

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, 2nd Floor, Mistry Bhavan,
Dinshaw Wachha Road,
Churchgate, Mumbai - 400020

Dear Sir,

I, **Dr. S. K. Jain**, Practicing Company Secretary and Proprietor M/s S. K. Jain & Co., Company Secretaries (FCS: 1473 and COP: 3076), having office, at 11, Friend's Union Premises Co-operative Society Ltd, 2nd 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 the process of remote e-Voting and e-Voting during the 38th Annual General Meeting ("AGM") of the Equity Shareholders of the Company (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 38th Annual General Meeting of the Equity Shareholders of the Company held on Wednesday, September 29, 2021 at 03:00p.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

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11, Friend's Union Premises Co-operative Society Ltd, 2nd Floor, 227, P. D'Mello Road, Mumbai 400001.

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General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 28/2020 dated August 17, 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 and General Circular No. 02/2021 dated January 13, 2021 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 and Circular dated January 15, 2021 issued by Securities and Exchange Board of India 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, 2nd 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 Financial Year 2020-21 was sent on September 07, 2021, by e-mail to 7,840 Shareholders who had registered their email- id's with Depositories/the Company. As per Report submitted by National Securities Depository Limited (NSDL) to the Company, out of 7840 e-mails sent to the Members at their registered e-mail id's 563 emails had bounced back. The Notice and Annual Report is also available on company's website www.orbitexports.com.

2. Newspaper Publication

The Company had published First Notice in All India edition of "Business Standard" (English Newspaper) & Mumbai Lakshadeep (Marathi edition Newspaper) on September 04, 2021 in terms of MCA General Circular No. 20/2020 and Second Notice in All India edition of "Business Standard" (English Newspaper) & Mumbai Lakshadeep (Marathi edition Newspaper) pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on September 08, 2021 and Notice on September 07, 2021



regarding holding of Annual General Meeting on Wednesday, September 29, 2021 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") means.

3. Cut-off Date

The Voting rights were reckoned as on **Wednesday, September 22, 2021** being the cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting.

4. e-Voting

i. Agency:

The Company has appointed National Securities Depository Limited ('NSDL') as the Agency for providing the e-Voting platform.

ii. Remote-Voting:

The remote e-Voting platform was open from 09:00 A.M. on Sunday, September 26, 2021 upto 5:00 p.m. on Tuesday, September 28, 2021 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 NSDL.

5. 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 NSDL.



Name: Ms. Mitali Dedhia



Name: Ms. Riya Jain

- 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 NSDL (www.evoting.nsdl.com)
- 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. The meeting concluded at 03.22 PM and e-Voting was closed at 03.37 PM
- vii. The combined result of remote e-Voting and e-Voting during the Annual General Meeting is as under:

VOTING RESULTS

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

Company Name	ORBIT EXPORTS LIMITED
Date of the AGM	Wednesday, September 29, 2021
Total number of Shareholders on cut-off date:	9638
No. of shareholders present in the meeting either in person or through proxy	Not Applicable (Meeting was held through VC/OAVM)
No. of shareholders attended the meeting in the meeting through VC/OAVM:	46
Promoters and Promoter Group:	05
Public:	41



Resolution No. 1

Approval and adoption of the Audited (Standalone & Consolidated) Financial Statements of the company for the financial year ended March 31, 2021, 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)]*	(7)= [(5)/(2)]*
Promoter and Promoter Group	E-Voting	1,80,39,721	1,80,39,721	100	1,80,39,721	0	100	0
	Poll		0	0	0	0	0	0
	Total	1,80,39,721	1,80,39,721	100	1,80,39,721	0	100	0
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	93,43,344	44,40,215	47.52	44,40,080	135	100	0
	Poll		0	0	0	0	0	0
	Total	93,43,344	44,40,215	47.52	44,40,080	135	100	0
Total		2,73,83,065	2,24,79,936	82.09	2,24,79,801	135	100	0



Resolution No. 2

Appointment of a Director in place of Mrs. Anisha Seth (DIN: 00027611) who retires by rotation and being eligible, offers herself for re-Appointment.

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			ORDINARY 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	1,80,39,721	1,80,39,721	100	1,80,39,721	0	100	0
	Poll		0	0	0	0	0	0
	Total	1,80,39,721	1,80,39,721	100	1,80,39,721	0	100	0
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	93,43,344	44,40,115	47.52	44,39,940	175	100	0
	Poll		0	0	0	0	0	0
	Total	93,43,344	44,40,115	47.52	44,39,940	175	100	0
Total		2,73,83,065	2,24,79,836	82.09	2,24,79,661	175	100	0



Resolution No. 3

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)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,80,39,721	1,80,39,721	100	1,80,39,721	0	100	0
	Poll		0	0	0	0	0	0
	Total		1,80,39,721	1,80,39,721	100	1,80,39,721	0	100
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
Public- Non Institutions	E-Voting	93,43,344	44,40,215	47.52	44,40,080	135	100	0
	Poll		0	0	0	0	0	0
	Total		93,43,344	44,40,215	47.52	44,40,080	135	100
Total		2,73,83,065	2,24,79,936	82.09	2,24,79,801	135	100	0



Resolution No. 4

Approval of entering into Material Related Party Transactions with Rainbow Line Trading L.L.C., an Associate Company.

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			ORDINARY RESOLUTION					
Category	Mode of Voting	No. of shares held	NO					
			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	1,80,39,721	1,80,39,721	100	1,80,39,721	0	100	0
	Poll		0	0	0	0	0	0
	Total	1,80,39,721	1,80,39,721	100	1,80,39,721	0	100	0
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	93,43,344	44,40,215	47.52	44,40,080	135	100	0
	Poll		0	0	0	0	0	0
	Total	93,43,344	44,40,215	47.52	44,40,080	135	100	0
Total		2,73,83,065	2,24,79,936	82.09	2,24,79,801	135	100	0



Resolution No. 5

Approval of Orbit Exports Limited Employees Stock Option Scheme 2021.

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)]*	(7)= [(5)/(2)]*
Promoter and Promoter Group	E-Voting	1,80,39,721	1,80,39,721	100	1,80,39,721	0	100	0
	Poll		0	0	0	0	0	0
	Total	1,80,39,721	1,80,39,721	100	1,80,39,721	0	100	0
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	93,43,344	44,40,215	47.52	44,39,936	279	99.99	0.01
	Poll		0	0	0	0	0	0
	Total	93,43,344	44,40,215	47.52	44,39,936	279	99.99	0.01
Total		2,73,83,065	2,24,79,936	82.09	2,24,79,657	279	100	0



Resolution No. 6

Grant of Employee Stock Options to Employees of Subsidiaries

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)]*	(7)= [(5)/(2)]*
Promoter and Promoter Group	E-Voting	1,80,39,721	1,80,39,721	100	1,80,39,721	0	100	0
	Poll		0	0	0	0	0	0
	Total	1,80,39,721	1,80,39,721	100	1,80,39,721	0	100	0
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	93,43,344	44,40,215	47.52	44,39,682	533	99.99	0.01
	Poll		0	0	0	0	0	0
	Total	93,43,344	44,40,215	47.52	44,39,682	533	99.99	0.01
Total		2,73,83,065	2,24,79,936	82.09	2,24,79,403	533	100	0



RESULT SUMMARY

SR. NO	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	Approval and adoption of the Audited (Standalone & Consolidated) Financial Statements of the company for the financial year ended March 31, 2021, together with the Report of Board of Directors and Auditors thereon.	Ordinary Resolution	100%	0
2.	Appointment of a Director in place of Mrs. Anisha Seth (DIN: 00027611) who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary Resolution	100%	0
3.	Ratification of remuneration of Cost Auditors of the Company	Ordinary Resolution	100%	0
4.	Approval of entering into Material Related Party Transactions with Rainbow Line Trading L.L.C., an Associate Company.	Ordinary Resolution	100%	0
5.	Approval of Orbit Exports Limited Employees Stock Option Scheme 2021	Special Resolution	100%	0
6.	Grant of Employee Stock Options to Employees of Subsidiaries	Special Resolution	100%	0

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: September 30, 2021
UDIN: F001473C001058925

