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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

Date: February 16, 2026

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

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

Symbol: ORBTEXP

Security Code: 512626

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/Madam,

Pursuant to Regulation 30 and other applicable regulations of the SEBI Listing Regulations, we are enclosing herewith a copy of the Postal Ballot Notice (“Notice”) dated February 16, 2026 along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI Listing Regulations for seeking approval of the Members of Orbit Exports Limited (the “Company”) on the Special Resolutions forming part of the Notice.

In compliance with the provisions of the General Circular nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively the “MCA Circulars”), this Notice is being sent only through electronic mode to those Members of the Company whose names appeared in the Register of Members / List of Beneficial Owners as received from the Company’s Registrar and Transfer Agent / Depositories, as on Friday, February 13, 2026 (“Cut-off date”), seeking their approval for the Resolution as set out in the Postal Ballot Notice.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide remote e-voting facility to its members. Please note that the remote e-voting period will commence on Wednesday, February 18, 2026, at 9:00 A.M. (IST) and end on Thursday, March 19, 2026, at 5:00 P.M. (IST). The e-voting module shall be disabled by NSDL thereafter. The instructions for remote e-voting are provided in the Postal Ballot Notice.

The Postal Ballot Notice is also uploaded on the Company’s website at www.orbitexports.com.

Kindly take the same on records.

Thanking you,

Yours faithfully,

For Orbit Exports Limited

Pankaj Seth
Chairman & Managing Director

Encl.: As Above



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POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, each as amended]

Dear Member(s),

Notice is hereby given to the Members of Orbit Exports Limited (“the Company”) pursuant to Section 108 and 110 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and other applicable provisions of the Act and the Rules (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and adopted by the Central Government, and in accordance with the guidelines/ requirements prescribed by the Ministry of Corporate Affairs (“MCA”) for conducting Postal Ballot, vide General Circular nos.14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively the “MCA Circulars”), to transact the special businesses as set out hereunder by passing Special Resolution, by way of postal ballot only by voting through electronic means (remote e-voting).

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed to this Notice for your consideration and forms an integral part of this Postal Ballot Notice (“Notice”).

In compliance with the MCA Circulars and pursuant to other applicable laws and Regulations, this Postal Ballot Notice (“Notice”) is being sent only in electronic form to those Members whose e-mail addresses are registered with the Company/ Depository Participant to enable them to cast their votes electronically. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The instructions for remote e-voting forms part of the ‘Notes’ to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The



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CIN NO: L40300MH1983PLC030872

Company has engaged the services of National Securities Depository Limited ('NSDL' or 'Service Provider'), for providing remote e-voting facility to the Members. The votes can be cast during the following voting period:

Commencement of e-voting period	Wednesday, 18 February, 2026
Conclusion of e-voting period	Thursday, 19 March, 2026
Cut-off date for eligibility to vote	Friday, 13 February, 2026

The Notice will also be placed on the website of the Company at www.orbitexports.com and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsd.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively.

The Scrutinizer will submit its report to the Chairperson or any person authorised by the Chairperson of the Company after completion of the remote e-voting process and the e-voting results will be announced within two working days from the conclusion of the e-voting period i.e. on or before March 23, 2026 and will be placed on the Company's website at www.orbitexports.com and the website of NSDL at i.e. www.evoting.nsd.com. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company. The last date of e-voting i.e. Thursday, March 19, 2026 shall be date on which the resolution would be deemed to have been passed if approved by the requisite majority.

SPECIAL BUSINESS:

Item No. 1: Appointment of Mr. Aditya Jain (DIN: 11489453) as an Independent Director of the Company:

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Aditya Jain (DIN: 11489453), who has been appointed by the Board of Directors, based on recommendation of Nomination and Remuneration Committee, as an Additional Director under Section 161 of the Act and who holds office up to the ensuing Annual General Meeting and qualifies for being appointed as Independent Director, and in respect of whom the Company has received a notice in writing



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under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years effective from January 30, 2026 to January 29, 2031.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 197, read with Schedule V and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder, and the Listing Regulations (including any statutory modification(s) or reenactment(s) thereof for the time being in force), Mr. Aditya Jain (DIN: 11489453) be paid such fees, remuneration, and profit-related commission as may be approved by the Board, based on the recommendation of the Nomination and Remuneration Committee of the Company from time to time, in conformity with the applicable provisions of laws, rules, and regulations.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or any of the Key Managerial Personnel of the Company for the time being, be and are hereby authorized severally to do all acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this Resolution.”

Item No. 2: Appointment of Mr. Parth Seth (DIN: 07684397) as an ‘Executive Director’ of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Parth Seth (DIN: 07684397), who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 30, 2026 and holds office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of Listing Regulations (including any statutory



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modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Parth Seth (DIN: 07684397) as a Whole-time Director, designated as Executive Director & Chief Executive Officer of the Company, for a period of 5 (five) consecutive years with effect from January 30, 2026, on the terms and conditions including those relating to remuneration as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include Nomination and Remuneration Committee of the Board) to vary the terms and conditions of the said appointment and / or remuneration as it may deem fit.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or any of the Key Managerial Personnel of the Company for the time being, be and are hereby authorized severally to do all acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this Resolution.”

By order of the Board of Directors,
For Orbit Exports Limited

Sd/-
Rahul Tiwari
Chief Financial Officer

Date: February 16, 2026
Place: Mumbai

Registered office Address:
2nd Floor, Mistry Bhavan,
Dinshaw Wachha Road, Churchgate,
Mumbai, Maharashtra 400020

NOTES

1. Explanatory Statement as required under Section 102 of the Companies Act, 2013 ('the Act') and other applicable provisions, if any setting out material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations are attached.
2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-voting is being sent by electronic mode only to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company / Depositories as at close of business hours on February



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13, 2026 ('Cut-off date'), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date. Newspaper advertisement regarding dispatch of Postal Ballot Notice shall be published as per statutory requirements. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.

3. Once the vote on the resolution is cast by the member, he/ she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date fixed for the purpose.
4. This Postal Ballot Notice will also be available on the Company's website at <https://orbitexports.com/>, websites of the Stock Exchange, i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com
5. **E-voting schedule:**

Cut-off date for reckoning voting rights for e-voting	Commencement of e-voting (Start date)	Close of e-voting (End date)	Results announcement date
Friday, February 13, 2026	Wednesday, February 18, 2026 at 9:00 A.M.	Thursday, March 19, 2026 at 5:00 P.M.	Monday, March 23, 2026 (within two working days from the conclusion of the e-voting period)

6. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. Thursday, March 19, 2026. Members may send their requests to investors@orbitexports.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.



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7. Members who have not registered their e-mail IDs, are requested to register their e-mail IDs with their respective depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid e-mail IDs for receiving all the future communications including integrated annual report, notices, letters etc., in electronic mode from the Company. The process for updating email ID in respect of shares held in physical form is detailed later in this notice. Further, those Members who have already registered their e-mail addresses are requested to ensure that their e-mail ID is valid or in case of change, update the same with their depository participants /RTA.
8. In compliance of the provisions of Sections 108 and 110 of the Act and Rules framed thereunder and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is pleased to provide its Members the facility to exercise their right to vote electronically on the Postal Ballot through the Electronic Voting (e-voting) Services provided by National Securities Depository Limited ('NSDL'). Members are requested to carefully follow the instructions under the Section 'Instructions for Remote E-voting' in this Notice, for exercising their votes.
9. During the voting period, Members can login to NSDL's e-voting platform any number of times till they have voted on the Resolution. Once the vote on a Resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
10. Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date, may cast their vote electronically in lieu of voting by physical ballot during the voting period. The e-voting module shall be disabled by NSDL for voting on Thursday, March 19, 2026, at 5:00 P.M. (IST).
11. Documents referred to in the Postal Ballot Notice or explanatory statement will be available for inspection by the Members, in accordance with the provisions of the Act, without any fee, from the date of circulation of the Postal Ballot Notice up to the closure of the e-voting ('e-voting period') between 11:00 a.m. and 1:00 p.m. on all working days, except Saturdays. Members desirous of inspecting the documents referred to in the Notice or explanatory statement may send their requests in advance to investors@orbitexports.com from their registered e-mail addresses mentioning their name(s), folio numbers/DP ID and Client ID, between e-voting period.
12. The Company has appointed Mr. Biswajit Ghosh, (FCS Membership No. 8750 and Certificate of Practice No. 8239), Practicing Company Secretary as the Scrutinizer and Ms. Komal Shrimankar, (ACS Membership No. 47702 and Certificate of Practice No. 27905), Practicing Company Secretary as an alternate scrutinizer to Mr. Biswajit



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Ghosh, for conducting the Postal Ballot, through e-voting process in a fair and transparent manner.

13. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot on or before Monday, March 23, 2026. The Scrutinizer's decision on the validity of votes cast will be final. The result of voting on the resolution will be declared on or before Monday, March 23, 2026.
14. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://orbitexports.com/> and on the website of NSDL immediately after the result is declared by the Chairman or any other person authorized by him and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
15. Resolution passed by the Members through Postal Ballot are deemed to have been passed effectively at a General Meeting of the Members on the last date specified by the Company for remote e-voting i.e. Thursday, March 19, 2026. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
16. The vote in this Postal Ballot cannot be exercised through proxy.
17. The result of voting on the Resolution will be declared on or before March 23, 2026 and will also be displayed on the website of the Company (www.orbitexports.com) besides being communicated to the Stock Exchanges.
18. Instructions for **REMOTE E-VOTING:**

THE PROCEDURE FOR E-VOTING IS AS UNDER:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are



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allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email addresses in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p>



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	<p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e- Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e- Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the</p>



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	<p>user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e- Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e- Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e- Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.



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Login type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Step 1:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****



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E-mail: investors@orbitexports.com, Website: www.orbitexports.com;
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c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 138495 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.
How to cast your vote electronically on NSDL e-Voting system?



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1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to biswajit@bmpandco.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to (Rahul Rajbhar) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:



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1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (investors@orbitexports.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (investors@orbitexports.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By order of the Board of Directors,
For Orbit Exports Limited

Sd/-
Rahul Tiwari
Chief Financial Officer

Date: February 16, 2026
Place: Mumbai

Registered office Address:
2nd Floor, Mistry Bhavan,
Dinshaw Wachha Road, Churchgate,
Mumbai, Maharashtra 400020



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EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013 (“Act”)

The following Explanatory Statement sets out all material facts relating to the businesses mentioned under Resolutions 1 & 2 of the accompanying Notice along with the disclosures as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Secretarial Standards on General Meetings:

Item No. 1

Based on recommendation of the Nomination and Remuneration Committee, the Board had at its meeting held on January 30, 2025, approved the appointment of Mr. Aditya Jain (DIN: 11489453) as an Additional Director of the Company. Subject to shareholders’ approval, the Board has also approved the appointment of Mr. Aditya Jain as an Independent Director of the Company for a term of 5 (five) consecutive years, commencing from January 30, 2025, in accordance with Sections 149, 150 and 152 of the Act and the Company’s Articles of Association.

Mr. Aditya Jain is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Aditya Jain that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Aditya Jain for the office of Independent Director of the Company

In the opinion of the Board of Directors, Mr. Aditya Jain fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Aditya Jain is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director.

Brief Bio: Mr. Aditya Jain is a lawyer with experience in international trade law, indirect taxation (including GST and customs), and corporate advisory. He has previously worked as a solicitor with Ashurst LLP, London, advising businesses on transactional matters including restructurings, M&A, debt financing, and formal insolvencies. Mr. Aditya Jain holds an MSc in Law and Business and a Graduate Diploma in Law from the University of Law, London, and a Bachelor and Master of Biochemistry (MBiochem) from the University of Oxford. His practice



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focuses on providing strategic legal and regulatory guidance to businesses operating internationally.

Additional information containing the details of Directorship, membership in committees in other companies, expertise, experience, knowledge, and educational qualification including brief profile in respect of Mr. Aditya Jain pursuant to the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is provided as Annexure A to this notice.

He shall be paid sitting fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings, and profit-related commission if any approved by the members in conformity with Section 197 of the Act.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Mr. Aditya Jain as an Independent Director requires approval of members of the Company. Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mr. Aditya Jain as an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for appointment of Mr. Aditya Jain as an Independent Director of the Company. Copy of the letter of appointment issued to Mr. Aditya Jain setting out the terms and conditions of his appointment is available for inspection by the members of the Company at its Registered Office during normal business hours on all working days (except Saturday and Sunday).

Except Mr. Aditya Jain, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the Resolution as set out in item No. 1 to the Notice. The Board considers that their skills, integrity, expertise, and experience would immensely benefit the Company, and accordingly recommends the approval of Members as Special Resolution.

Item No. 2:

The Board of Directors of the Company, at its meeting held on January 30, 2026, subject to the approval of members, appointed Mr. Parth Seth (DIN: 07684397) as a Whole-time Director, designated as an Executive Director & Chief Executive Officer, for a period of 5 (five) years, with effect from January 30, 2026, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Parth Seth are as under:



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Details of remuneration:

- I. **Salary:** (i) Rs. 1,00,00,000 per annum ('Salary per annum'); and (ii) the Salary per annum may be revised based on the recommendation of Nomination and Remuneration Committee and approval of the Board, pursuant to the approval of the members by way of a special resolution at ensuing Annual General Meeting of the Company/ Postal Ballot.

- II. **Perquisite and Allowances:**
 1. House Rent Allowance at the rate of 50% of Basic Salary.
 2. Supplementary Allowance Rs. 25,00,000 per annum (In the scale of Rs. 20,00,000 to Rs. 25,00,000 per annum)
Perquisite shall be evaluated as per the provisions of Income tax Act, 1961 or any other rules thereunder or any other statutory modification(s) or re-enactment thereof wherever applicable and in the absence of any such rules, the same shall be evaluated at actual cost.

- III. **Others Including Retirals:**
 1. Provident Fund, Superannuation or annuity fund: to the extent not taxable under the Income tax Act, 1961.
 2. Gratuity: Gratuity payable at a rate not exceeding half month's salary for each completed year of service in accordance with the terms of Payment of Gratuity Act, 1972.
 3. Leave: Encashment of leave at the end of the tenure as per rules of the Company.
 4. Performance Bonus: As approved by the Board of Directors on the recommendation of Nomination and Remuneration Committee with the overall scale.

- IV. **Remuneration based on net profits (Commission):**

Such remuneration by way of commission, in addition to the salary and perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013 or any modification or enactment thereof. The specific amount payable to the Executive Director will be based on performance as evaluated by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee and will be payable annually.

- V. **General:** (i) The Whole-time Director shall perform such duties as shall from time to time be entrusted to him by the Board / Managing Director, subject to superintendence, guidance and control of the Managing Director / Board. (ii) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the

provisions contained in Section 166 of the Act with regard to duties of directors. (iii) The Whole-time Director shall adhere to the Company's Code of Conduct.

Mr. Parth Seth has completed his BSc in Management from the London School of Economics and Political Science. He has been serving as the Chief Executive Officer of the Company since October 22, 2024. Associated with the Company since 2016, he has played a pivotal role in driving the growth of the Made-ups and Fashion Fabrics businesses.

Since assuming the role of CEO, Mr. Parth Seth has provided strong leadership and guided the Company on a disciplined, process-oriented, and results-driven path. He is a value-focused leader with a clear strategic vision and has been instrumental in formulating the Company's strategic roadmap for the next phase of sustainable growth, with a consistent focus on creating long-term value for all stakeholders.

Mr. Parth Seth confirmed that he satisfies all the conditions set out in Part -I of Schedule V to the Act and also conditions set out under Section 196(3) of the Act, for being eligible for appointment as a whole-time director of the Company and he is not disqualified from being a Director in terms of Section 164 of the Act.

Furthermore, Mr. Parth Seth has confirmed that he is not debarred from holding the office of Director under any SEBI order or similar authority, as per BSE circular no. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018.

Additional information containing the details of Directorship, membership in committees in other companies, expertise, experience, knowledge, and educational qualification including brief profile in respect of Mr. Parth Seth pursuant to the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is provided as **Annexure A** to this notice.

In accordance with the provisions of Sections 196, 197, 198 & other applicable provisions of the Act, read with Schedule V to the said Act and Listing Regulations, the proposed appointment and the terms of remuneration payable to Mr. Parth Seth require approval of members by passing an Ordinary Resolution. The Board recommends the approval of the Ordinary Resolution as presented in the Postal Ballot Notice by the Members.

Save and except Mr. Parth Seth himself and his relatives - namely, his father Mr. Pankaj Seth (Managing Director) and his mother Mrs. Anisha Seth (Whole-Time Director) — to the extent of their shareholding interest, none of the other Directors/Key Managerial Personnel of the Company or their respective relatives are, in any manner, financially or otherwise concerned or interested in the resolution set out at Item 2 of the Notice.



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

By order of the Board of Directors,
For Orbit Exports Limited

Sd/-
Rahul Tiwari
Chief Financial Officer

Date: February 16, 2026
Place: Mumbai

**Registered office Address: 2nd Floor, Mistry Bhavan,
Dinsha Wachha Road, Churchgate,
Mumbai, Maharashtra 400020**



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ANNEXURE A

Additional Information of the Directors being appointed as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India

SR. NO.	PARTICULARS	MR. ADITYA JAIN	MR. PARTH SETH
1.	Director Identification Number	11489453	07684397
2.	Date of Birth and Age	08-11-1994, 31 years	01.07.1995, 30 years
3.	Date of First Appointment on Board	Mr. Aditya was appointed as an Additional Director on the Board with effect from 30.01.2026	Mr. Parth Seth previously served as an Executive Director from 02 August 2023 to 21 October 2024. Subsequently, he was appointed as the Chief Executive Officer (CEO) with effect from 22 October 2024
4.	Qualifications	MSc in Law and Business and a Graduate Diploma in Law from the University of Law, London, and a Bachelor and Master of Biochemistry (MBiochem)	BSc in Management
5.	Justification for appointment, Experience and Expertise in specific functional areas	Mr. Aditya Jain is a lawyer with experience in international trade law, indirect taxation (including GST and customs), and corporate advisory. He has previously worked as a solicitor with Ashurst LLP, London, advising businesses on transactional matters including restructurings, M&A, debt financing, and formal insolvencies. Mr. Aditya Jain holds an MSc in Law and Business and a Graduate Diploma in Law from the University of Law, London, and a Bachelor and Master of Biochemistry (MBiochem) from the University of Oxford. His practice focuses on providing strategic legal and regulatory guidance to businesses operating internationally.	Mr. Parth Seth has completed his BSc in Management from the London School of Economics and Political Science. He has been serving as the Chief Executive Officer of the Company since October 22, 2024. Associated with the Company since 2016, he has played a pivotal role in driving the growth of the Made-ups and Fashion Fabrics businesses. Since assuming the role of CEO, Mr. Seth has provided strong leadership and guided the Company on a disciplined, process-oriented, and results-driven path. He is a value-focused leader with a clear strategic vision and has been instrumental in formulating the Company's strategic roadmap for the next phase of sustainable growth, with a



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			consistent focus on creating long-term value for all stakeholders.
6.	Terms and conditions for appointment	Appointment as an Independent Director of the Company with effect from January 30, 2026, to hold office for a term of five (5) consecutive years up to January 29, 2031, and shall not be liable to retire by rotation	Mr. Parth Seth is liable to retire by rotation.
7.	Details of Remuneration last drawn	NA	As a CEO he was drawing Rs. 75,00,000
8.	Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending the meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.	<p>I. Salary: (i) Rs. 1,00,00,000 per annum ('Salary per annum'); and (ii) the Salary per annum may be revised based on the recommendation of Nomination and Remuneration Committee and approval of the Board, pursuant to the approval of the members by way of a special resolution at ensuing Annual General Meeting of the Company/ Postal Ballot.</p> <p>II. Perquisite and Allowances:</p> <ol style="list-style-type: none">1. House Rent Allowance at the rate of 50% of Basic Salary.2. Supplementary Allowance Rs. 25,00,000 per annum (In the scale of Rs. 20,00,000 to Rs. 25,00,000 per annum) <p>Perquisite shall be evaluated as per the provisions of Income tax Act, 1961 or any other rules thereunder or any other statutory modification(s) or re-enactment thereof wherever applicable and in the absence of any such rules, the same shall be evaluated at actual cost.</p>



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CIN NO: L40300MH1983PLC030872

			<p>III. Others Including Retirals:</p> <ol style="list-style-type: none">1. Provident Fund, Superannuation or annuity fund: to the extent not taxable under the Income tax Act, 1961.2. Gratuity: Gratuity payable at a rate not exceeding half month's salary for each completed year of service in accordance with the terms of Payment of Gratuity Act, 1972.3. Leave: Encashment of leave at the end of the tenure as per rules of the Company.4. Performance Bonus: As approved by the Board of Directors on the recommendation of Nomination and Remuneration Committee with the overall scale. <p>IV. Commission:</p> <p>Such remuneration by way of commission, in addition to the salary and perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013 or any modification or enactment thereof. The specific amount payable to the Executive Director will be based on performance as evaluated by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee and will be payable annually.</p>
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CIN NO: L40300MH1983PLC030872

			<p>V. Loss of Office: Subject to the provisions of Section 202 and other applicable provisions, if any, of the Act, the Executive Director shall be paid compensation for loss of office. However, such payment shall not exceed the remuneration which he would have earned if he had been in office for his remaining term, based on the remuneration as calculated on the basis as provided in the Act. For the sake of clarity, for this clause, the term remuneration as mentioned above shall not include commission as payable under Section 197 of the Act.</p>
9.	Shareholding in the Company including shareholding as a beneficial owner	Nil	1,16,590
10.	Disclosure of relationships between Director/ KMP inter-se	Not related to any Director or KMP	Son of Mr. Pankaj Seth (Managing Director) & Mrs. Anisha Seth (Whole time Director)
11.	Number of attendance at the Board meeting(s) during the financial year	1 meeting	4 meetings
12.	List of other Companies (in India) in which Directorships are held	Nil	Mediaman Multitrade Private Limited
13.	Chairmanships/ Memberships of the Committees of other public limited companies	Nil	Nil



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CIN NO: L40300MH1983PLC030872

14.	Names of the listed entities from which the appointee has resigned in the past three years	Nil	He resigned as a Director from Orbit Exports Limited effective from 21-10-2024
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By order of the Board of Directors,
For Orbit Exports Limited

Sd/-
Rahul Tiwari
Chief Financial Officer

Date: February 16, 2026
Place: Mumbai

Registered office Address:
2nd Floor, Mistry Bhavan,
Dinshaw Wachha Road, Churchgate,
Mumbai, Maharashtra 400020