

FORM NO. MGT-13
SCRUTINIZER'S REPORT.

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 20(4)(xii) & 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,

NAME OF THE COMPANY	ORBIT EXPORTS LIMITED
MEETING	35th Annual General Meeting
DATE & TIME	Wednesday, September 12, 2018 at 04:00 P.M.
VENUE	Babasaheb Dahanukar Sabhagriha, C/o. Maharashtra Chambers of Commerce, Industry & Agriculture, Oricon House, 6th Floor, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400001.

Dear Sir,

I, **Dr. S. K. Jain**, Practicing Company Secretary, 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: 400 001, 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 Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) 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 35th Annual General Meeting of the Equity Shareholders of the Company held on Wednesday, September 12, 2018 at 04:00 P.M. at Babasaheb Dahanukar Sabhagriha, C/o. Maharashtra Chambers of Commerce, Industry



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& Agriculture, Oricon House, 6th Floor, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai – 400001, 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) as on 10th August, 2018, it has completed dispatch of the Notice of the AGM as under;

➤ **By Electronic Means:**

On 10th August, 2018 the Registrar and Share Transfer Agents sent 5822 e-mail to Shareholders who had registered their email- id's with Depositories/the Company, out of which 426 emails were bounced back and 5396 mails were delivered.

➤ **By Courier:**

On 16th August 2018 the Notice was sent through courier to 2747 Shareholders and on 23rd August, 2018 further 426 copies were sent to those shareholders whose mails were bounced back.

2. Cut-off Date

The Voting rights were reckoned as on **Wednesday, September 05, 2018** 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 Central Depository (India) Services Limited (CDSL) as the Agency for providing the remote e-Voting platform.

ii. Remote e-Voting:

The remote e-Voting platform was open from 09:00 a.m. on Sunday, September 09, 2018 upto 5:00 p.m. on Tuesday, September 11, 2018 and shareholders were required to cast their votes electronically



conveying their assent or dissent in respect of the Ordinary Resolutions, on the e-Voting platform provided by CDSL.

4. Voting at the AGM

i.	Members present in person / through authorised representatives-	43
	Members present but did not participate in Poll as they had exercised their votes through E-Voting-	8
	Members present but did not participate in Poll and also did not had exercised their votes through E-Voting-	11
	Members who cast vote through Poll	24

- ii. After the time fixed for closing of the poll by the Chairman one ballot box kept for polling was locked in my presence with due identification mark placed by me.
- iii. The locked ballot box was subsequently opened in my 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: Mr. Yahya Batatawala



Name: Mr. Ankit Jain.

- ii. 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" were downloaded from the E-Voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>)



VOTING RESULTS

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

Date of the AGM/EGM	12 th September, 2018
Total number of shareholders on cut-off date	8556
No. of Shareholders present in the meeting either in person or through proxy:	43
Promoters and Promoter Group:	1
Public:	42

Resolution No. 1

To receive, consider and adopt the audited financial statement and Audited Consolidated Financial Statement for the financial year ended March 31, 2018 and the Reports of the Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018.

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	17790171	17640524	99.1588	17640524	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		17790171	17640524	99.1588	17640524	0	100
Public-Institutions	E-Voting	2126	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		2126	0	0	0	0	0
Public- Non Institutions	E-Voting	10465559	644297	6.1564	644293	4	99.9994	0.0006
	Poll		2098837	20.0547	2098837	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		10465559	2743134	26.2111	2743130	4	99.9999
Total		28257856	20383658	72.1345	20383654	4	99.9999	0.0001



Resolution No. 2

To appoint a Director in place of Mr. Bruce Larry Kieval (DIN: 00335336), an Executive Director who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this Annual General Meeting and being eligible has offered himself for re-appointment:

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	17790171	17640524	99.1588	17640524	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		17790171	17640524	99.1588	17640524	0	100
Public- Institutions	E-Voting	2126	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		2126	0	0	0	0	0
Public- Non Institutions	E-Voting	10465559	644297	6.1564	644293	4	99.9994	0.0006
	Poll		2098837	20.0547	2098837	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		10465559	2743134	26.2111	2743130	4	99.9999
Total		28257856	20383658	72.1345	20383654	4	99.9999	0.0001



Resolution No. 3

To consider and approve reclassification of Promoters of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

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	17790171	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		17790171	0	0	0	0	0
Public-Institutions	E-Voting	2126	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		2126	0	0	0	0	0
Public- Non Institutions	E-Voting	10465559	644297	6.1564	643993	304	99.9528	0.0472
	Poll		2098837	20.0547	2098837	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		10465559	2743134	26.2111	2742830	304	99.9889
Total		28257856	2743134	9.7075	2742830	304	99.9889	0.0111



Resolution No. 4

Ratification of remuneration to the Cost Auditor of the Company for Financial Year 2018-19.

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	17790171	17640524	99.1588	17640524	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		17790171	17640524	99.1588	17640524	0	100
Public- Institutions	E-Voting	2126	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		2126	0	0	0	0	0
Public- Non Institutions	E-Voting	10465559	644297	6.1564	644293	4	99.9994	0.0006
	Poll		2098837	20.0547	2098837	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		10465559	2743134	26.2111	2743130	4	99.9999
Total		28257856	20383658	72.1345	20383654	4	99.9999	0.0001



Resolution No. 5**Approval on Material Related Party Transactions.**

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	17790171	17640524	99.1588	17640524	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		17790171	17640524	99.1588	17640524	0	100
Public- Institutions	E-Voting	2126	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		2126	0	0	0	0	0
Public- Non Institutions	E-Voting	10465559	644297	6.1564	643993	304	99.9528	0.0472
	Poll		2098837	20.0547	2098837	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		10465559	2743134	26.2111	2742830	304	99.9889
Total		28257856	20383658	72.1345	20383354	304	99.9985	0.0015



RESULT SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	To receive, consider and adopt the audited financial statement and Audited Consolidated Financial Statement for the financial year ended March 31, 2018 and the Reports of the Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018.	Ordinary Resolution	99.9999	0.0001
2.	To appoint a Director in place of Mr. Bruce Larry Kieval (DIN: 00335336), an Executive Director who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this Annual General Meeting and being eligible has offered himself for re-appointment.	Ordinary Resolution	99.9999	0.0001
3.	To consider and approve reclassification of Promoters of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special	Special Resolution	99.9889	0.0111



	Financial Year 2018-19.	Resolution		
5.	Approval on Material Related Party Transactions.	Ordinary Resolution	99.9985	0.0015

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,

S.K. Jain



Dr. S. K. Jain
Practicing Company Secretary

For ORBIT EXPORTS LTD.

Neha
Company Secretary

Company Secretary

Place: Mumbai

Date: 14th September, 2018