



orbit exports ltd.

122, MISTRY BHAVAN, 2ND FLOOR, NEAR K C COLLEGE, DINSHAW WACHHA ROAD, CHURCHGATE,
MUMBAI – 400 020. (MAH.) INDIA. TEL: +91-22-6625 6262, FAX: +91-22-22822031,
E-mail: investors@orbitexports.com, Website: www.orbitexports.com;
CIN NO: L40300MH1983PLC030872

September 22, 2023

To,
The Manager,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051

Corporate Services Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400001

Symbol: ORBTEXP

Security Code: 512626

Dear Sir/Madam,

Sub.: Proceedings of 40th Annual General Meeting held on September 22, 2023 - Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the 40th Annual General Meeting of the Company held through Video Conferencing / Other Audio-Visual Means on Friday, September 22, 2023, which commenced at 2.00 p.m. (IST) and concluded at 3:03 p.m. (IST).

Kindly take the above information on record.

Thanking you,

Yours faithfully,
For Orbit Exports Limited

Sonia Gupte
Company Secretary & Compliance Officer
CS Membership No.: A43003

Encl.: as above



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SUMMARY OF PROCEEDINGS OF THE 40TH ANNUAL GENERAL MEETING ('AGM')

The 40th AGM of the Members of Orbit Exports Limited ('the Company') commenced at **2:00 p.m.** on **Friday, September 22, 2023**, through Video Conferencing or Other Audio-Visual Means ('VC/OAVM') without the physical presence of the Members at a common venue, in compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and various circulars issued by the Ministry of Corporate Affairs and the SEBI. The registered office of the Company was the deemed venue of the AGM.

The meeting was attended by 45 Members [including 1 Corporate Representation].

The Members were informed that Mrs. Anisha Seth, Whole-Time Director submitted her Leave of Absence stating her inability to attend the AGM due to unavoidable circumstances. Mr. Pardeep Khosla, Independent Director and Chairman of Nomination & Remuneration Committee had connectivity issues, therefore the Directors unanimously elected Mrs. Chetna Malaviya, Independent Director as the Chairman of the Nomination & Remuneration Committee. Mr. Pardeep Khosla subsequently joined the AGM.

Directors, Key Managerial Personnel, Statutory Auditor, Secretarial Auditor and the Scrutinizer present for the meeting:

<u>Names</u>	<u>Location of Joining</u>
<u>Directors</u>	
Mr. Pankaj Seth <i>Managing Director and Chairman of the Board and CSR Committee</i>	Registered Office situated at Mumbai
Mr. Pardeep Khosla <i>Independent Director and Chairman of Nomination & Remuneration Committee</i>	Rajasthan
Mr. Varun Daga <i>Non - executive Director and Chairman of Stakeholder Relationship Committee</i>	Dubai
Mr. Sunil Buch <i>Independent Director and Chairman of Audit Committee</i>	Thane
Mrs. Chetna Malaviya <i>Independent Director</i>	Delhi
Mr. Chetan Mehra <i>Additional Director</i>	Rajasthan
Mr. Parth Seth <i>Additional Director</i>	Registered Office situated at Mumbai
<u>Key Management Personnel</u>	
Mr. Rahul Tiwari <i>Chief Financial Officer</i>	Registered Office situated at Mumbai
Ms. Sonia Gupte	Registered Office situated at Mumbai



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<i>Company Secretary & Compliance Officer</i>	
Other Representatives	
Mr. Rajen Ashar <i>Partner of M/s. G.M. Kapadia & Co., Chartered Accountants, Statutory Auditors</i>	Mumbai
Dr. S.K. Jain <i>Proprietor of S.K. Jain & Co., Practising Company Secretary, Secretarial Auditors</i>	Mumbai

Ms. Sonia Gupte, Company Secretary and Compliance Officer, welcomed the Members at the 40th AGM of the Company. The Company Secretary further introduced the panel members i.e. the Board of Directors, Key Managerial Personnel, Statutory Auditor, Secretarial Auditor and the Scrutinizer, and welcomed them to the meeting.

Mr. Pankaj Seth, Chairman and Managing Director of the Company took the Chair and welcomed the Members, Auditors and other participants. Upon confirmation that the necessary quorum is present, the Chairman called the meeting to order. He then requested the Company Secretary to commence the formal proceedings of the meeting.

The Company Secretary informed the Members as under:

- a. The meeting was held through VC/OAVM in compliance with the provisions of Companies Act, 2013, Listing Regulations and various circulars issued by the Ministry of Corporate Affairs and the SEBI, without the physical presence of the members at a common venue.
- b. The Annual Report including AGM Notice was e-mailed to the Members whose email ids were registered with the Company/ Depositories and the same was uploaded on the website of the Company, National Stock Exchange Limited, BSE Limited and NSDL.
- c. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, and the relevant documents referred to in the AGM Notice were open for inspection during the AGM at the Company's website.
- d. The Company had availed the services of National Securities Depository Limited ('NSDL') to provide the facility of remote e-voting, e-voting at the AGM and for enabling participation of the Members at the AGM through VC/OAVM. The live screening of this meeting was webcast on NSDL portal.
- e. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the rules made thereunder and Regulation 44 of the Listing Regulations, the Company provided the facility of voting by electronic means to its Members through remote e-voting platform of NSDL to exercise votes on the resolutions set out in the AGM Notice. The remote e-voting commenced at 09.00 a.m. (IST) on September 19, 2023 and concluded at 5.00 p.m. (IST) on September 21, 2023.
- f. Dr. S. K. Jain, Practicing Company Secretary and Proprietor of M/s S. K. Jain & Co., Company Secretaries was appointed as the Scrutinizer to scrutinize the process of remote e-voting and e-voting at the AGM in a fair and transparent manner.



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- g. Members who had not exercised their vote earlier through remote e-voting, could vote on commencement of e-voting during the AGM. This e-voting facility remained open until 15 minutes after closure of the meeting.

The Members were informed that as the following resolutions set out in AGM Notice were put to vote through remote e-voting, the requirement to propose and second the resolutions was not required in view of standard 7.1 of the Secretarial Standard on General Meetings:

Sr. No.	Details of Agenda	Type of Resolution
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
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
3.	Appointment of Mr. Chetan Mehra (DIN: 00022021) as an Independent Director w.e.f. August 2, 2023.	Special Resolution
4.	Appointment of Mr. Parth Seth (DIN: 07684397), as a Director of the Company.	Ordinary Resolution
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
6.	Remuneration of Cost Auditor of the Company.	Ordinary Resolution
7.	Approval for Material Related Party Transactions.	Ordinary Resolution

Thereafter, the Company Secretary requested the Chairman to present his speech and brief the Members on the financial performance of the Company for financial year ended March 31, 2023 and its future outlook.

The Chairman addressed that with the permission of Members attending the AGM, the AGM Notice and Directors' Report were taken as read. There was no qualified opinion in the audit report issued by M/s. G. M. Kapadia and Associates. Therefore, in view of the Secretarial Standard on General Meetings, the Members were requested to consider the audit report as read. The Chairman then delivered his speech.



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Thereafter, the Chairman requested the registered speakers to express their views and queries. Necessary clarifications were provided to the Members by Mr. Pankaj Seth and Mr. Parth Seth. The Chairman then thanked all the Members and Directors for the participation and support and authorized the Company Secretary to conduct the e-voting procedure and conclude the meeting.

The Company Secretary requested the Members who had not cast their votes through remote e-voting, to cast their votes through e-voting process at the AGM.

The Members were informed that the Scrutinizer shall immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-voting at the AGM, and make not later than 2 (two) working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any. The results declared along with the Scrutiniser's Report shall be placed on the Company's website, NSDL's website and shall also be forwarded to the Stock Exchanges (National Stock Exchange Limited and BSE Limited).

The e-voting through NSDL platform continued for the next 15 minutes after the closure of meeting to enable the Members to cast their votes.

On completion of the e-voting process, the meeting concluded at 3:03 p.m.

Thanking You,

Yours faithfully,

For Orbit Exports Limited

Sonia Gupte
Company Secretary & Compliance Officer
CS Membership No.: A43003