

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 40th 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 40th Annual General Meeting of the Members of the Company held on Friday, September 22, 2023 at 2:00p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") submit my report as under:

The Annual General Meeting ("AGM") of the Company was held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and the voting for agenda items as per the Notice of AGM were transacted 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, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 12, 2022 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", Circular dated January 15, 2021 in relation to "Relaxation for compliance with certain provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Circular dated May 13, 2022 in relation to " Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular dated January 05, 2023 in relation to "Relaxation for compliance with certain provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015." 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 2022–23 was sent on August 2, 2023, by e-mail to 6793 Shareholders who had registered their email- id's with Depositories/the Company, out of which 254 e-mails were bounced back and 6539 were delivered. 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 August 25, 2023 in terms of MCA Circulars 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 August 30, 2023 and

Notices to Shareholders were sent on August 29, 2023 regarding holding of Annual General Meeting on Friday, September 22, 2023 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) means.

3. Cut-off Date

The Voting rights were reckoned as on **Friday, September 15, 2023** being the cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting and e-voting at the AGM.

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:

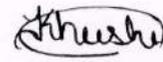
The remote e-Voting platform was open from 09:00 A.M. on Tuesday, September 19, 2023 upto 5:00 P.M. on Thursday, September 21, 2023 and Shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the e-Voting platform provided by NSDL.

5. Counting Process:

- i. The vote cast under remote e-Voting facility and e-Voting during the AGM 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 e-Voting during the AGM based on the data downloaded from the NSDL.



Name: Vidhi Shah



Name: Khushi Shah

- 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 (<https://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 e-Voting at the Meeting on the Resolutions contained in the Notice of the AGM.
- v. My responsibility as Scrutinizer for the remote e-Voting and 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 3.03 P.M. after the 15 minutes of e-Voting timer which commenced at 2.48 P.M.
- 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	Friday, September 22,2023
Total number of Shareholders on cut-off date:	8159
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:	45
Promoters and Promoter Group:	3
Public:	42

Resolution No. 1

To receive, consider and adopt: (Ordinary Resolution)

- (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March31, 2023 together with the Reports of the Board of Directors and Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023together with the Report of Auditors thereon.

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
82	2,26,62,640	100

Voted against the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
NIL	NIL	NIL

Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution No. 2

To appoint a Director in place of Mrs. Anisha Seth (DIN: 00027611), Whole-Time Director, who retires by rotation and, being eligible to offers herself for re-appointment. (Ordinary Resolution)

Voted in favour of the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
78	1,86,63,497	99.9994

Voted against the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
1	126	0.0006

Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
3	39,99,017*

* Being interested in the resolution, votes cast by Mrs. Anisha Seth have been excluded.

Resolution No. 3

Appointment of Mr. Chetan Mehra (DIN: 00022021) as an Independent Director w.e.f. August 2, 2023. (Special Resolution)

Voted in favour of the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
81	2,26,62,514	99.9994

Voted against the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
1	126	0.0006

Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution No. 4

Appointment of Mr. Parth Seth (DIN: 07684397), as a Director of the Company. (Ordinary Resolution)

Voted in favour of the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
80	2,25,43,376	99.9994

Voted against the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
1	126	0.0006

Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	1,19,138*

** Being interested in the resolution, votes cast by Mr. Parth Seth have been excluded.*

Resolution No. 5

Appointment of Mr. Parth Seth (DIN: 07684397), as an Executive Director of the Company for a period of three years effective from August 2, 2023. (Special Resolution)

Voted in favour of the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
70	47,68,124	99.9974

Voted against the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
1	126	0.0026

Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
11	1,78,94,390*

** Being interested in the resolution, votes cast by Mr. Pankaj Seth, Mrs. Anisha Seth, Mr. Parth Seth, Ms. Vishakha Pankaj Seth, Pankaj S Seth (HUF) and MediamanMultitrade Private Limited have been excluded.*

Resolution No. 6

Remuneration of Cost Auditor of the Company. (Ordinary Resolution)

Voted in favour of the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
81	2,26,62,514	99.9994

Voted against the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
1	126	0.0006

Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution No. 7

Approval for Material Related Party Transactions. (Ordinary Resolution)

Voted in favour of the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
61	2,38,352	99.9472

Voted against the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
1	126	0.0528

Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
19	2,24,01,258*

*Being interested in the resolution, votes cast by Promoter, Promoter Group and Director (including his relatives) have been excluded.

RESULT SUMMARY

SR. NO	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	To receive, consider and adopt: (a) the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, Reports of the Board of Directors and Auditors thereon; and (b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of the Auditors thereon.	Ordinary Resolution	100	0
2.	To appoint a Director in place of Mrs. Anisha Seth (DIN: 00027611), Whole-time Director, who retires by rotation and, being eligible, offers herself for reappointment.	Ordinary Resolution	99.9994	0.0006
3.	Appointment of Mr. Chetan Mehra (DIN: 00022021) as an Independent Director w.e.f. August 2, 2023.	Special Resolution	99.9994	0.0006
4.	Appointment of Mr. Parth Seth (DIN: 07684397), as a Director of the Company.	Ordinary Resolution	99.9994	0.0006
5.	Appointment of Mr. Parth Seth (DIN: 07684397), as an Executive Director of the Company for a period of three years effective from August 2, 2023.	Special Resolution	99.9974	0.0026
6.	Remuneration of Cost Auditor of the Company.	Ordinary Resolution	99.9994	0.0006
7.	Approval for Material Related Party Transactions.	Ordinary Resolution	99.9472	0.0528

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
Membership No. F1473
COP: 3076

Sonia Gupte
Company Secretary
Membership No. A43003

Place: Mumbai
Date: 23-09-2023
UDIN: F001473E001066339