

**FORM NO. MGT-13**  
**SCRUTINIZER'S REPORT.**

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman,

NAME OF THE COMPANY	ORBIT EXPORTS LIMITED
MEETING	36 <sup>th</sup> Annual General Meeting
DATE & TIME	Monday, 30 <sup>th</sup> September, 2019 at 04:00 P.M. commenced at 04:05 P.M.
VENUE	Babubhai Chinai Committee Room, 2 <sup>nd</sup> Floor, IMC Building, IMC Marg, Churchgate, Mumbai - 400020

Dear Sir,

I, **Dr. S. K. Jain**, Practicing Company Secretary, was appointed as scrutinizer for polling process at 11, Friend's Union Premises Co-operative Society Ltd, 2nd Floor, 227, P.D' Mello Road, Beside Manama Hotel, Opp. St. George Hospital, Mumbai: 400001, was appointed as Scrutinizer by the Board of Directors of **M/s. ORBIT EXPORTS LIMITED** (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the Meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with the relevant rules under the Companies (Management and Administration) Rules, 2014, as amended ("the Rules") and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned Resolutions proposed at the 36<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on Monday, 30<sup>th</sup> September, 2019 at 04:00 P.M. at Babubhai Chinai Committee Room, 2<sup>nd</sup> Floor, IMC Building, IMC Marg, Churchgate, Mumbai - 400020, I authorised Shri Manoj Kumar Jain, Practising Chartered Accountant as my authorised representative for the purpose of Scrutinizing voting through poll at the Annual General Meeting of the Company as I was out of state, I submit my report as under:

**1. Dispatch of Notice convening the Meeting**



The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., Central Depository Services (India) Limited (CDSL) and National Securities Depositories of India Limited (NSDL) as on 23<sup>rd</sup> August, 2019, it has completed dispatch of the Notice of the AGM as under;

➤ **By Electronic Means:**

On 07<sup>th</sup> September, 2019 the Registrar and Share Transfer Agents sent 5759 e-mails to Shareholders who had registered their email-id's with Depositories/the Company, out of which 532 emails were bounced back and 5227 mails were delivered.

➤ **By Courier:**

On 05<sup>th</sup> September, 2019 the Notice was sent through courier to 2434 Shareholders and on 10<sup>th</sup> September, 2019 to 532 shareholders further 532 copies were sent to those shareholders whose mails were bounced back.

**2. Cut-off Date**

The Voting rights were reckoned as on **Monday, 23<sup>rd</sup> September, 2019** being the cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting and Voting at the Meeting.

**3. Remote e-Voting**

**i. Agency:**

The Company has appointed) Link Intime India Private Limited as the Agency for providing the remote e-Voting platform.

**ii. Remote e-Voting:**

The remote e-Voting platform was open from 10:00 a.m. on Friday, 27<sup>th</sup> September, 2019 upto 5:00 p.m. on Sunday, 29<sup>th</sup> September, 2019 and shareholders were required to cast their votes electronically conveying their assent or dissent or abstain in respect of the Resolutions, on the e-Voting platform provided by Link Intime India Private Limited..

**4. Voting at the AGM**

Members present in person / through authorized representatives	35
Members present but did not participate in Poll as they had exercised their votes through E-Voting-	2
Members present but did not participate in	0



i. Poll and also did not had exercised their votes through E-Voting-	
Members who cast vote through Poll	33

ii. After the time fixed for closing of the poll by the Chairman one ballot box kept for polling was locked in the presence of Mr. Manoj Kumar Jain, authorised representative with due identification mark placed by him.

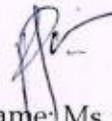
iii. The locked ballot box was subsequently opened in his presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

#### 5. Counting Process:

i. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked at around 05:16 p.m. in presence of two witnesses who were not in the employment of the Company. The ballot box was opened and polling papers were removed and examined.



Name: Ms. Mitali Dedhia



Name: Ms. Pragya Jain

Thereafter, the details of equity shareholders, who voted for or against was extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" or "Abstain" were downloaded from the E-Voting website of Link Intime India Private Limited (<http://linkintime.co.in>)

ii. The combined result of remote E-voting and poll is as under:



## VOTING RESULTS

[Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

<b>Date of the AGM/EGM</b>	30 <sup>th</sup> September, 2019
<b>Total number of shareholders on cut-off date</b>	8138
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	35
<b>Public:</b>	2
	33



**Resolution No. 1**

To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2019, the Reports of the Board of Directors and Auditors thereon; and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Report of Auditors thereon:

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17689283	3811790	21.55	3811790	0	100	0
	Poll		13860892	78.36	13860892	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		17689283	17672682	99.91	17672682	0	100
Public-Institutions	E-Voting	1540	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		1540	0	0	0	0	0
Public- Non Institutions	E-Voting	9692242	4202853	43.36	4202853	0	100	0
	Poll		124496	1.29	124496	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		9692242	4327349	44.65	4327349	0	100
Total		27383065	22000031	80.34	22000031	0	100	0



**Resolution No. 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:

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17689283	3811790	21.55	3811790	0	100	0
	Poll		13860892	78.36	13860892	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		17689283	17672682	99.91	17672682	0	100
Public-Institutions	E-Voting	1540	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		1540	0	0	0	0	0
Public-Non Institutions	E-Voting	9692242	4202853	43.36	4202653	200	99.9952	0.0048
	Poll		124496	1.29	124496	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		9692242	4327349	44.65	4327149	200	99.9990
Total		27383065	22000031	80.34	21999831	200	99.9990	0.001

Note: Votes cast by Directors and Promoters interested in the resolution considered.

excluded and not



Resolution No. 3

To re-appoint Mr. Pankaj Seth as Managing Director:

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17689283	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		17689283	0	0	0	0	0
Public-Institutions	E-Voting	1540	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		1540	0	0	0	0	0
Public- Non Institutions	E-Voting	9692242	4202853	43.36	4202653	200	99.9952	0.0048
	Poll		124496	1.29	124496	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		9692242	4327349	44.65	4327149	200	99.9954
Total		27383065	4327349	15.80	4327149	200	99.9954	0.0046

Note: Votes cast by Directors and Promoters interested in the resolution excluded and not considered.



Resolution No. 4

To re-appoint Mrs. Anisha Seth as a Whole-time Director:

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17689283	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	17689283	0	0	0	0	0	0
Public-Institutions	E-Voting	1540	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	1540	0	0	0	0	0	0
Public- Non Institutions	E-Voting	9692242	4202853	43.36	4202653	200	99.9952	0.0048
	Poll		124496	1.29	124496	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	9692242	4327349	44.65	4327149	200	99.9954	0.0046
Total		27383065	4327349	15.80	4327149	200	99.9954	0.0046

- Note: Votes cast by Directors and Promoters interested in the resolution excluded and not considered.



Resolution No. 5

To appoint Mr. Sunil Ramesh Buch as an Independent Director:

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17689283	3811790	21.55	3811790	0	100	0
	Poll		13860892	78.36	13860892	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		17689283	17672682	99.91	17672682	0	100
Public-Institutions	E-Voting	1540	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		1540	0	0	0	0	0
Public- Non Institutions	E-Voting	9692242	4202853	43.36	4202853	0	100	0
	Poll		124496	1.29	124496	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		9692242	4327349	44.65	4327349	0	100
<b>Total</b>		<b>27383065</b>	<b>22000031</b>	<b>80.34</b>	<b>22000031</b>	<b>0</b>	<b>100</b>	<b>0</b>



• Resolution No. 6

To re-appoint Mr. Saumil Ushakant Marfatia as an Independent Director:

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17689283	3811790	21.55	3811790	0	100	0
	Poll		13860892	78.36	13860892	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		17689283	17672682	99.91	17672682	0	100
Public-Institutions	E-Voting	1540	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		1540	0	0	0	0	0
Public- Non Institutions	E-Voting	9692242	4202853	43.36	4202653	200	99.9952	0.0048
	Poll		124496	1.29	124496	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		9692242	4327349	44.65	4327149	200	99.9954
Total		27383065	22000031	80.34	21999831	200	99.9991	0.0046



• Resolution No. 7

To take approval/ ratification for entering into Material Related Party Transactions with Rainbow Line Trading L.L.C., an Associate Company:

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17689283	3811790	21.55	3811790	0	100	0
	Poll		13860892	78.36	13860892	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		17689283	17672682	99.91	17672682	0	100
Public-Institutions	E-Voting	1540	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		1540	0	0	0	0	0
Public- Non Institutions	E-Voting	9692242	4202853	43.36	4202853	0	100	0
	Poll		124496	1.29	124496	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		9692242	4327349	44.65	4327349	0	100
Total		27383065	22000031	80.34	22000031	0	100	0



**Resolution No. 8**

To ratify the remuneration of Cost Auditors of the Company for the Financial Year ending March 31:

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17689283	3811790	21.55	3811790	0	100	0
	Poll		13860892	78.36	13860892	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		17689283	17672682	99.91	17672682	0	100
Public-Institutions	E-Voting	1540	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		1540	0	0	0	0	0
Public- Non Institutions	E-Voting	9692242	4202853	43.36	4202853	0	100	0
	Poll		124496	1.29	124496	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		9692242	4327349	44.65	4327349	0	100
<b>Total</b>		<b>27383065</b>	<b>22000031</b>	<b>80.34</b>	<b>22000031</b>	<b>0</b>	<b>100</b>	<b>0</b>



**RESULT SUMMARY**

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	To receive, consider and adopt the Audited Financial Statement, the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019	Ordinary Resolution	100	0
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.	Ordinary Resolution	99.9954	0.0046
3.	To re-appoint Mr. Pankaj Seth as Managing Director	Special Resolution	99.9954	0.0046
4.	To re-appoint Mrs. Anisha Seth as a Whole-time Director	Special Resolution	99.9954	0.0046
5.	To appoint Mr. Sunil Ramesh Buch as an Independent Director.	Ordinary Resolution	100	0
6.	To re-appoint Mr. Saumil Ushakant Marfatia as an Independent Director.	Special Resolution	99.9991	0.009
7.	To take approval/ ratification for entering into Material Related Party Transactions with Rainbow Line Trading L.L.C., an Associate Company.	Ordinary Resolution	100	0
8.	To ratify the remuneration of Cost Auditors of the Company for the Financial Year ending March 31.	Ordinary Resolution	100	0

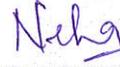


The poll papers and all other relevant records of voting were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,  
Yours Faithfully,



**Dr. S. K. Jain**  
Practicing Company Secretary



Company Secretary

Place: Mumbai

Date: October 01, 2019