

Date: February 02, 2024

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

Corporate Services Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400001
Security Code: 512626

Sub: Submission of copy of Board Resolution of Orbit Exports Limited (“Company”) approving Buyback of Equity Shares

Ref: Regulation 5(vii) of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“Buyback Regulations”)

Further to our intimation dated February 1, 2024 for outcome of Board Meeting approving the proposal for buyback of equity shares and pursuant to Regulation 5(vii) of Buyback Regulations, please find enclosed herewith copy of board resolution passed by the Board of Directors of the Company at its meeting held on Thursday, February 1, 2024 approving the buyback up to 6,00,000 (Six Lakhs) fully paid up equity shares of the Company of face value of Rs. 10/- (Rupees Ten only) each at a price of Rs. 250/- (Rupees Two Hundred and Fifty only) per equity share, on a proportionate basis, through the tender offer route using mechanism for acquisition of shares through stock exchanges as prescribed under Buyback Regulations.

We request you to 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

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF ORBIT EXPORTS LIMITED HELD ON THURSDAY, FEBRUARY 1, 2024 AT THE REGISTERED OFFICE OF THE COMPANY AT 122, 2ND FLOOR, MISTRY BHAVAN, DINSHAW WACHHA ROAD, NEAR K.C. COLLEGE, CHURCHGATE, MUMBAI, MAHARASHTRA, INDIA, 400020

TO APPROVE THE PROPOSAL FOR BUYBACK OF EQUITY SHARES OF THE COMPANY AS WELL AS MATTERS RELATED/INCIDENTAL THERETO

“RESOLVED THAT pursuant to Article 8.2 of the Articles of Association of the **Orbit Exports Limited (“Company”)** and the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (“**Companies Act**”) read with rules framed under the Companies Act, including the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, (hereinafter referred to as the “**Share Capital Rules**”), the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the “**Management Rules**”) and other relevant rules made thereunder, as amended from time to time, and in compliance with the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“**SEBI Buyback Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) (including re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations) and subject to such other approvals, permissions, consents, sanctions and exemptions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed or imposed by the Securities and Exchange Board of India (“**SEBI**”), Registrar of Companies, Mumbai, Maharashtra (“**ROC**”), BSE Limited (“**BSE**”), National Stock Exchange of India Limited (“**NSE**”) and/ or other authorities, institutions or bodies (together with SEBI, BSE and NSE, the “**Appropriate Authorities**”), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed by the Board of Directors of the Company (“**Board**”), which term shall be deemed to include any committee of the Board and/ or officials, which the Board may constitute/authorise to exercise its powers, including the powers conferred by this resolution, the consent of the Board be and is hereby accorded for the Buyback by the Company of its fully paid-up equity shares having a face value of ₹ 10/- (Rupees Ten only) each (“**Equity Shares**”), up to and not exceeding **6,00,000** Equity Shares (representing up to **2.22%** of the total number of Equity Shares in the total paid-up equity capital of the Company at a price of **₹250/- (Rupees Two Hundred and Fifty only)**/- per Equity Share (“**Buyback Price**”) payable in cash for an aggregate amount up to and not exceeding ₹ **15,00,00,000** (Rupees **Fifteen Crores** only) (“**Buyback Size**”), which represents 7.58% and 7.01% of the aggregate of the Company’s paid-up capital and free reserves as per the latest audited standalone and consolidated financial statements, respectively, as at March 31, 2023, being within the statutory limits of 10% of the aggregate of the fully paid-up equity share capital and free reserves of the Company, based on latest audited standalone and consolidated financial statements, respectively, as at March 31, 2023, as per the provisions of the Companies Act and SEBI Buyback Regulations from all the shareholders/ beneficial owners

of the Equity Shares of the Company (except any shareholders/beneficial owners who may be specifically prohibited under the applicable laws by Appropriate Authorities), including promoters (as defined under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and to be referred as “**Promoters**”), as on a record date i.e. Tuesday, February 13, 2024 (“**Record Date**”), through the Tender Offer route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the “**Buyback**”).

RESOLVED FURTHER THAT the Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” pursuant to Tender-Offer under Takeovers, Buy Back and Delisting” as notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI’s circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force (“SEBI Circulars”) or such other circulars or notifications, as may be applicable.

RESOLVED FURTHER THAT approval of the Board be and is hereby accorded for fixing Tuesday, February 13, 2024, as the Record Date for ascertaining the eligibility of the Shareholders to participate in the Buyback of equity shares of the Company.

RESOLVED FURTHER THAT the Buyback Size does not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India, brokerage, applicable taxes (such as income tax, buyback taxes, securities transaction tax, stamp duty and goods and service tax), advisors’ fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses (“**Transaction Cost**”).

RESOLVED FURTHER THAT the Board may increase the Buyback Offer Price and decrease the number of shares proposed to be bought back, such that there is no change in the Buyback Size till one working day prior to the Record Date fixed for the purpose of Buyback.

RESOLVED FURTHER THAT as required under Regulation 6 of the SEBI Buyback Regulations, the Company shall Buyback Equity Shares from the existing shareholders including promoters and persons in control who holds equity shares of the Company as on the Record Date (“**Eligible Shareholders**”), on a proportionate basis under the Tender Offer, provided that 15% (Fifteen Percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as defined in the SEBI Buyback Regulations (“**Small Shareholders**”) at the Record Date, whichever is higher, shall be reserved for the small shareholders in accordance with the SEBI Buyback Regulations.

RESOLVED FURTHER THAT all of the shareholders of the Company who hold Equity Shares as on the Record Date shall be eligible to participate in the Buyback including promoter and promoter group, persons in control of the Company who hold Equity Shares of the Company except any shareholders who may be specifically prohibited under the Buyback Regulations or other applicable law.

RESOLVED FURTHER THAT the proposed Buyback be implemented from the existing shareholders including the promoter(s) of the Company (as have been disclosed under the shareholding pattern filings made by the Company from time to time under the SEBI Listing Regulations and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011 ("**SEBI Takeover Regulations**"), to be sourced out of the free reserves of the Company (retained earnings) and/or such other sources or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT, as required under the provisions of Section 68(6) of the Companies Act read with Regulation 8(i)(b) of the SEBI Buyback Regulations, the draft of the declaration of solvency prepared in the prescribed form and supporting affidavit and other documents, placed before the meeting be and are hereby approved and Mr. Pankaj Seth, Chairman and Managing Director and Mrs. Anisha Seth, Whole-Time Director, be and are hereby authorized jointly to sign the same, for and on behalf of the Board and file the same with the ROC and the SEBI and/or other concerned authorities, as may be necessary, in accordance with the applicable laws.

RESOLVED FURTHER THAT the Buyback from the Eligible Shareholders who are persons residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies) and qualified institutional buyers including foreign portfolio investors, shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder, Income Tax Act, 1961 and rules framed there under, as amended if any, and that such approvals shall be required to be taken by such non-resident shareholders themselves.

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations.

RESOLVED FURTHER THAT the amount required by the Company for the Buyback is intended to be met out of the Company's current balances of cash and cash equivalents, investments, and/or internal accruals of the Company and not from any borrowed funds, whether secured or unsecured, of any form and nature, for paying the consideration to the shareholders who have tendered their shares in the Buyback, and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

RESOLVED FURTHER THAT, the Board hereby confirms that:

- i. all the Equity Shares of the Company are fully paid-up;
- ii. the Company shall not issue and allot any Equity Shares or other specified securities including by way of bonus issue till the expiry of the Buyback period i.e. from the date of Board meeting approving the Buyback of its Equity Shares till the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made in accordance with the Companies Act and the SEBI Buyback Regulations ("**Buy-back**

Period");

- iii. the Company, as per the provisions of Section 68(8) of the Companies Act, shall not make any further issue of the same kind of Equity Shares or other securities including allotment of new equity shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buy-back except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- iv. unless otherwise as may be specifically permitted under any relaxation circular issued by SEBI, as per Regulation 24(i)(f) of the SEBI Buy-back Regulations, the Company shall not raise further capital for a period of one year from the expiry of the Buy-back Period i.e. the date on which the payment of consideration to shareholders who have accepted the buy-back offer is made except in discharge of subsisting obligations;
- v. the Company shall not Buy-back its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buy-back;
- vi. the aggregate amount of the Buy-back i.e. up to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) does not exceed 10% of the total paid-up capital, securities premium account and free reserves of the Company as per the latest audited standalone and consolidated financial statements, respectively, as at March 31, 2023;
- vii. the number of Equity Shares proposed to be purchased under the Buy-back i.e. up to 6,00,000 (Six Lakhs) Equity Shares does not exceed 25% of the total number of Equity shares in the total paid-up equity capital of the Company as per the latest audited standalone and consolidated financial statements, respectively, as at March 31, 2023;
- viii. there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("Scheme") involving the Company, and no public announcement of the Buy-back shall be made during pendency of any such Scheme;
- ix. the Company shall not make any further offer of buy-back within a period of one year reckoned from the expiry of the Buy-back Period;
- x. the Buy-back shall be completed within a period of one year from the date of passing of the Board Resolution;
- xi. the Company shall not withdraw the Buy-back offer after the letter of offer is filed with the SEBI or the public announcement of the offer of the Buy-back is made;
- xii. the Company shall comply with the statutory and regulatory timelines in respect of the Buy-back in such manner as prescribed under the Companies Act and/or the SEBI Buy-back Regulations and any other applicable laws;
- xiii. the Company shall not utilize any borrowed funds, whether secured or unsecured, of any form or nature, from banks or financial institutions for the purpose of buying back its Equity Shares tendered in the Buy-back;
- xiv. the Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies;

- xv. the Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buy-back in accordance with the SEBI Buy-back Regulations;
- xvi. the Company is in compliance with the provisions of Section 92, 123, 127 and 129 of the Companies Act;
- xvii. the Company will ensure consequent reduction of its share capital post Buy-back and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buy-back Regulations and the Companies Act within the specified timelines;
- xviii. there are no defaults (either in past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be;
- xix. the Company will not buy-back Equity Shares which are locked-in or non-transferable until the pendency of such lock-in or until the time the Equity Shares become transferable, as applicable;
- xx. the consideration for the Buy-back shall be paid by the Company only in cash;
- xxi. the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buy-back shall be less than or equal to 2:1 of its paid-up capital and free reserves based on the audited standalone and consolidated financial statements of the Company as per the latest audited standalone and consolidated financial statements as at March 31, 2023 respectively, as prescribed under the Companies Act and the SEBI Buy-back Regulations;
- xxii. the Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buy-back to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited standalone and consolidated financial statements;
- xxiii. the Buy-back shall not result in delisting of the Equity Shares or other specified securities from BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”);
- xxiv. the Buy-back would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations and under the Securities Contracts (Regulation) Rules, 1957, as amended;
- xxv. as per Regulation 24(i)(e) of the SEBI Buy-back Regulations, the promoters and members of promoter group, and their associates shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of the Board meeting approving buy-back till the closing of the Buy-back Offer;
- xxvi. the Buy-back will not be in contravention of Regulation 4(vii) of SEBI Buy-back Regulations, i.e. the Company has not made the offer of Buy-back within a period of one

- year reckoned from the date of expiry of buy-back period of the preceding offer of buy-back; and
- xxvii. As on the date this Public Announcement, the Company has obtained facilities with lenders. In accordance with Regulation 5(i)(c) and Schedule I clause (xii) of the SEBI Buy Back Regulations, it is confirmed that there is no breach of any covenants of loans taken from all the lenders. Further, the Company has obtained such approvals as may be required from the lenders pursuant to the provisions of such facilities.

RESOLVED FURTHER THAT as required by Clause (x) of Schedule I and in accordance with Regulation 5(iv)(b) of the Buyback Regulations, the Board hereby confirms that it has made full enquiry into the affairs and prospects of the Company and after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, has formed an opinion that:

- a. immediately following the date of the Board Meeting i.e., February 01, 2024 there will be no grounds on which the Company can be found unable to pay its debts;
- b. as regards its prospects for the year immediately following the date of the Board Meeting i.e., February 01, 2024 approving the Buyback, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in their view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting i.e., February 01, 2024 approving the Buyback; and
- c. in forming their opinion for the above purposes, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 or Companies Act 2013 or the Insolvency and Bankruptcy Code 2016 (including prospective and contingent liabilities).

RESOLVED FURTHER THAT the powers of the Board in respect of Buyback be and are hereby delegated to the committee (**the "Buyback Committee"**) comprising:

Sr. No	Committee Members	Designation
1	Mr. Pankaj Seth, Chairman and Managing	Chairman
2	Mrs. Anisha Seth, Whole-Time Director	Member
3	Mr. Chetan Mehra, Independent Director	Member

RESOLVED FURTHER THAT, the Buyback Committee and each member of the Buyback Committee be and is hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual or proper, in relation to the Buyback, including but not limited to the following:

- i. finalizing the terms of Buyback including the mechanism for the Buyback, the schedule

of activities including the preparation of public announcement, letter of offer, dates of opening and closing of the Buyback, Record Date, entitlement ratio, the timeframe for completion of the Buyback;

- ii. make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the Notice prior to its circulation, as it, in its absolute discretion deems fit;
- iii. negotiation and execution of escrow arrangement(s) in accordance with the SEBI Buyback Regulations;
- iv. earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws;
- v. opening, operating and closing of all necessary accounts for this purpose, including bank accounts, trading account, depository accounts, escrow account, special escrow account, and authorizing persons to operate such accounts;
- vi. appointing and finalizing the terms of designated stock exchange, merchant bankers, brokers, escrow agents, registrars, legal counsel, depository participants, scrutinizer, compliance officer, advertising agency and such other intermediaries/ agencies / persons including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
- vii. preparing, approving, executing and filing of various documents as may be necessary or desirable in connection with or incidental to the Buyback including declaration of solvency, public announcement, letter of offer, extinguishment of Equity Shares and certificate of extinguishment and post-completion advertisement which are required to be filed in connection with the Buyback on behalf of the Board;
- viii. extinguishment of the Equity Shares bought back by the Company, and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or Board, as required under applicable law;
- ix. decide the form (whether cash deposit or bank guarantee) and the amount to be deposited in the escrow account;
- x. verify offer/ acceptances received, to finalize basis of acceptance, to pay to the members consideration for shares bought back pursuant to the Buyback;
- xi. finalize basis of acceptance;
- xii. pay to the shareholders consideration for shares bought back pursuant to the Buyback;
- xiii. issue rejection letters, if any;
- xiv. file 'Return of Buyback' with Registrar of Companies and other statutory authorities;
- xv. providing such confirmations and opinions as may be required in relation to the Buyback;
- xvi. creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;
- xvii. deal with stock exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with

- implementing the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” pursuant to Tender-Offers under Takeovers, Buy Back and Delisting” as notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI’s circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force (“**SEBI Circulars**”) or such other circulars or notifications, as may be applicable.
- xviii. sign the documents as may be necessary with regard to the Buyback and use of common seal of the Company wherever necessary on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the Appropriate Authorities, Registrar of Companies, stock exchanges, and depositories;
 - xix. making all necessary applications, providing all necessary information and documents to, and representing the Company before third parties, including, statutory auditors, in relation to the Buyback;
 - xx. settling all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;
 - xxi. carrying out incidental documentation and to prepare applications and submit them to the Appropriate Authorities for their requisite approvals;
 - xxii. obtaining all necessary consents, certificates and reports from statutory auditors and other third parties (including the lenders) as required under applicable laws;
 - xxiii. giving any information, explanation, declarations and confirmation in relation to the public announcement, letter of offer as may be required by the relevant authorities;
 - xxiv. do all such acts, deeds, matters and things incidental and in connection with the Buyback and deliver such documents as may be necessary, desirable and expedient; and
 - xxv. delegating all or any of the authorities conferred as above to any authorized representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the Appropriate Authorities or advisors.

The Company Secretary shall act as the Secretary to the Buyback Committee.

RESOLVED FURTHER THAT the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any two members and the Buyback Committee may regulate its own proceedings and meet as often as required, to discharge its functions and may approve the above resolutions including by way of circular resolutions.

RESOLVED FURTHER THAT BSE Limited, be and is hereby appointed as the designated stock exchange for the purpose of the Buyback.

RESOLVED FURTHER THAT the person occupying the position of Company Secretary, be and is hereby appointed as Compliance Officer for the Buyback, and Link Intime India Pvt. Ltd, Registrar to the Buyback be and is hereby designated as the investors service centre for compliance with the buy-back regulations and to redress the grievances of the investors, as

required under regulation 24(iii) of the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Board hereby takes on record the engagement letter dated January 4, 2024, setting out the terms as mutually agreed between the Company and Saffron Capital Advisors Private Limited, and the appointment of Saffron Capital Advisors Private Limited as the manager to the Buyback in accordance with the Companies Act, as amended and SEBI Buyback Regulations, be and hereby ratified and approved.

RESOLVED FURTHER THAT in compliance with the SEBI Buyback Regulations, the following intermediaries and other third parties be and are hereby appointed for the Buyback at such remuneration as may be mutually agreed between the Company and the intermediary/third Party:

Sr. No	Entity	Purpose
1	Saffron Capital Advisors Private Limited	Manager to the Buyback
2	Choice Equity Broking Private Limited	Buying Broker
3	Link Intime India Pvt. Ltd	Registrar to the Offer
4	BSE Limited	Designated Stock Exchange
5	DBS Bank India Limited	Escrow Agent

RESOLVED FURTHER THAT, the Board hereby takes on record the auditor report dated February 01, 2024 issued by **G.M. Kapadia & Co, Chartered Accountants** the Statutory Auditor of the Company, as required under clause (xi) of Schedule I of the SEBI Buyback Regulations and placed before the Board for its noting.

RESOLVED FURTHER THAT an escrow account be opened with DBS Bank India Limited (“**Escrow Agent**”) for the purpose of the Buyback and the Company shall in accordance with the provisions of the Buyback Regulations, as and by way of security, for the performance of its obligations under the Buyback Regulations, enter into an escrow arrangement and agreements with the Escrow Agent and the Manager to the Buyback and before the opening of the Buyback, deposit in the Escrow Account requisite amount in accordance with Regulation 9(xi) of the Buyback Regulations and the manager to the Buyback be and is hereby authorized to operate the Escrow Account in accordance with the Buyback Regulations.

RESOLVED FURTHER THAT Saffron Capital Advisors Private Limited is authorized to operate the Escrow Account and Special Escrow Account and instruct the Escrow Agent to make the payment of the amount lying to the credit of the Escrow Account in accordance with the Buyback Regulations and/or the directions of SEBI.

RESOLVED FURTHER THAT in terms of the Buyback Regulations, in the event of non-fulfilment of the obligations under the Buyback Regulations by the Company, the monies deposited in the escrow account in full or in part shall be forfeited and distributed pro rata amongst the shareholders who accepted the offer and balance if any shall be utilized for investor protection in accordance with Buyback Regulations.

RESOLVED FURTHER THAT Mr. Pankaj Seth, Managing Director, Mrs. Anisha Seth, Whole-Time Director and Mr. Rahul Tiwari, Chief Financial Officer, in the name and on behalf of the Company and Mr. Gaurav Khandelwal, Vice President – Investment Banking, on behalf of Saffron Capital Advisors Private Limited (Manager to the Buyback), be and are severally authorised to execute/perform the acts, deeds, documents, letters and things, as may be required, to execute the escrow agreement and deposit therein the escrow amount as required under the Buyback Regulations.

RESOLVED FURTHER THAT, no information/ material likely to have a bearing on the decision of the shareholders has been/ shall be suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to mis-statement/ misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and SEBI Buyback Regulations.

RESOLVED FURTHER THAT, nothing contained herein shall confer any right on any shareholder to offer or confer any obligation on the Company or the Board or the Buyback Committee to buy back any equity shares of the Company or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if permitted by law.

RESOLVED FURTHER THAT, the Company shall maintain a register of Equity Shares bought back wherein details of Equity Shares so bought, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying the Equity Shares and such other particulars as may be prescribed in relation to the Buyback shall be entered and that Sonia Gupte, Company Secretary of the Company be and is hereby authorized to authenticate the entries made in the said register.

RESOLVED FURTHER THAT, the particulars of the Equity Share certificates extinguished shall be furnished by the Company to the stock exchanges within seven working days of such extinguishment and the dematerialised Equity Shares shall be extinguished in the manner as specified under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended, and the bye-laws, circulars, guidelines framed thereunder, each as amended, and that Ms. Sonia Gupte, Company Secretary of the Company and Mr. Rahul Tiwari, Chief Financial Officer, be and are hereby severally authorized to do all such acts as may be required for this purpose.

RESOLVED FURTHER THAT Ms. Sonia Gupte, Company Secretary of the Company and Mr. Rahul Tiwari, Chief Financial Officer, be and are hereby severally authorized to send the necessary intimations to the Stock Exchanges in relation to this resolution, as may be required under the SEBI Listing Regulations.

RESOLVED FURTHER THAT any actions taken so far in connection with the Buyback by the officers of the Company be and are hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT Mr. Pankaj Seth, Chairman and Managing Director, Mrs. Anisha Seth, Whole-Time Director and Ms. Sonia Gupte, Company Secretary, be and are hereby



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E-mail: investors@orbitexports.com, Website: www.orbitexports.com;
CIN NO: L40300MH1983PLC030872

severally authorized to file necessary e-forms with the Registrar of Companies, and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions.

/CERTIFIED TRUE COPY/

For **Orbit Exports Limited**

Sonia Gupte
Company Secretary
ACS 43003

Date: 02.02.2024
Place: Mumbai