

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

*[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]*

To,  
The Chairman,  
**ORBIT EXPORTS LIMITED**  
122, 2<sup>nd</sup> Floor, Mistry Bhavan,  
Dinshaw Wachha Road,  
Churchgate, Mumbai - 400020

Dear Sir,

I, **Dr. S. K. Jain**, Practicing Company Secretary, at 11, Friend's Union Premises Co-operative Society Ltd, 2<sup>nd</sup> Floor, 227, P. D' Mello Road, Mumbai- 400001 was appointed as Scrutinizer by the Board of Directors of **Orbit Exports Limited** (the Company) for the purpose of scrutinizing e-Voting process (remote e-Voting pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended 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 37<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on Monday, 28<sup>th</sup> September, 2020 at 03:00 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), submit my report as under:

In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed. The Annual General Meeting ("AGM") of the Company was held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and the voting for items had been transacted as per the Notice to this AGM was only through remote electronic voting process and electronic voting during the AGM, in compliance with applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactments thereof), and the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, in relation to "Clarification on passing ordinary and special resolutions by companies under the Companies Act, 2013 and the rules

made thereunder on account of the threat posed by Covid-19” and General Circular No. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of annual general meeting through video conferencing (VC) or other audio visual means (OAVM)” all issued by the Ministry of Corporate, Government of India (the “MCA Circulars” and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 “(Listing Regulations”) read with Circular dated May 12, 2020 in relation to “Additional relaxations in relation to compliance with certain provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Covid -19 pandemic”. The venue for the AGM was deemed to be held at the Registered office of the Company at 122, 2<sup>nd</sup> Floor, Mistry Bhavan, Dinshaw Wachha Road, Churchgate, Mumbai – 400020.

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

Pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for FY 2019-20 was sent on September 05, 2020, by e-mail to 6413 Shareholders who had registered their email- id’s with Depositories/the Company, out of which 814 emails were bounced back and 5599 mails were delivered. The Notice and Annual Report is also available on company’s website [www.orbitexports.com](http://www.orbitexports.com).

### **2. Cut-off Date**

The Voting rights were reckoned as on **Monday, September 21, 2020** being the cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting.

### **3. e-Voting**

#### **i. Agency:**

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

#### **ii. Remote-Voting:**

The remote e-Voting platform was open from 10:00 A.M. on Friday, September 25, 2020 upto 5:00 p.m. on Sunday, September 27, 2020 and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the e-Voting platform provided by Link Intime India Private Limited.



#### 4. Counting Process:

- i. The vote casted under remote e-Voting facility was thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-Voting and votes tendered therein based on the data downloaded from the Link Intime India Private Limited.



Name: Ms. Dhruvi Karnawat



Name: Ms. Vrushali Shirdhankar

- ii. Thereafter, the details of equity shareholders, who voted for or against was extracted from the list of equity shareholders who voted
- iii. "**For**" or "**Against**" were downloaded from the e-Voting website of Link Intime India Private Limited (<https://www.linkintime.co.in>).
- iv. The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-Voting and at the Meeting on the Resolutions contained in the Notice of the AGM.
- v. My responsibility as Scrutinizer for the remote e-Voting and the voting conducted through electronic voting at the meeting is restricted to submit Scrutinizer's Report of the Votes cast in favour or against the Resolutions.
- vi. Based on the information made available to me, 46 Members have cast their votes through remote e-Voting and 2 Members have cast their votes during the meeting. The AGM was closed at 3:36 p.m.
- vii. The combined result of remote E-voting is as under:



## VOTING RESULTS

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

<b>Company Name</b>	<b>ORBIT EXPORTS LIMITED</b>
<b>Date of the AGM</b>	<b>Monday, September 28<sup>th</sup> 2020</b>
<b>Total number of Shareholders on cut-off date:</b>	8495
<b>No. of shareholders present in the meeting either in person or through proxy</b>	Not Applicable (Meeting was held through VC/OAVM)
<b>No. of shareholders attended the meeting in the meeting through VC/OAVM:</b>	36
Promoters and Promoter Group:	05
Public:	31



### Resolution No. 1

To receive, consider, approve and adopt the Audited (Standalone & Consolidated) Financial Statements of the company for the financial year ended March 31, 2020, together with the Report of Board of Directors and 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	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	18039723	18039723	100	18039723	0	100	0
	Poll		0	0	0	0	0	0
	Total	<b>18039723</b>	<b>18039723</b>	<b>100</b>	<b>18039723</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	9343342	4105076	43.94	4105074	2	100	0
	Poll		0	0	0	0	0	0
	Total	<b>9343342</b>	<b>4105076</b>	<b>43.94</b>	<b>4105074</b>	<b>2</b>	<b>100</b>	<b>0</b>
Total		<b>27383065</b>	<b>22144799</b>	<b>80.87</b>	<b>22144797</b>	<b>2</b>	<b>100</b>	<b>0</b>



## Resolution No. 2

To appoint a Director in place of Mr. Varun Daga (DIN: 01932805), who retires by rotation and being eligible, offers himself for re-appointment.

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)]*10 0	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	18039723	18039723	100	18039723	0	100	0
	Poll		0	0	0	0	0	0
	Total	<b>18039723</b>	<b>18039723</b>	<b>100</b>	<b>18039723</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	9343342	167913	1.80	167547	366	99.78	0.22
	Poll		0	0	0	0	0	0
	Total	<b>9343342</b>	<b>167913</b>	<b>1.80</b>	<b>167547</b>	<b>366</b>	<b>99.78</b>	<b>0.22</b>
Total		<b>27383065</b>	<b>18207636</b>	<b>66.49</b>	<b>18207270</b>	<b>366</b>	<b>100</b>	<b>0</b>



### Resolution No. 3

To appoint M/s. G.M. Kapadia & Co, Chartered Accountants (Firm Registration No: 104767W) as the Statutory Auditors:

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)]*	(7)= [(5)/(2)]*
Promoter and Promoter Group	E-Voting	18039723	18039723	100	18039723	0	100	0
	Poll		0	0	0	0	0	0
	Total	<b>18039723</b>	<b>18039723</b>	<b>100</b>	<b>18039723</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	9343342	4105076	43.94	4105074	2	100	0
	Poll		0	0	0	0	0	0
	Total	<b>9343342</b>	<b>4105076</b>	<b>43.94</b>	<b>4105074</b>	<b>2</b>	<b>100</b>	<b>0</b>
Total		<b>27383065</b>	<b>22144799</b>	<b>80.87</b>	<b>22144797</b>	<b>2</b>	<b>100</b>	<b>0</b>



### Resolution No. 4

Ratification of remuneration of Cost Auditors of the Company.

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)]*	(7)= [(5)/(2)]*
Promoter and Promoter Group	E-Voting	18039723	18039723	100	18039723	0	100	0
	Poll		0	0	0	0	0	0
	Total	<b>18039723</b>	<b>18039723</b>	<b>100</b>	<b>18039723</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	9343342	4105076	43.94	4105074	2	100	0
	Poll		0	0	0	0	0	0
	Total	<b>9343342</b>	<b>4105076</b>	<b>43.94</b>	<b>4105074</b>	<b>2</b>	<b>100</b>	<b>0</b>
Total		<b>27383065</b>	<b>22144799</b>	<b>80.87</b>	<b>22144797</b>	<b>2</b>	<b>100</b>	<b>0</b>



**Resolution No. 5**

Appointment of Mrs. Chetna Manish Malaviya (DIN: 07300976) 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	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	18039723	18039723	100	18039723	0	100	0
	Poll		0	0	0	0	0	0
	Total	<b>18039723</b>	<b>18039723</b>	<b>100</b>	<b>18039723</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	9343342	4105076	43.94	4104910	166	100	0
	Poll		0	0	0	0	0	0
	Total	<b>9343342</b>	<b>4105076</b>	<b>43.94</b>	<b>4104910</b>	<b>166</b>	<b>100</b>	<b>0</b>
Total		<b>27383065</b>	<b>22144799</b>	<b>80.87</b>	<b>22144633</b>	<b>166</b>	<b>100</b>	<b>0</b>



## Resolution No. 6

Re-appointment of Mr. Pardeep Khosla (DIN: 06926523) 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	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	18039723	18039723	100	18039723	0	100	0
	Poll		0	0	0	0	0	0
	Total	<b>18039723</b>	<b>18039723</b>	<b>100</b>	<b>18039723</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	9343342	4105076	43.94	4104710	366	100	0
	Poll		0	0	0	0	0	0
	Total		<b>4105076</b>	<b>43.94</b>	<b>4104710</b>	<b>366</b>	<b>100</b>	<b>0</b>
Total		<b>27383065</b>	<b>22144799</b>	<b>80.87</b>	<b>22144433</b>	<b>366</b>	<b>100</b>	<b>0</b>



**Resolution No. 7**

Approval 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	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)]*10 0	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	18039723	18039723	100	18039723	0	100	0
	Poll		0	0	0	0	0	0
	Total	<b>18039723</b>	<b>18039723</b>	<b>100</b>	<b>18039723</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	9343342	4105076	43.94	4104161	915	100	0
	Poll		0	0	0	0	0	0
	Total		<b>4105076</b>	<b>43.94</b>	<b>4104161</b>	<b>915</b>	<b>100</b>	<b>0</b>
Total		<b>27383065</b>	<b>22144799</b>	<b>80.87</b>	<b>22143884</b>	<b>915</b>	<b>100</b>	<b>0</b>



### RESULT SUMMARY

<b>SR. NO</b>	<b>RESOLUTION</b>	<b>TYPE OF RESOLUTION</b>	<b>FAVOUR (%)</b>	<b>AGAINST (%)</b>
1.	To receive, consider, approve and adopt the Audited (Standalone & Consolidated) Financial Statements of the company for the financial year ended March 31, 2020, together with the Report of Board of Directors and Auditors thereon.	<b>Ordinary Resolution</b>	<b>100</b>	<b>0</b>
2.	To appoint a Director in place of Mr. Varun Daga (DIN: 01932805), who retires by rotation and being eligible, offers himself for re-appointment.	<b>Ordinary Resolution</b>	<b>100</b>	<b>0</b>
3.	To appoint M/s. G. M. Kapadia & Co. Chartered Accountants (Firm Registration No: 104767W) as the Statutory Auditors.	<b>Ordinary Resolution</b>	<b>100</b>	<b>0</b>
4.	Ratification of remuneration of Cost Auditors of the Company.	<b>Ordinary Resolution</b>	<b>100</b>	<b>0</b>
5.	Appointment of Mrs. Chetna Manish Malaviya (DIN: 07300976) as an Independent Director.	<b>Ordinary Resolution</b>	<b>100</b>	<b>0</b>
6.	Re-appointment of Mr. Pardeep Khosla (DIN: 06926523) as an Independent Director.	<b>Special Resolution</b>	<b>100</b>	<b>0</b>
7.	Approval for entering into Material Related Party Transactions with Rainbow Line Trading L.L.C., an Associate Company.	<b>Ordinary Resolution</b>	<b>100</b>	<b>0</b>

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**



**Neha Devpura**  
**Company Secretary**

Place: Mumbai

Date: 29<sup>th</sup> September, 2020