act, 1999 ("**FEMA**") as amended (including any statutory modification(s) or re-enactment of the Act for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred as "**the Board**") on recommendation of Nomination and Remuneration Committee ("**the Committee**"), consent of Members be and is hereby accorded to the Board, to create, grant, offer, issue and allot at any time to or for the benefit of, such person(s) who are in the employment in the Company, whether working in India or outside India and/ or to the Directors of the Company whether whole –time or not but excluding Independent Director(s) and to such other persons as may be decided by the Board and/ or permitted under Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations 2021, (hereinafter referred to as "**Eligible Employees**") but does not include an employee who is a promoter or a person belonging to the promoter group or a Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity shares of the Company under a Scheme titled "**Orbit Exports Limited - Employees Stock Option Scheme 2021**" (hereinafter referred as the "**ESOP Scheme**" or "**Scheme**"), such number of options convertible into equivalent number of equity shares (or such other number adjusted for change in capital structure or corporate actions in terms of ESOP Scheme as per applicable law) not exceeding 1,000,000 (Ten Lakhs Only) Equity shares of ₹ 10/- each of the Company on the date of Grant of Options under ESOP Scheme, in one or more tranches on such terms and conditions as may be fixed or determined by the Board and / or delegated to the Committee in accordance with the provisions of the Companies Act, 2013 and SEBI Regulations.

RESOLVED FURTHER THAT the Board and/or Nomination and Remuneration Committee be and is hereby authorized to issue and allot Equity shares upon exercise of such options from time to time in accordance with ESOP Scheme and such equity shares shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the shares allotted under the Scheme on the Stock Exchanges as per the provisions of the Listing Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT in case of any Corporate action(s) such as rights issue, bonus issues, stock split, merger and sale of division and others, if any additional stock options are issued by the Board to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, stock options shall be deemed to be increased/adjusted to the extent of such additional options issued

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment of Equity Shares, the Board of Directors be and is hereby authorized on behalf of the Company, to evolve, decide upon and bring in to effect the Scheme and make any modifications, changes, variations, alterations, or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein, to any committee of the Board of Directors, with power to further delegate such powers to any executives/officers of the Company, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as maybe necessary in this regard."

6. Grant of Employee Stock Options to Employees of Subsidiaries

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

"RESOLVED THAT in accordance with the provisions contained in the Memorandum and Articles of Association and pursuant to the provisions of Section 62, and all other applicable provisions, if any, of the Companies Act, 2013



("Act") and rules made thereunder read with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI ESOP Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") as amended, the Foreign Exchange Management Act, 1999 ("**FEMA**") as amended (including any statutory modification(s) or re-enactment of the Act for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed by the Board of Directors of the Company (hereinafter referred as "**the Board**") on recommendation of Nomination and Remuneration Committee (the "**Committee**") consent of the Members of the Company be and is hereby accorded to the Board to extend the benefits of the "**Orbit Exports Limited - Employees Stock Option Scheme 2021**" (hereinafter referred as the "**ESOP Scheme**" or "**Scheme**") referred in Item No. 5 of this notice to the benefit of the permanent employee(s) and directors of any subsidiary company(ies) of the Company whether in or outside India, as may be permissible under the Regulations from time to time, subject to the overall limits specified under the Scheme.

RESOLVED FURTHER THAT the Board and/or Nomination and Remuneration Committee be and is hereby authorized to issue and allot Equity shares upon exercise of such options from time to time in accordance with ESOP Scheme and such equity shares shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the shares allotted under the Scheme on the Stock Exchanges as per the provisions of the Listing Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT in case of any Corporate action(s) such as rights issue, bonus issues, stock split, merger and sale of division and others, if any additional stock options are issued by the Board to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, stock options shall be deemed to be increased/adjusted to the extent of such additional options issued.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment of Equity Shares, the Board of Directors be and is hereby authorized on behalf of the Company, to evolve, decide upon and bring in to effect the Scheme and make any modifications, changes, variations, alterations, or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein, to any committee of the Board of Directors, with power to further delegate such powers to any executives/officers of the Company, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as maybe necessary in this regard."

By order of the Board of Directors

Place: Mumbai
Date: September 06, 2021

Neha Devpura
Company Secretary

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



NOTES:

1. In the view of the continuing 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, Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 02/2021 dated January 13, 2021 and SEBI vide its Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 (hereinafter collectively referred to as Circulars), have permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Shareholders 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 38th AGM through VC/ OAVM. The deemed venue for the 38th AGM shall be the Registered Office at 122, 2nd Floor, Mistry Bhawan, Dinshaw Wachha Road, Churchgate, Mumbai – 400020.

2. **A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since the AGM is being held in accordance with the Circulars through (VC), the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and hence the Route Map, Proxy Form and Attendance Slip are not annexed to the Notice. The deemed venue for the 38th AGM shall be the Registered Office of the Company.**
3. Institutional/ Corporate members 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
4. 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 for atleast 1000 members. The large shareholders (i.e. shareholding 2% or more shareholding) Promoters, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 38th AGM without any restriction on account of first-come first-served principle.
5. 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.
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. In compliance with the aforesaid Circulars, 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 and on the website of NSDL at www.evoting.ndsl.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.
8. 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 ("Registrars and Share Transfer Agent" 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.;



- g. In case of shares held in dematerialized form, Members will be prompted to provide details like Name, 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.

9. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 3, 4 and 5 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 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 Director seeking re-appointment at this AGM are also annexed.
10. The Company has notified closure of Register of Members and Share Transfer Books from **September 23, 2021 (Thursday)** to **September 29, 2021 (Wednesday)** (both days inclusive) for the purpose of the Annual General Meeting of the Company.
11. As per Regulation 40(1) 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.
12. Members are requested to:
- intimate to RTA, changes, if any, in their registered address, in case of shares in physical form;
 - intimate to the respective DP, changes, if any, in their registered addresses, in case of shares held in dematerialized form;
 - quote their folio number/Client ID/ DP ID in all correspondence.
 - consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names;
 - 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.
13. 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.
14. Non-Resident Indian Members are requested to inform Link Intime India Pvt. Ltd. / respective DPs, immediately of:
- Change in their residential status on return to India for permanent settlement.
 - 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.
15. 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.
16. Members requiring information on the Audited Financial Statement for the year ended March 31, 2021 are requested to write to the Company on email address investors@orbitexports.com at least seven (7) days before the date of the AGM to enable the Company to furnish the information in suitable manner.
17. 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 14-15 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. | 2014-15 Interim Dividend | 05-Nov-2014 | 09-Jan-2022 |
| 2. | 2014-15 Final Dividend | 24-Aug-2015 | 26-Oct-2022 |
| 3. | 2015-16 Interim Dividend | 10-Feb-2016 | 16-Mar-2023 |
| 4. | 2015-16 Final Dividend | 30-Sep-2016 | 02-Dec-2023 |
| 5. | 2016-17 Interim Dividend | 25-Jan-2017 | 27-Mar-2024 |
| 6. | 2016-17 Final Dividend | 11-Sep-2017 | 15-Nov-2024 |
| 7. | 2019-20 Interim Dividend | 06-Mar-2020 | 10-Apr-2027 |

In accordance with the provisions of Section 124 of the Companies Act, 2013, the Company has transferred the shares of those shareholders whose dividend remained to be encashed/claimed for Seven (7) consecutive years or more. The details of such shareholders have been uploaded on the Company's website under the heading "IEPF". 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.

The Members are further requested to encash their unclaimed/ unpaid dividend for the aforementioned years, if not already done.

Members who wish to claim dividends, which remained unclaimed, are requested to correspond to the Company at investors@orbitexports.com.

In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the website: www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5. The Members are requested to contact RTA in case of any queries on the same.

18. 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.
19. 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 National Securities Depository Limited (NSDL) 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 NSDL.
20. The Board of Directors of the Company had appointed M/s. S.K. Jain & Co., Practising Company Secretaries (COP: 3076) as the Scrutinizers to scrutinize the remote e-voting process in a fair and transparent manner.
21. The Scrutinizer will submit his consolidated Report to the Chairman after the completion of scrutiny and the result of the voting will be declared within Two (2) working days of conclusion of the meeting. The declared results along with the Scrutinizer Report will also be displayed on the website of the Company a www.orbitexports.com and will simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited where Equity shares of the Company are listed.
22. The e-voting period commences on **Sunday, September 26, 2021 at 09.00 A.M (IST)** and ends on **Tuesday, September 28, 2021 at 05:00 P.M. (IST)** 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.
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 at **Wednesday, September 22, 2021**.
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 AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Sunday, September 26, 2021** at **09:00 A.M.** (IST) and ends on **Tuesday September 28, 2021** at **05:00 P.M.** (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. **Wednesday, September 22, 2021** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 22, 2021.


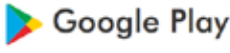


The details of the process and manner for login and remote e-Voting are explained herein below:

Step 1: Access to NSDL e-Voting system

A) LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> |



| | |
|---|--|
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful authentication, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|---|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p> |

B) LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE

Step 1: Log-in to NSDL e-Voting website:

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



5. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

6. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox from evoting@nsdl.com Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

7. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.co.in
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

9. Now, you will have to click on "Login" button.

10. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Casting of your vote electronically and join General Meeting on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".



3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes casted by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to skjaincs1944@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password.

In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 224 430 or send a request to Mr. Amit Vishal at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@orbitexports.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@orbitexports.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained above.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM 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 system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are



requested to click on VC/OAVM link placed under **Join General Meeting** menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.

Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further, Members can use the OTP based login for logging into the e-Voting system of NSDL.

2. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM i.e. 3.15 p.m. (IST) and shall be closed after the expiry of 15 minutes from the end of the AGM.
3. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to grant access to the web cam/camera to enable two way video conferencing.
4. Members are therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. Participants may experience audio/video loss due to fluctuation in their respective networks.
5. During the AGM, the Chairman will announce the start of voting through e-voting facility provided at the AGM.
6. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Assistant Vice President or Ms. Pallavi Mhatre, Manager, NSDL on email ID: evoting@nsdl.co.in or call on Toll-free Nos.: 1800 1020 990 and 1800 224 430.
7. Members who would like to express their views or ask questions during the AGM may post their queries in the window '**Ask Your Question**' by mentioning their name and demat account number/folio number.

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

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, 2021 (9:00 a.m. IST) to September 25, 2021 (5:00 p.m. IST).
2. 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.
3. Members should allow to use camera and are required to use Internet with a good speed to avoid any disturbance during the Meeting.
4. Members are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Note:

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. 3

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 for the Financial Year 2021-22.

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. 3 of the Notice for 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 2021-22.

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.3 of the Notice.

The Board recommends the resolution set forth in Item no.3 of the Notice for the approval of the Members.

Item No 4:

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 Listing Regulations. M/s. Rainbow Line Trading L.L.C., U.A.E. is an Associate of the Company wherein the Company is holding 49% of the stake in the said entity.

The Board of Directors of the Company at its Meeting held on August 13, 2021 and on recommendation of Audit Committee which reviewed the ongoing transactions with M/s. Rainbow Line Trading L.L.C., U.A.E. and subject to approval of Members of the Company, has approved of having sale transactions with M/s. Rainbow Line Trading L.L.C., upto a sum of not exceeding ₹ 7,500 Lakhs during FY 2022-2023.

The said Related Party Transaction is a Material Related Party Transaction within the meaning of Regulation 23 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as the amount of transactions to be entered into together with previous transactions already entered into during the Financial Year 2022-23 is likely to exceed 10% of the Annual Consolidated Turnover of the Company as per last Audited Financial Statements and require approval of the Shareholders under Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under First Proviso to Sub Section (1) of Section 188 of the Companies Act, 2013.

The transactions are in the ordinary course of business and at an Arm's Length basis and therefore have been placed before the Members for their approval. The Members are therefore requested to consider and approve the same.

None of the Directors or their Relatives or Key Managerial Personnel of the Company or their relatives is 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 & 6:

As the shareholders are aware, stock options have been recognized as an effective instrument to attract and retain the key critical talent in an increasing competitive environment.

It is intended by the Nomination and Remuneration Committee and the Board of the Company to roll out an ESOP Scheme primarily to retain and reward key employees who have been consistently performing well by providing them an opportunity to participate in the growth of the Company through owning Equity Shares.

With the above objective, the Board of Directors of the Company [hereinafter referred to as the "Board"], on recommendation of the Nomination and Remuneration Committee ("the Committee"), pursuant to the provisions of Companies Act, 2013 ("Act") and rules made thereunder read with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI ESOP Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended, the Foreign Exchange Management Act, 1999 ("FEMA") as amended (including any statutory modification(s) or re-enactment of the Act for the time being in force) Exchange Board of India (Share Based Employee Benefits), proposed "Orbit Exports Limited - Employees Stock Option Scheme 2021" ("ESOP Scheme" or "Scheme"). The ESOP Scheme has been formulated in accordance with the SEBI ESOP Regulations. The terms and broad framework of the ESOP Scheme has been approved by the Board of Directors of the Company at their meeting held on September 06, 2021.



The salient features, relevant disclosures and details of the ESOP Scheme are as follows:

| | | |
|------|---|---|
| i. | Brief description of the Scheme; | ESOP Scheme is intended to reward, attract, motivate and retain eligible employees and Directors of the Company for their high level of individual performance and for their efforts to improve the financial performance of the Company with the objective of achieving sustained growth of the Company and creation of shareholders' value by aligning the interests of the eligible employees with the long-term interests of the Company. |
| ii. | The total number of options to be granted; | 1,000,000 (Ten Lakhs) Options |
| iii. | Identification of classes of employees entitled to participate and be beneficiaries in the Scheme; | <p>a) Permanent employees of the Company, whether working in India or outside India, and / or to the Directors of the Company, whether whole-time or not but excluding independent director(s) and to such other persons as may be decided by the Board and / or permitted under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 (hereinafter referred to as 'Eligible Employees') but does not include an employee who is a promoter or a person belonging to the promoter group and a director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.</p> <p>b) Permanent employee(s) and Directors of any subsidiary company(ies) of the Company whether in or outside India, as may be permissible under the Regulations from time to time.</p> |
| iv. | Requirements of vesting and period of vesting; | <p>The Options granted shall vest so long as an eligible employee continues to be in the employment of the Company or the Subsidiary Company as the case may be.</p> <p>The Options granted under the Scheme shall vest in Four (4) tranches as under:</p> <p>a) 25% of the options at the end of One (1) year from the date of grant;</p> <p>b) 25% of the options at the end of the Two (2) years from the date of grant;</p> <p>c) 25% of the Options at the end of the Three (3) years from the date of grant; &</p> <p>d) 25% of the Options at the end of the Four (4) years from the date of grant.</p> <p>In any case, the vesting will be subject to completion of One (1) year from the date of the grant.</p> |
| v. | Maximum period(subject to regulation 18(1) and 24(1) of the regulations, as the case may be) within which the options shall be vested | The maximum period within which the options shall be vested would be Five (5) years from the date of grant. |
| vi. | Exercise price; | Exercise price will be such price as may be decided by the Board and / or the Committee and shall have the power to vary the Exercise Price in such a manner so as to ensure that the Scheme remains attractive and beneficial to the Grantees. |
| vii. | Exercise period and process of exercise; | <p>The exercise period of the employees while in employment shall be a period commencing from the date of vesting and shall continue up to completion of One (1) year from the date of respective vesting.</p> <p>Exercise of Vested Options shall take place at the time and place designated by the Committee and shall be by executing such documents as may be required under Applicable Laws to issue the relevant Shares to the Participants, in accordance with the Memorandum and Articles of Association and Applicable Laws.</p> <p>A Vested Option shall be deemed to be exercised only when the Board and/ or the Committee receives a written notice of Exercise and the payment of Exercise Price in accordance with this Scheme from a Participant entitled to Exercise the Vested Option.</p> <p>Exercise Price will be intimated to the Option Holder through the Grant Letter/ Award Agreement. No amount shall be payable at the time of Grant of Options.</p> |



| | | |
|--------|---|---|
| viii. | The appraisal process for determining the eligibility of employees for the Scheme; | The options shall be granted to the employees by the Board / NRC in its absolute discretion, taking into consideration factors such as per performance appraisal, seniority, period of service, the role of the employee, and such other criteria as may be determined by the Board and/ or the Nomination & Remuneration Committee at its sole discretion, from time to time. |
| ix. | Maximum number of options to be issued per employee and in aggregate; | <p>a. Number of employee stock options that may be granted to an eligible employee under the ESOP Scheme shall not exceed 200,000 (Two Lakhs) in aggregate per employee or any such ceiling number of employee stock options as may be determined by the Board within such limit with respect to an individual eligible employee.</p> <p>b. The maximum number of options that can be granted to any eligible single employee during any one-year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant unless otherwise approved by the shareholders.</p> |
| x. | Maximum quantum of benefits to be provided per employee under the Scheme; | The maximum quantum of benefits to be provided per employee shall be equal to the difference between the exercise price and market price as on date of exercise of options. |
| xi. | Whether the Scheme is to be implemented and administered directly by the Company or through a trust; | Scheme to be implemented and administered directly by the Company. |
| xii. | Whether the Scheme(s) involves new issue of shares by the Company or secondary acquisition by the trust or both; | The Scheme involves new issue of shares of the Company. |
| xiii. | The amount of loan to be provided for implementation of the Scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc; | Not Applicable |
| xiv. | Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme; | Not Applicable |
| xv. | Confirmation with accounting policies; | The Company shall confirm to the Accounting Policies specified under the Regulations. |
| xvi. | The method which the company shall use to value its options. | The Company shall use fair value method for the valuation of the options granted. |
| xvi. | Transferability of Stock Options | The Stock Options granted to an eligible employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of a Stock Option holder while in employment, the right to exercise all the Stock Options granted to him/her till such date shall vest in the legal heir(s) or nominee(s) of such Stock Option holder, in accordance with the provisions of the ESOS Scheme. |
| xviii. | Lock-in period, if any | There will be no lock in period. |



| | | |
|------|---|----------------|
| xix. | The following statement, if applicable: 'In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Board's Report | Not applicable |
| xx. | Terms & conditions for buy back, if any, of specified securities covered under the Scheme | Not applicable |

The Equity Shares allotted pursuant to the exercise of the Options shall be listed on the Stock Exchanges where the Company's Equity Shares are listed and necessary applications will be made to those Stock Exchanges in this behalf.

In terms of Regulation 6(1) of SEBI ESOP Regulations, every employee stock option scheme shall be approved by the Members of the Company by passing a special resolution in a General Meeting. Further, as ESOP Scheme entails further issue of shares, consent of the shareholders is required by way of a special resolution pursuant to Section 62(1)(b) of the Act. Accordingly, the Special Resolution set out at Item No. 5 & 6 of this Notice is proposed for approval by the shareholders.

Regulation 6(3)(c) of the SEBI ESOP Regulations requires that a separate resolution is required to be passed if the benefits of the Scheme are to be extended to eligible employees of the Subsidiary Companies.

The Options to be granted under the ESOP Scheme shall not be treated as an offer or invitation made to public for subscription of securities of the Company.

Directors / Key Managerial Personnel of the Company /their relatives who may be granted Options under ESOP Scheme may be deemed to be concerned or interested in the Special Resolution proposed at Item No. 5 & 6 of this Notice.

The Board recommends the resolution set forth in Item no. 5 & 6 of the Notice for the approval of the Members.

**ANNEXURE TO THE NOTICE****Details of the Directors seeking re-appointment at the 38th Annual General Meeting****{In pursuance of 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 |
|--|---|
| Name of the Director | Mrs. Anisha Pankaj Seth |
| Director Identification Number | 00027611 |
| Nationality | Indian |
| Date of Birth and Age | 10/09/1964 57 years |
| Qualifications | Graduate in Economics (Hons) from Delhi University and Masters in Management Studies from NMIMS, Mumbai University. |
| Date of first appointment on the Board | 01/09/2004 |
| Experience and Expertise | Mrs. Anisha Seth has vast experience in textile industry. She leads the production department and holds primary responsibility for systems and execution. She holds the primary responsibility for systems and execution. Her drive to ensure that Orbit follows "Best Practices" adopted by Companies worldwide has ensured an International mindset at Orbit that helps it excel in the market place. |
| Terms and Conditions of Re-appointment | As per the Item No. 2 of the Notice convening this Meeting, Mrs. Anisha Seth is liable to retire by rotation and eligibles herself for re-appointment. |
| Shareholding in the Company as on March 31, 2021 | 40,19,558 Equity shares |
| Relationship with other Directors / Key Managerial Personnel | Spouse of Mr. Pankaj Seth and not related to any other Director/ Key Managerial Personnel. |
| Directorships of other Boards as on March 31, 2021 | Mediaman Multitrade Private Ltd Newvenue Multitrade Private Ltd Orbit Inc. |
| Memberships/Chairmanship in other Companies | NIL |

By order of the Board of DirectorsPlace: Mumbai
Date: September 06, 2021**Neha Devpura**
Company Secretary**Registered Office:-**
122, Mistry Bhavan, 2nd Floor,
Dinshaw Wachha Road,
Churchgate, Mumbai – 400020