



orbit exports ltd.

Regd. Office : 122, Mistry Bhavan, 2nd Floor, Dinshaw Wachha Road, Churchgate, Mumbai - 400 020.

Tel.: +91-22-6625 6262 Fax : +91-22-2282 2031 Email ID : investors@orbitexports.com Website: www.orbitexports.com CIN Number : L40300MH1983PLC030872

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

TO THE MEMBERS OF THE COMPANY,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 including any statutory modification and re-enactment thereof, for the time being in force, and other applicable laws and regulations, that the resolutions appended are proposed to be passed by way of Postal ballot/ e-voting.

The Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof, as required under Section 102 of the Companies Act, 2013, is annexed hereto along with the Postal Ballot Form for your consideration.

In the event the draft Resolutions as set out in the Notice are assented to by the requisite majority by means of Postal Ballot or e-voting (whichever method the Shareholder opts for), they shall be deemed to have been passed as Special Business at an Extra-ordinary General Meeting. The date of the announcement of Result of Postal Ballot shall be considered as the date of passing of the said resolutions.

The Board of Directors of your Company at its Meeting held on December 26, 2016 have appointed Dr. S. K. Jain, Proprietor of S. K. Jain & Co., Practising Company Secretary (FCS: 1473/COP: 3076) as the "Scrutinizer" for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 110 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Electronic Voting (**Remote e-Voting**) facility as an alternative to its Members to cast their votes electronically instead of casting the vote using physical Postal Ballot Form. The Company has engaged Central Depository Services (India) Limited ("**CDSL**"), an Agency authorized by the Ministry of Corporate Affairs ("MCA") for providing e-voting platform. The Procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.

Members have an option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their votes by Postal Ballot are requested to read carefully the instructions printed on the Postal Ballot Form and return the same, completed and signed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours on Sunday, February 5, 2017.

The Scrutinizer will submit his report to the Chairman of the Company or any other Director of the Company or any other officer authorized by the Board of Directors, after completion of scrutiny of physical Postal Ballot Papers/ E-Voting but not later than two days from the date of conclusion of the Postal Ballot process and the Result of the Postal Ballot will be announced at 1:00 p.m (IST) on Tuesday, February 07, 2017 at the Registered Office of the Company located at Mistry Bhavan, 2nd Floor, Dinshaw Wachha Road, Churchgate, Mumbai – 400 020 and shall thereafter be published in the newspapers. The Result of Postal ballot along with the Scrutinizer's Report shall be communicated to the Stock Exchange(s) where the securities of the Company are listed and shall also be displayed at the Registered Office of the Company and hosted on the Company's Website under the Section 'Investor Relations'. Central Depository Services (India) Limited ("**CDSL**") will also display these Results on its website : www.evotingindia.com

SPECIAL BUSINESS:

Item No.1: Re-appointment of Mr. Pankaj Seth (DIN: 00027554), as Managing Director and CEO of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014 (including any Statutory Amendments, modifications or re-enactments thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors and subject to such other approvals as may be required, approval of the Members be and is hereby accorded to the re-appointment of Mr. Pankaj Seth (DIN: 00027554) as the Managing Director and the CEO of the Company for a period of three years with effect from April 01, 2017 to March 31, 2020 upon such terms and conditions including remuneration as set out in the explanatory statement annexed to this notice with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Pankaj Seth.

RESOLVED FURTHER THAT the remuneration payable to Mr. Pankaj Seth shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

Item No: 2: Re-appointment of Mrs. Anisha Seth (DIN: 00027611) as Whole Time Director of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014 (including any Statutory Amendments, modifications or re-enactments thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors and subject to such other approvals as may be required, approval of the Members be and is hereby accorded to the re-appointment of Mrs. Anisha Seth (DIN: 00027611) as the Whole Time Director of the Company for a period of three years with effect from April 01, 2017 to March 31, 2020 upon such terms and conditions including remuneration as set out in the explanatory statement annexed to this notice with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mrs. Anisha Seth.

RESOLVED FURTHER THAT the remuneration payable to Mrs. Anisha Seth shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

Item No.3: Increase in Authorised Share Capital

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

“RESOLVED THAT pursuant to the provisions of Section 61 of the Companies Act, 2013, or any amendment thereto or modification thereof, the Authorised Share Capital of the Company be increased from Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore and Fifty Lakhs only) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs.35,00,00,000/- (Rupees Thirty Five Crores only) divided into 3,50,00,000 (Three Crores and Fifty Lakhs only) Equity Shares of Rs.10/- (Rupees Ten only) each by creation of further 2,00,00,000 (Two Crore only) Equity Shares of Rs.10/- (Rupees Ten only) each.”

Item No.4: Alteration of Capital Clause of Memorandum of Association:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company be and is hereby amended and be substituted by the following:

V. The Authorised Share Capital of the Company is Rs.35,00,00,000/- (Rupees Thirty Five Crores only) divided into 3,50,00,000 (Three Crores and Fifty Lakhs only) Equity Shares of Rs.10/- (Rupees Ten only) each with the rights, privileges and conditions attached thereto as provided by Articles of Association of the Company for the time being in force and to divide the Share Capital of the Company into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate, any such rights, privileges or conditions in such manner as may for time being permitted by the said act or provided by the Articles of Association of the Company for the time being in force.

RESOLVED FURTHER THAT any one Director and / or Company Secretary of the Company be and are hereby jointly and / or severally authorized to sign e-forms, other forms, returns, documents as may be required to be filed with the Ministry of Corporate Affairs, Registrar of Companies and to do all acts, deeds and things necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection.”

Item No.5: Issue of Bonus Shares by way of Capitalisation of Reserves:

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

“RESOLVED THAT

I. pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time, Article 137 (2) of the Articles of Association of the Company and provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subject to such consents and approvals as may be required from the appropriate authorities, the consent of the members be and is hereby accorded to capitalise a sum of Rs.14,43,31,500/- (Rupees Fourteen Crores Forty Three Lakhs Thirty One Thousand and Five Hundred Only) out of the Securities Premium Account / Free Reserves of the Company, as appropriate, for the purpose of issue of Bonus Shares of Rs.10/- (Rupees Ten only) each credited as fully paid-up to the holders of the Equity Shares of the Company in the proportion of 1 (One) Bonus Equity Shares of Rs.10/- (Rupees Ten only) each, for every 1 (One) fully paid-up Equity Shares of Rs.10/- (Rupees Ten only) each held by the member (i.e.1:1) to such member whose name appears on the Register of Members/ List of Beneficial Owners on the “Record Date” and the Bonus Shares so distributed shall for all purpose be treated as an increase in the paid-up share capital of the Company held by each such member, and not as income or in lieu of dividend.

- ii. The new equity bonus shares of Rs. 10/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend (s) to be declared after the bonus shares are allotted.
- iii. No letter of allotment shall be issued to the allottees of the new Equity Bonus Shares and the Share Certificate(s) in respect of the new Equity Bonus Shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the new equity bonus shares will be credited to the demat account of the allottees, who are holding the existing equity shares in demat form.
- iv. The allotment of the new equity bonus shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as may be deemed necessary.
- v. For the purpose of giving effect to the aforesaid resolution, the Board/ Committee of the Board be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including but not limited to settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board/ Committee of the Board in its discretion thinks fit and proper.”

By order of the Board
For **Orbit Exports Limited**

Neha Poddar
Company Secretary

Registered Office:

122, Mistry Bhavan,
2nd Floor, Dinshaw Wachha Road, Churchgate,
Mumbai – 400 020

Place: Mumbai

Date: December 26, 2016

NOTES:

1. The Explanatory Statement as required under Section 102 of the Act, is annexed to this Notice. A Postal Ballot Form for casting the vote by shareholders is also enclosed.
2. The Postal Ballot Notice is being sent to all the Shareholders, whose names appear in the Register of Members / Beneficial Ownership Position maintained by the Depositories i.e National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 30.12.2016.
3. Voting rights shall be reckoned in proportion to the paid up equity shares registered in the name of the Shareholders as on 30.12.2016.
4. Resolutions passed by the shareholders through Postal Ballot and e-voting are deemed to have been passed effectively at a general meeting.
5. In terms of Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is providing the facility to its shareholders to exercise their right to vote by electronic means as an alternative mode of voting which will enable them to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.
6. The Company has appointed Dr. S. K. Jain, Proprietor of S.K. Jain & Co., Practicing Company Secretary as the Scrutinizer, to conduct the postal ballot and e-voting process in a fair and transparent manner.
7. The e-voting would commence on January 07, 2017 at 9:00 A.M. (IST) and end on February 5, 2017 at 05.00 P.M. (IST). During this period, the eligible shareholders of the Company may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter.
8. Shareholders who opt to vote by Postal Ballot shall ensure that the duly completed form should reach the Scrutinizer before 5.00 pm (IST) on February 5, 2017.
9. Any Shareholder who has not received the Postal Ballot Form may write to the Company or Registrar & Share Transfer Agents (RTA) of the Company for obtaining a duplicate / additional form.
10. Shareholders who cast their votes electronically should not vote through ballot paper attached with this notice. However, in case a shareholder votes electronically as well as through ballot paper, the vote cast through ballot paper will be ignored.

11. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evotingindia.com>.
12. The voting rights of the shareholders shall be in proportion to their share of the paid up equity share capital of the Company, as on the Cut-Off date.
13. The date of declaration of the result of the Postal Ballot shall be deemed to be the date of passing of the said resolution.
14. The Scrutinizer shall submit the Scrutinizer's report to the Chairman of the Company or such other officer authorized by the Chairman. Further the result of the Postal Ballot will be announced on Tuesday, February 07, 2017 at 01.00 P.M. (1ST) at the Corporate Office of the Company at Orbit Exports Limited.
15. The results of voting along with the Scrutinizer's Report(s) thereon would be available on the website of the Company (www.orbitexports.com) and on Service Provider's website (<https://evotingindia.com>) immediately after the declaration of the results and would also be communicated simultaneously to the BSE Limited and the National Stock Exchange of India Limited.

The process and manner for remote E-voting are as under:

- (i) The voting period begins on **January 07, 2017 at 9:00 A.M** and ends on **February 05, 2017 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **December 30, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website : www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and 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 the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited (CDSL), 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001, or send an email to helpdesk.evoting@cdslindia.com or call 18002005533.

EXPLANATORY STATEMENT

Annexed to the Notice dated December 26, 2016

Item No.1:

Mr. Pankaj Seth (DIN-00027554), aged 53 years, is the Managing Director of the Company and is having over 29 years of industry experience in the field. He has done masters in management. His current term of appointment as a Managing Director of the Company shall expire on March 31, 2017. He has excellent grasp and thorough knowledge and experience of not only textiles but also of general management. His knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the concerted opinion that for smooth and efficient running of the business, the services of Mr. Pankaj Seth should be available to the Company for further periods. In terms of the provisions of the Companies Act, 2013 and the Articles of Association of the Company, on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors at their meetings held on December 26, 2016, re-appointed him as the Managing Director of the Company for a further period of three years with effect from April 1, 2017 on the remuneration terms as mentioned below. In case, the Company has no profits or its profits are inadequate, then the said remuneration shall be paid in accordance with the provisions of the Companies Act, 2013 read with Schedule-V of the Act. Following are the details of the salary proposed to be paid to Mr. Pankaj Seth, Managing Director.

I. **Remuneration:** Rs.9,00,000/- (Rupees Nine Lakhs only) per month payable monthly.

II. Perquisites and allowances:

1. House Rent Allowance at the rate of 40% of Basic Salary.
2. Medical Reimbursement: Reimbursement of actual medical expenses incurred as per the rules of the Company.
3. Leave Travel Concession/ allowance as per the rules of the Company.
4. Group Medclaim Insurance coverage as per the rules of the Company.
5. Club Fees.

Explanation:

Perquisites shall be evaluated as per Income-Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

III. Others Including Retirals:

1. Gratuity: Gratuity payable to the extent permitted under the Payment of Gratuity Act, 1972.
2. Leave: Leave with full pay or encashment thereof as per the Rules of the Company.
3. The Company shall provide a car with driver for business and personal use.

No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.

The Managing Director shall not be liable to retire by rotation.

Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr. Pankaj Seth.

The Board of Directors recommends the resolution in relation to the re-appointment of Managing Director and CEO, for the approval of the shareholders of the Company.

The Nomination and Remuneration Committee will review and recommend the increment/ revision to the remuneration payable to Mr. Pankaj Seth from time to time. The annual increment will be decided by the Board of Directors of the Company.

Disclosure pursuant to Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 hereinafter referred to as the 'Listing Regulations' and Secretarial Standards on General Meetings (SS-II), with respect to Directors seeking Appointment/Re-appointment at the Annual General Meeting, is annexed to this Notice.

Except Mr. Pankaj Seth and Mrs. Anisha Seth or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors of your Company recommends this Resolution for your approval.

Item No.2:

Mrs. Anisha Seth (DIN-00027611), aged 52 years, is the Whole Time Director of the Company and is having over 23 years of industry experience in the field. She has done masters in management. Her current term of appointment as a Whole Time Director of the Company shall expire on March 31, 2017. She has excellent grasp and thorough knowledge and experience of not only textiles but also of general management. Her knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the concerted opinion that for smooth and efficient running of the business, the services of Mrs. Anisha Seth should be available to the Company for further periods. In terms of the provisions of the Companies Act, 2013 and the Articles of Association of the Company, on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors at their meetings held on December 26, 2016, re-appointed her as the Whole Time Director of the Company for a further period of three years with effect from April 1, 2017 on the remuneration terms as mentioned below. In case, the Company has no profits or its profits are inadequate, then the said remuneration shall be paid in accordance with the provisions of the Companies Act, 2013 read with Schedule-V of the Act. Following are the details of the salary proposed to be paid to Mrs. Anisha Seth, Whole Time Director.

I. Remuneration: Rs.9,00,000/- (Rupees Nine Lakhs only) per month payable monthly.

II. Perquisites and allowances:

1. House Rent Allowance at the rate of 40% of Basic Salary.
2. Medical Reimbursement: Reimbursement of actual medical expenses incurred as per the rules of the Company.
3. Leave Travel Concession/ allowance as per the rules of the Company.
4. Group Mediclaim Insurance coverage as per the rules of the Company.
5. Club Fees.

Explanation:

Perquisites shall be evaluated as per Income-Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

III. Others Including Retirals:

1. Gratuity: Gratuity payable to the extent permitted under the Payment of Gratuity Act, 1972.
2. Leave: Leave with full pay or encashment thereof as per the Rules of the Company.
3. The Company shall provide a car with driver for business and personal use.

No sitting fees shall be paid to the Whole Time Director for attending the meetings of the Board of Directors or Committees thereof.

Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mrs. Anisha Seth.

The Board of Directors recommends the resolution in relation to the re-appointment of Whole Time Director, for the approval of the shareholders of the Company.

The Nomination and Remuneration Committee will review and recommend the increment/ revision to the remuneration payable to Mrs. Anisha Seth from time to time. The annual increment will be decided by the Board of Directors of the Company.

Disclosure pursuant to Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 hereinafter referred to as the 'Listing Regulations' and Secretarial Standards on General Meetings (SS-II), with respect to Directors seeking Appointment/Re-appointment at the Annual General Meeting, is annexed to this Notice.

Except Mrs. Anisha Seth and Mr. Pankaj Seth or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors of your Company recommends this Resolution for your approval.

Item Nos. 3 & 4

It is considered desirable that the Share Capital of your Company be enlarged commensurate with the nature and size of your Company including the need to issue further Ordinary Shares to give effect to the recommendation of Bonus Shares as stated in the Resolution under Item No.3.

Article 72 of the Articles of Association of the Company read with Section 61 of the Companies Act, 2013 permits your Company to increase its Share Capital by Ordinary Resolution.

Further, the existing Clause V of the Memorandum of Association of the Company specifies the present Share Capital of your Company and accordingly, substitution of the said Clause is considered necessary to reflect the increased Share Capital.

A copy of the Memorandum and Articles of Association of the Company will be available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on working days up to February 5, 2017.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions.

The Board of Directors of your Company recommends these Resolutions for your approval.

Item No.5:

The Board of Directors of your Company have pleasure in proposing issue of Shares by way of bonus shares by increasing the issued, subscribed and paid-up Share Capital of the Company to a sum not exceeding Rs.28,86,63,000/- (Rupees Twenty Eight Crores Eighty Six Lakhs Sixty Three Thousand only) after capitalizing a sum not exceeding Rs.14,43,31,500/- (Rupees Fourteen Crores Forty Three Lakhs Thirty One Thousand and Five Hundred only) from the Securities Premium Account/ Free Reserves, as appropriate, as per the Audited Financial Statements of the Company for the financial year ended March 31, 2016 and the same is proposed to be applied in paying up in full not exceeding 1,44,33,150 (One Crore Forty Four Lakhs Thirty Three Thousand One Hundred and Fifty only) Ordinary Shares of Rs. 10/- each (Rupees Ten only).

The amount to be capitalized under this Item includes the amount necessary for issue of Bonus Shares upon exercise up to a maximum of 82,000 Options (equivalent to 82,000 Ordinary Shares) by the Optionees in accordance with the Employee Stock Option Scheme of the Company as vested or would vest prior to the Record Date determined by the Board of Directors of your Company for the purpose of issue of Bonus Shares, and shall stand reduced to the extent such Options are not exercised prior to the Record Date.

Consequent upon issue of Bonus Shares, in accordance with the provisions of the Schemes read with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, appropriate adjustments will be made in respect of Options remaining unexercised, whether vested or not, on the Record Date with respect to the number of Options and the Exercise Price.

The fully paid-up Bonus Shares shall be distributed to the Members whose names shall appear in the Register of Members of the Company in respect of shares held in the certificate form, and / or whose names shall appear in the Register of Beneficial Owners as per details to be furnished by the Depositories in respect of shares held in the dematerialized form, as on the Record Date, in the proportion of 1 (One) Bonus Share of Rs.10/- (Rupees Ten only) each for every existing 1 (One) fully paid-up Ordinary Shares of Rs.10/- (Rupees Ten only) each held by them respectively on the Record Date.

The Directors and Key Managerial Personnel of your Company and their relatives are interested in this Resolution to the extent of their respective holdings of shares and/ or Options in the Company.

The Board of Directors of your Company recommends this Resolution for your approval.

**By order of the Board
For Orbit Exports Limited**

**Neha Poddar
Company Secretary**

Registered Office:

122, Mistry Bhavan,
2nd Floor, Dinshaw Wachha Road, Churchgate,
Mumbai – 400 020

Place: Mumbai

Date: December 26, 2016

Profile of Directors seeking re-appointment pursuant to Secretarial Standards on General Meeting (SS-II) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Mr. Pankaj Seth	Mrs. Anisha Seth
Director Identification Number (DIN)	00027554	00027611
Date of Birth / Age	November 13, 1963 / 53 years	September 10, 1964 / 52 years
Date of first Appointment	July 27, 2004	July 27, 2004
Expertise in specific functional area	Vast experience in Marketing of textiles and experience in General Management	Vast experience in production, operation, trading and export of fancy fabrics and overall experience in General Management
Qualification	1. Masters in Management	1. Masters in Management
Shareholding in the Company	56,41,593 Equity Shares i.e. 39.31%	1890895 Equity Shares i.e. 13.18%
Relationship with Other Director/ KMPs	Mrs. Anisha Seth (Spouse)	Mr. Pankaj Seth (Spouse)
No. of Board meetings held during the tenure and attended by the Director during FY 15-16	7 / 7	6 / 7
Directorship in other Companies	None	1. Mediaman Multitrade Pvt. Ltd.
Chairman/ Member of the Committees of the Board of Directors of the Company	Chairman: Board of Directors and Corporate Social Responsibility Committee – Orbit Exports Limited; Member: Stakeholders' Relationship Committee and Nomination and Remuneration Committee – Orbit Exports Limited	Chairman: None – Orbit Exports Limited; Member: Corporate Social Responsibility Committee – Orbit Exports Limited
Chairman/ Member in the Committees of the Boards of other companies	None	None



orbit exports ltd.

Regd. Office: 122, Mistry Bhavan, 2nd Floor, Dinshaw Wachha Road, Churchgate, Mumbai – 400 020;
Email: investors@orbitexports.com; Ph.: 022-66256262; Fax: 022-23756599; website:www.orbitexports.com;
CIN: L40300MH1983PLC030872

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this form)

Sr.No.:

Name and Registered Address of the sole / first named Member :

Name(s) of Joint-Holder(s), if any :

Registered Folio No./ DP ID No.*/ Client Id No.>(*applicable to investors holding shares in demat form) :

Number of Shares held :

I / We hereby exercise my / our vote in respect of the following Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated December 26, 2016 of the Company by conveying my/our assent or dissent to the said resolutions by placing the tick (✓) mark in the appropriate boxes given below:

Item No.	Description	No. of shares held	I / We assent to the resolution (FOR)	I / We dissent from the resolution (AGAINST)
1.	Special Resolution for re-appointment of Mr. Pankaj Seth (DIN: 00027554), as Managing Director and CEO of the Company.			
2.	Special Resolution for re-appointment of Mrs. Anisha Seth (DIN: 00027611) as Whole Time Director of the Company.			
3	Ordinary Resolution for increase in the Authorised Share Capital of the Company.			
4.	Special Resolution for alteration of Capital Clause of the Memorandum of Association of the Company.			
5.	Ordinary Resolution for issue of Bonus Shares in the proportion of 1 (One) Bonus Share of Rs.10/- each for every existing 1 (One) fully paid-up Equity Shares of Rs.10/- each.			

Place :

Date :

Signature of the Member

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evotingindia.com>. The e-voting particulars are set out as follows:

EVSN(E-Voting Sequence Number)	User ID	Password
170105002		

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
January 07, 2017 at 9:00 a.m.	February 05, 2017 at 5:00 p.m.

Notes :

- i. If the voting rights are exercised electronically, there is no need to use this form.
- ii. The last date for the receipt of Postal Ballot Form by the Scrutinizer is **Sunday, February 05, 2017**.

INSTRUCTIONS

1. A member desiring to exercise his/her/its vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy is permitted to be used for the purpose) and send it to the **Scrutinizer, Dr. S.K. Jain, Proprietor of S. K. Jain & Co., Practicing Company Secretary**, in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots if deposited in person or if sent by courier at the expense of the member shall also be accepted.
2. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiatives of Ministry of Corporate Affairs are being sent the Notice of Postal Ballot by e-mail and others are sent by post along with Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website or seek duplicate Postal Ballot Form from the Registrar & Share Transfer Agent, M/s. Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078, fill in the details and send the same to the Scrutinizer not later than 5:00 p.m. on February 05, 2017.
3. A Member may vote through electronic mode as per the instructions for e-voting provided in the notice. The members can opt for only one mode of voting i.e. either through Postal Ballot Form or e-voting. In case of receipt of vote by both the modes, vote cast through e-voting shall prevail and vote cast through Postal Ballot Form shall be treated as invalid.
4. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders. Members cannot appoint a proxy to exercise their voting powers through Postal Ballot.
5. The Postal Ballot Form should be completed and signed by the member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in physical form or dematized form respectively) by the first named member and failing him/ her by the next named Member and so on. Where an authorized representative of a body corporate has signed the Postal Ballot Form, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. A Member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
6. Duly completed Postal Ballot Form should be received by the Scrutinizer not later than **5.00 p.m.** on **Sunday, February 05, 2017**. Postal Ballot Forms received after this date will be strictly treated as if no reply has been received from the member. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
7. The votes should be cast either in favour or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the Form invalid. The consent or otherwise received in any other manner will be rejected.
8. Members are requested not to send any other paper along with Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope addressed to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. The item of business covered by this Postal Ballot will not be transacted at any General Meeting.
10. A member need not use all the votes/ cast the votes in the same way.
11. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.
12. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of the members / beneficial owners as on the cut-off date i.e. **December 30, 2016**.
13. The vote of a Member will be considered invalid on any of the following grounds:
 - a. if the Member's signature does not tally, or if the Postal Ballot Form is not signed as per the process mentioned above;
 - b. if the Member has marked his / her / its vote both 'FOR' and 'AGAINST' in the Postal Ballot Form in such a manner that the aggregate shares voted 'FOR' and 'AGAINST' exceeds the total number of shares held;
 - c. if the ballot paper is received, torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the identity of the Member or the number of votes or as to identify whether the votes cast are in favour or against or inability of the signature to be verified or on one or more of the above grounds.