orbit exports ltd.
122, MISTRY BHAWAN, 2ND FLOOR, NEAR K C COLLEGE, DINSHAW WACHHA ROAD, CHURCHGATE, MUMBAI – 400 020. (MAH.) INDIA. TEL : 91 22 66256262 • FAX NO. 22822031 • WEBSITE : www.orbitexports.com
CIN : L40300MH1983PLC030872

Date: July 17, 2026

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

Symbol: ORBTEXP

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

Security Code: 512626

Dear Sir/Madam,

Sub: Submission of Letter of Offer for Buyback of Equity Shares of Orbit Exports Limited (the "Company") by way of tender offer from existing shareholders pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("Buyback Regulations") and the Companies Act, 2013, as amended ("Buyback").

Ref: Regulation 8(i) of the SEBI Buyback Regulations.

With reference to the above-mentioned subject and in continuation of our earlier communication dated July 7, 2026, regarding submission of Public Announcement dated July 8, 2026, published on July 9, 2026, please find attached the Letter of Offer dated July 17, 2026, along with the Tender Forms, which are being dispatched by the Company to the Eligible Shareholders within Two (2) working days from the Record Date being July 15, 2026.

You are requested to take note of the following schedule of activities in relation to the Buyback Offer:

Sr. No	Activity	Day	Date
1	Record Date for determining the names of the Eligible Shareholders and the Buyback Entitlement	Wednesday	15-07-2026
2	Filing of Letter of Offer	Friday	17-07-2026
3	Buyback Opening Date	Tuesday	21-07-2026
4	Buyback Closing Date	Monday	27-07-2026
5	Last date of receipt of completed Tender Forms and other specified documents by the Registrar to the Buyback	Monday	27-07-2026
6	Last date of completion of settlement of bids by the Clearing Corporation/ Stock Exchanges*	Monday	03-08-2026

** This activity may happen on or before the last date mentioned herein above.*

Further, as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Letter of Offer with Tender form for Eligible Shareholders shall be available on the website of the Company i.e., www.orbitexports.com, website of the Manager to the Buyback Offer www.saffronadvisor.com, Registrar to the Buyback Offer i.e. www.in.mpms.mufg.com, and is expected to be made available on the website of the Stock Exchanges at i.e., www.bseindia.com and www.nseindia.com.

All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to such terms under the Letter of Offer.

Kindly take note of the same.

Thanking you,

Yours Faithfully,

For Orbit Exports Limited

JAT OMPRAKASH JAGMAL
Digitally signed by JAT OMPRAKASH JAGMAL
Date: 2026.07.17 16:03:22 +05'30'

Omprakash Jat
Company Secretary & Compliance Officer
Membership No: A75445

Encl.: As stated above

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as a registered Equity Shareholder(s) of Orbit Exports Limited ("**Company**"), as on the Record Date (*as defined hereinafter*) in accordance with Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended. If you require any clarification about the action to be taken, you may consult your stockbroker or your investment consultant or the Manager to the Buy-back, i.e. Saffron Capital Advisors Private Limited or the Registrar to the Buy-back, i.e. MUFG Intime India Private Limited. Please refer the section entitled *"Definition of Key Terms"* for the definition of the capitalized terms used herein.

ORBIT EXPORTS LIMITED

Registered & Corporate Office: 2nd Floor, Mistry Bhavan, 122, Dinshaw Wachha Road, K.C. College, Churchgate, Mumbai-400020, Maharashtra, India.

Tel: +91-22-66256262; **Email:** investors@orbitexports.com; **Website:** www.orbitexports.com

Corporate Identification Number (CIN): L40300MH1983PLC030872

Contact Person: Omprakash Jat, Company Secretary & Compliance Officer

OFFER TO BUY-BACK UP TO 11,04,000 (ELEVEN LAKH FOUR THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF THE COMPANY ("EQUITY SHARES"), REPRESENTING 4.16% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY, FROM ALL ELIGIBLE SHAREHOLDERS (*AS DEFINED BELOW*) OF THE COMPANY AS ON THE RECORD DATE, I.E. WEDNESDAY, JULY 15, 2026, ON A PROPORTIONATE BASIS, THROUGH THE TENDER OFFER PROCESS, AT A PRICE OF ₹ 250/- (RUPEES TWO HUNDRED FIFTY ONLY) PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE AMOUNT NOT EXCEEDING ₹ 27,60,00,000/- (RUPEES TWENTY SEVEN CRORE SIXTY LAKH ONLY) EXCLUDING THE TRANSACTION COSTS ("BUY-BACK").

1) The Buy-back is being undertaken in accordance with Article 8.2 of the Articles of Association of the Company, Sections 68, 69, 70 and 179, and other applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof and applicable rules thereunder including the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, the Companies (Meetings of Board and its Powers) Rules, 2014 and other relevant rules made hereunder, each as amended from time to time and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (**"SEBI Buyback Regulations"**) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (**"SEBI Listing Regulations"**) read with SEBI Circulars. The Buyback is subject to receipt of such approvals, permissions and sanctions, as may be required under the applicable laws including from the Securities and Exchange Board of India, and/or the National Stock Exchange of India Limited and the BSE Limited, Registrar of Companies, Reserve Bank of India, etc.
2) The Buy-back Offer Size is ₹ 27,60,00,000/- (Rupees Twenty Seven Crore Sixty Lakh only) excluding the Transaction Costs, which represents 9.88% and 9.16% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026 (i.e. the latest audited financial statements available as on the date of Board Meeting recommending the proposal of the Buy-back), respectively, which is within the statutory limit of 10% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited accounts of the Company for the financial year ended March 31, 2026.
3) This Letter of Offer is being sent electronically to all Eligible Shareholders of the Company as on the Record Date i.e. **Wednesday, July 15, 2026**, who have registered their email id with the Depositories/ the Company. Further, in terms of explanation to Regulation 9(ii) of the SEBI Buyback Regulations, if the Company receives a request from any Eligible Shareholder to dispatch a copy of this Letter of Offer in physical form, the same shall be provided to such shareholder's registered postal address.
4) For details of the procedure for tender and settlement, please refer to the "Procedure for Tender Offer and Settlement" on page 37. The Form of Acceptance cum-Acknowledgement (the "**Tender Form**") along with the share transfer form (**"Form SH 4"**) is enclosed together with this Letter of Offer.
5) For details of the methodology adopted for the Buy-back, please refer to the "Process and Methodology for the Buy-back" on page 34.
6) For mode of payment of cash consideration to the Eligible Shareholders, please refer to "Procedure for Tender Offer and Settlement-Method of Settlement" on page 37.
7) A copy of the Public Announcement (as defined below), and this Letter of Offer (including the Tender Form and SH-4) will also be available on the websites of the Company, the Securities and Exchange Board of India, the Registrar to the Buy-back, the Stock Exchanges i.e. BSE & NSE and the Manager to the Buy-back at www.orbitexports.com, www.sebi.gov.in, www.in.mpms.mufg.com, www.bseindia.com, www.nseindia.com and www.saffronadvisor.com, respectively.
8) Eligible Shareholders are advised to refer to "*Details of Statutory Approvals*" and "*Note on Taxation*" on pages 32 and 43, respectively, before tendering their Equity Shares in the Buy-back.

BUYBACK PROGRAMME	
BUYBACK WINDOW OPENING DATE	**TUESDAY, JULY 21, 2026**
BUYBACK WINDOW CLOSING DATE	**MONDAY, JULY 27, 2026**
LAST DATE AND TIME OF RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIED DOCUMENTS BY THE REGISTRAR TO THE BUYBACK	**ON OR BEFORE 5:00 PM IST, MONDAY, JULY 27, 2026**

BUYBACK ENTITLEMENT	
Category of Eligible Shareholders	**Ratio of Buyback (i.e. Buyback Entitlement)***
Reserved Category for Small Shareholders	61 Equity Share for every 361 Equity Shares held on the Record Date
General Category for all other Eligible Shareholders	11 Equity Shares for every 94 Equity Shares held on the Record Date

The above ratio of Buyback is approximate and provides indicative Buyback Entitlement. Any computation of the Buyback Entitlement using the above Buyback ratio may provide a slightly different number than the actual entitlement due to rounding-off. The actual Buyback Entitlement factor for Small Shareholders under the Reserved Category is* ***16.897545366%* *and for other shareholders under the General Category is* ***11.701522881%.*** *Also, the numbers arrived at using the actual Buyback Entitlement may not conform exactly to the Buyback Entitlement printed in the Tender Form due to rounding-off of the factor.*

For further information on Ratio of Buyback as per the Buyback Entitlement in each Category, please refer paragraph 22.7 on page 34 of this Letter of Offer.

ELIGIBLE SHAREHOLDERS CAN ALSO CHECK THEIR ENTITLEMENT ON THE WEBSITE OF THE REGISTRAR TO THE BUYBACK BY FOLLOWING THE STEPS GIVEN BELOW:

1) Click on https://in.mpms.mufg.com/Offer/Default.aspx
2) Select the name of the Company - 'Orbit Exports Limited-Buyback-2026'
3) Select holding type - "Demat" or "Physical" or "PAN"
4) Based on the option selected above, enter your 'DPID CLID' or 'Folio Number' or 'PAN'
5) Then click on View button
6) The entitlement will be provided in the pre-filled 'FORM OF ACCEPTANCE-CUM ACKNOWLEDGEMENT'

MANAGER TO THE BUY-BACK	REGISTRAR TO THE BUY-BACK
SAFFRON energising ideas **SAFFRON CAPITAL ADVISORS PRIVATE LIMITED** 605, Sixth Floor, Centre Point, Andheri-Kurla Road, J. B. Nagar, Andheri (East), Mumbai - 400 059, Maharashtra, India **Tel:** +91 22 49730394 **Email:** buybacks@saffronadvisor.com; **Website:** www.saffronadvisor.com; **Investor grievance Email:** investorgrievance@saffronadvisor.com; **SEBI Registration No:** INM000011211 **Contact Person:** Satej Darde/ Sachin Prajapati	MUFG MUFG Intime **MUFG Intime India Private Limited** *(formerly known as Link Intime India Private Limited)* C- 101, 1st Floor, Embassy 247, L B S Marg, Vikhroli (West), Mumbai – 400083, Maharashtra, India **Tel:** +91 8108114949; **Fax:** +91 22 4918 6195; **Email:** orbitexports.buyback2026@in.mpms.mufg.com **Website:** www.in.mpms.mufg.com **Contact Person:** Shanti Gopalkrishnan **SEBI Registration No:** INR000004058 **Validity Period:** Permanent Registration

Table of Contents

1. SCHEDULE OF ACTIVITIES

Sr. No.	Activity Schedule	Day & Date
1)	Date of meeting of the Board of Directors approving the proposal of the Buyback	Tuesday, July 7, 2026
2)	Date of Public Announcement for the Buyback	Wednesday, July 8, 2026
3)	Date of publication of the Public Announcement for the Buyback	Thursday, July 9, 2026
4)	Record Date for determining the Buyback Entitlement and the names of the Eligible Shareholders	Wednesday, July 15, 2026
5)	Last date for dispatch of Letter of Offer	Friday, July 17, 2026
6)	Date of opening of the Buyback ("**Buyback Window Opening Date**")	Tuesday, July 21, 2026
7)	Date of closing of the Buyback ("**Buyback Window Closing Date**")	Monday, July 27, 2026
8)	Last date of receipt of completed Tender Forms and other specified documents including physical share certificates (if and as applicable) by the Registrar to the Buyback	Monday, July 27, 2026
9)	Last date of completion of verification by Registrar to the Buyback	Wednesday, July 29, 2026
10)	Last date of intimation to the Designated Stock Exchange regarding acceptance/ non-acceptance of the tendered Equity Shares by the Registrar to the Buyback	Friday, July 31, 2026
11)	Last date of completion of settlement of bids by the Clearing Corporation/Stock Exchange	Monday, August 3, 2026
12)	Last date of dispatch of share certificate(s) by the Registrar to the Buyback/ unblocking/return of unaccepted demat Equity Shares in the account of the Eligible Shareholders/Seller Member	Monday, August 3, 2026
13)	Last date of payment of consideration to Eligible Shareholders who participated in the Buyback	Monday, August 3, 2026
14)	Last date of extinguishment of the Equity Shares	Wednesday, August 12, 2026

***Note:** Where last dates are mentioned for certain activities, such activities may be completed on or before the respective last dates.*

2. DEFINITION OF KEY TERMS

This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specified otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the SEBI Buy-back Regulations, the Companies Act, the SEBI Depositories Act, 1996 and the rules and regulations made thereunder.

Terms	Description
Acceptance/Accept/ Accepted	Acceptance of Equity Shares, tendered by Eligible Persons in the Buy-back process
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Stock Exchanges in the form of a separate window in accordance with the SEBI Circulars.
Additional Shares / Additional Equity Shares	Additional eligible Equity Shares tendered by an Eligible Shareholders over and above the Buy-back Entitlement of such Eligible Shareholder not exceeding the Equity Shares held by such Eligible Shareholder as on the Record Date.
Articles/Articles of Association/AoA	Articles of Association of the Company, as amended from time to time
Board/ Board of	Board of Directors of the Company (which term shall, unless repugnant to the

Directors/ Director(s)	context or meaning thereof, be deemed to include a duly authorized 'Buy-back Committee' thereof)
Board Meeting	Meeting of the Board of Directors held on Tuesday, July 7, 2026, approving the proposal for the Buy-back
Buy-back Closing Date	Monday, July 27, 2026
Buy-back Committee	Buy-back Committee comprising of Mr. Pankaj Seth, Chairman and Managing Director, Mr. Parth Seth, Executive Director, Mr. Rahul Tiwari, Chief Financial Officer and Mr. Omprakash Jat, Company Secretary & Compliance Officer constituted on Tuesday, July 7, 2026, by a resolution of the Board of Directors, and duly authorized for the purpose of this Buy-back
Board	Board of Directors of the Company, or the Authorized Committee for the purpose of the Buy-back
BSE	BSE Limited
Buy-back Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buy-back Offer, based on the number of Equity Shares held by that Eligible Shareholder, on the Record date and the Ratio of Buy-back applicable in the category, in which such Shareholder belongs to.
Buy-back Opening Date	Tuesday, July 21, 2026
Buy-back Offer / Buy-back / Offer	Offer by Orbit Exports Limited to buy-back up to 11,04,000 (Eleven Lakh Four Thousand) fully paid-up Equity Shares of face value ₹ 10/- each at a price of ₹ 250/- (Rupees Two Hundred Fifty only) per Equity Share for cash aggregating up to ₹ 27,60,00,000/- (Rupees Twenty Seven Sixty Lakh only) from the Equity Shareholders of the Company through Tender Offer process, on a proportionate basis
Buy-back Offer Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e., ₹ 250/- (Rupees Two Hundred Fifty only) per Equity Share, payable in cash.
Buy-back Offer Size	Maximum number of Equity Shares proposed to be bought back i.e., up to 11,04,000 (Eleven Lakh Four Thousand) Equity Shares multiplied by the Buy-back Offer Price i.e., ₹ 250/- (Rupees Two Hundred Fifty only) per Equity Share aggregating to ₹ 27,60,00,000/- (Rupees Twenty Seven Sixty Lakh only), excluding Transaction Costs
Buy-back Period	The period between the date of board meeting i.e., Tuesday, July 7, 2026 and the date on which the payment of consideration to the shareholders i.e., Monday, August 3, 2026, whose Equity Shares have been accepted under the Buy-back, will be made
Buying Broker/ Company`s Broker	Choice Equity Broking Private Limited
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
Clearing Corporation	Collectively referred as, Indian Clearing Corporation Limited and National Securities Clearing Corporation Limited.
Companies Act	Companies Act, 2013, as amended and relevant rules made thereunder including the Share Capital and Debentures Rules and the Companies (Management and Administration) Rules, 2014, as amended
Company/ the Company/ "we" / "us" / "our"	Orbit Exports Limited, having registered office at 2nd Floor, Mistry Bhavan, 122, Dinshaw Wachha Road, K.C. College, Churchgate, Mumbai- 400020, Maharashtra, India
Company Demat Account	A demat account of the Company wherein Demat Shares bought back in the Buy-back would be transferred
Demat Share(s)	Equity Share(s) of the Company in dematerialised form
Depositories Act	The Depositories Act, 1996
Depositories	Collectively, National Securities Depository Limited and Central Depository Services (India) Limited.
Designated Stock Exchange	The designated stock exchange for the Buyback, being BSE.
DIN	Director Identification Number
Director(s)	Director(s) of the Company
DP	Depository Participant

Eligible Shareholders	Person(s) eligible to participate in the Buy-back Offer and would mean all Equity Shareholders / Beneficial Owner(s) of Equity Shares of the Company as on Record Date i.e. July 15, 2026 and do not include such shareholders/ beneficial owners of the Equity Shares who are not permitted under the applicable law to tender Equity shares in the Buy-back.
EPS	Earnings per Equity Share
Equity Shares / Shares	Fully paid-up Equity Shares of face value of ₹ 10/- (Rupees Ten only) each of the Company
Equity Shareholder(s)/ Shareholder(s)	Holder(s) of the Equity Shares and includes beneficial owners thereof
Escrow Bank/Escrow Agent	DBS Bank India Limited
Escrow Account	The Escrow Account in the name and style of "ORBIT EXPORTS LIMITED - ESCROW A/C – BUY BACK 2026" opened with Escrow Agent in accordance with Escrow Agreement
Escrow Agreement	The Escrow Agreement dated July 7, 2026 entered in to between the Company, the Manager to the Buy-back and the Escrow Agent.
FEMA	Foreign Exchange and Management Act, 1999, as amended from time to time, including the regulations, circulars, directions and notifications issued thereunder
FII(s)	Foreign Institutional Investor(s)
FPI(s)	Foreign Portfolio Investor(s)
General Category	Eligible Shareholders other than the Small Shareholders
HUF	Hindu Undivided Family
IT Act/ Income TaxAct	The Income-tax Act, 1961, as amended
Letter of Offer / LOF / Offer Document	This Letter of Offer dated July 17, 2026 being sent to the Eligible Shareholders
MCA	Ministry of Corporate Affairs
Management Rules	The Companies (Management and Administration) Rules, 2014
Manager to the Buy-back/Manager	Saffron Capital Advisors Private Limited
Memorandum of Association/MoA	Memorandum of Association of the Company, as amended
N.A.	Not Applicable
Non-Resident Shareholders	Includes NRIs, FIIs, FPIs, foreign corporate bodies (including OCBs) and foreign nationals etc.
NECS	National Electronic Clearing Services
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited, Mumbai
PA / Public Announcement	Public Announcement made in accordance with the SEBI Buyback Regulations, dated Wednesday, July 8, 2026, published in Financial Express (English - All Editions), Jansatta (Hindi - All Editions) and Mumbai Lakshadeep (Marathi - Mumbai Edition) on Thursday, July 9, 2026
PAN	Permanent Account Number
Persons in Control	Promoters and Persons Acting in concert, including such persons as have been disclosed under the filings made by the Company from time to time under the extant Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, ("**SEBI Takeover Regulations**") and filings with the stock exchange under Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations"**)
Physical Share(s)	Equity Share(s) of the Company in physical form
Promoter and Promoter Group	Promoter and members of the promoter group including such persons as have been disclosed under filings made by the Company from time to time under the SEBI LODR Regulations and the SEBI SAST Regulations
RBI	Reserve Bank of India
Record Date	Wednesday, July 15, 2026, being the date for the purpose of determining the Buy-back Entitlement and the names of the Eligible Shareholders to whom the Letter of Offer (including the Tender Form) will be sent, and who are eligible to participate in the proposed Buy-back in accordance with the SEBI Buy-back Regulations

Registrar to the Offer / Registrar to the Buy-back	MUFG Intime India Private Limited
Regulations / SEBI Regulations / SEBI Buy-back Regulations / Buy-back Regulations	The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time
Reserved Category	Small Shareholders eligible to tender Equity Shares in the Buy-back
RoC	Registrar of Companies, Mumbai
SEBI	The Securities and Exchange Board of India
SEBI Circulars	Tendering of Equity Shares by such Shareholders and settlement of the same, through the stock exchange mechanism as specified in Chapter 4 of the Master Circular for Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 dated February 16, 2023 with reference number SEBI/HO/CFD/PoD-1/P/CIR/2023/31 issued by SEBI **("SEBI Master Circular")** and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 and such other circulars as may be applicable, including any amendments thereof
SEBI (LODR) Regulations, 2011/ SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
Shareholder's Broker/ Stockbroker	The stockbrokers (who is a member of the NSE and BSE) of an Eligible Shareholder, through whom such Eligible Shareholder can participate in the Buy-back
Small Shareholder	As defined under Regulation 2(i)(n) of the SEBI Buy-back Regulations and in relation to the Buy-back means an Eligible Shareholder who holds Equity Shares of market value of not more than ₹ 2,00,000/- (Rupees Two Lakhs only), on the basis of closing price on BSE/NSE, whichever registers the highest trading volume in respect of the Equity Shares on the Record Date, i.e., **Wednesday, July 15, 2026**.
Stock Exchanges	Collectively referred as, BSE and NSE.
STT	Securities Transaction Tax
Tender Form/Form(s)	Form of Acceptance-cum-Acknowledgement to be filled in and sent to the Registrar by the Eligible Shareholders to participate in the Buy-back
Tender Offer	Method of Buy-back as defined in Regulation 2(i)(q) of the SEBI Buy-back Regulations
Tendering Period	Period of 5 (Five) Working Days from the Buy-back Opening Date till the Buy-back Closing Date (both days inclusive).
Transaction Costs	Any expenses incurred or to be incurred for the Buy-back viz. brokerage, costs, fees, turnover charges, taxes such as Buy-back tax, securities transaction tax and goods and services tax (if any), stamp duty, advisor's fees, filing fees, publication expense, printing and dispatch expenses and other incidental and related expenses and charges
TRS	Transaction Registration Slip
United States/U.S.	United States of America
Working Day(s)	Working day as defined in the SEBI Buy-back Regulations

Certain conventions, currency of presentation, use of financial information and stock market data

Page Numbers and Paragraph Numbers
Unless otherwise stated, all references to page numbers and paragraph numbers in this Letter of Offer are to page numbers of this Letter of Offer.

Currency and Units of Presentation
All references to "Rupee(s)", "Rs." or "₹" are to Indian Rupees, the official currency of the Republic of India.

Financial and Other Data
Unless stated or the context requires otherwise, our financial information in this Letter of Offer is from the audited standalone or consolidated financial statements for the fiscal years 2024, 2025 and 2026.

Our Company's financial year commences on April 1 of each year and ends on March 31 of the next year (referred to herein as "**Financial Year**" or "**FY**"). All data related to financials are given in ₹ crores unless otherwise stated.

Stock Market Data: Unless stated or the context requires otherwise, stock market data included in this Letter of Offer is derived from the websites of the Stock Exchanges.

3. DISCLAIMER CLAUSE

As required under the SEBI Buyback Regulations, a copy of this Letter of Offer has been submitted to the Securities and Exchange Board of India (SEBI).

It is to be distinctly understood that submission of this Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in this Letter of Offer. The Manager to the Buyback, i.e., Saffron Capital Advisors Private Limited, has certified that the disclosures made in this Letter of Offer are generally adequate and are in conformity with the provisions of Companies Act, 2013 and SEBI Buyback Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback, i.e., Saffron Capital Advisors Private Limited has furnished to SEBI a Due Diligence Certificate dated July 17, 2026 in accordance with the SEBI Buyback Regulations which reads as follows:

"We have examined various documents and materials relevant to the Buy-back, as part of the due diligence carried out by us in connection with the finalisation of the Public Announcement dated July 8, 2026 which was published on July 9, 2026, and this Letter of Offer dated July 17, 2026 ***("Letter of Offer")****. On the basis of such examination and the discussions with the Company, we hereby state that:*

- *The Public Announcement and the Letter of Offer are in conformity with the documents, materials and papers relevant to the Buy-back Offer.*
- *All the legal requirements connected with the said Buy-back including the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, have been duly complied with.*
- *The disclosures in the Public Announcement and the Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders of the Company to make a well-informed decision in respect of the captioned Buy-back Offer.*
- *Funds to be used for Buy-back shall be as per the provisions of the Companies Act, 2013, as amended".*

The filing of this Letter of Offer with SEBI does not, however, absolve the Company from any liabilities under the provisions of the Companies Act, 2013, as amended or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buy-back.

The Promoters and Board of Directors declare and confirm that no information/ material likely to have a bearing on the decision of Eligible Shareholders has been 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 a mis-statement/ misrepresentation, the Promoters/ Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the SEBI Buy-back Regulations.

The Promoters and Board of Directors also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buy-back.

Disclaimer for U.S. Persons

The information contained in this Letter of Offer is exclusively intended for persons who are not U.S. Persons as such term is defined in Regulations of the U.S. Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

Disclaimer for persons in foreign countries other than U.S.

This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. This Letter of Offer does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation would subject the Company or the Manager to the Buy-back to a new or additional requirements or registration. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

Persons in possession of this Letter of Offer are required to inform themselves of any relevant restrictions in their respective jurisdictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buy-back shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buy-back.

Important notice to all Equity Shareholders
This Letter of Offer has been prepared for the purposes of compliance with the SEBI Buy-back Regulations. Accordingly, the information disclosed herein may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buy-back are under no obligation to update the information contained herein at any time after the date of this Letter of Offer.

This Letter of Offer does not and will not in any way constitute an offer to sell, or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. The Letter of Offer shall be dispatched to all Eligible Shareholders as per the SEBI Buy-back Regulations and such other circulars or notifications, as may be applicable. However, receipt of the Letter of Offer by any Equity Shareholder in a jurisdiction in which it would be illegal to make this Tender Offer, or where making this Tender Offer would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws), shall not be treated by such Equity Shareholders as an offer being made to them. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions. Any Equity Shareholder who tenders his, her or its Equity Shares in the Buy-back shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorised under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buy-back.

Forward Looking Statements
This Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as ‘believe’, ‘expect’, ‘estimate’, ‘intend’, ‘objective’, ‘plan’, ‘project’, ‘will’, or other words or phrases of similar import. Similarly, statements that describe our objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in which the Company operates and its ability to respond to them, the Company’s ability to successfully implement its strategy, its growth and expansion, technological changes, exposure to market risks, general economic and political conditions in India or other key markets where it operates which have an impact on its business activities or investments, the monetary and fiscal policies, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which the Company operates.

Certain figures contained in this Letter of Offer, including financial information, have been subject to rounding off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

4. TEXT OF RESOLUTION PASSED AT MEETING OF THE BOARD OF DIRECTORS

Quote

APPROVAL FOR BUYBACK OF EQUITY SHARES OF THE COMPANY

“RESOLVED THAT in accordance with the Article **8.2** of the Articles of Association of Orbit Exports Limited (“**the Company**”) and the provisions of Sections 68, 69, 70 and 179 and all other applicable provisions, if any, of the Companies Act, 2013 as amended (the “**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”**), the Companies (Meetings of Board and its Powers) Rules, 2014 and other relevant rules made hereunder, each as amended from time to time and 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 by the Securities and Exchange Board of India ("**SEBI**"), Registrar of Companies, Mumbai (the "**RoC**"), the stock exchanges on which the Equity Shares of the Company are listed ("**Stock Exchanges**"), Reserve Bank of India ("**RBI**") and/ or other authorities, institutions or bodies (together with SEBI, Stock Exchanges and RBI, 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, 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/authorize to exercise its powers, including the powers conferred by this resolution) hereby consents and approves the buyback by the Company of its fully paid-up equity shares having a face value of ₹ 10/- (Rupees Ten only) each (hereinafter referred to as the "**Equity Shares**" or "**Shares**"), not exceeding **11,04,000** Equity Shares (representing **4.16%** of the total number of Equity Shares in the total paid-up equity capital of the Company as on March 31, 2026, at a price of ₹ **250**/- (Rupees Two Hundred Fifty only) per Equity Share payable in cash for an aggregate amount not exceeding ₹ **27,60,00,000/-** (Rupees Twenty Seven Crore Sixty Lakh only) **("Buyback Size")**, which represents **9.88%** and **9.16%** of the aggregate of the total paid-up equity share capital and free reserves of the Company based on latest audited standalone and consolidated financial statements of the Company for the financial year end as on March 31, 2026 (which is within the statutory limits of 10% of the total paid-up equity share capital and free reserves of the Company, based on latest standalone or consolidated financial statements of the Company as on March 31, 2026), as per the provisions of the Companies Act and SEBI Buyback Regulations from 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 the Promoter and Promoter Group entities and persons in control of the Company (as defined under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and to be referred as "**Promoters**"), as on record date i.e. **July 15, 2026** ("**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 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 Costs**").

RESOLVED FURTHER THAT the Buyback Price has been arrived at after considering various factors, including, but not limited to (i) the trends in the volume weighted average prices of the Equity Shares of the Company, traded on the BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (together referred as "**Stock Exchanges**") where the Equity Shares are listed, (ii) the net-worth of the Company, (iii) price earnings ratio, (iv) the impact on other financial parameters and (v) the possible impact of Buyback on the earnings per share.

RESOLVED FURTHER THAT the Buyback Price represents

i) Premium of **10.64%** and **11.89%** over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the three months preceding Thursday, July 2, 2026, being the date of intimation to the Stock Exchanges for the board meeting to consider the proposal of the Buyback (**"Intimation Date"**); and
ii) Premium of **0.71%** and **3.04%** over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the 2 (two) weeks preceding the Intimation Date; and
iii) Premium of **11.71%** and **13.48%** over the closing price of the Equity Shares on BSE and NSE, respectively, as on the Intimation Date; and
iv) Premium of **9.82%** and **10.27%** over the closing price of the Equity Shares on BSE and NSE, respectively, as on the date of the Board Meeting, i.e., Tuesday, July 7, 2026.

RESOLVED FURTHER THAT the Board/Buyback Committee may, 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Size, in terms of Regulation 5(via) of the SEBI Buyback Regulations.

RESOLVED FURTHER THAT as required under Regulation 6 of the SEBI Buyback Regulations, the Company shall Buyback of Equity Shares from the existing shareholders/beneficial owners of Equity Shares of the Company as on Record Date ("**Eligible Shareholders**"), shall be on a proportionate basis through Tender Offer, provided that 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or the number of Equity Shares entitled as per the shareholding of small shareholders as defined in the SEBI Buyback Regulations ("**Small Shareholders**") as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as defined in the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company, based on the intent letter from Promoters and members of Promoter Group has noted the intention of Promoters and members of Promoter Group of not participating in the Buyback.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to Tender-Offers under Takeovers, Buy Back and Delisting" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with the circulars issued in relation thereto, including circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 including any further amendments or statutory modifications thereof for the time being in force **("SEBI Circulars")** or such other circulars or notifications, as may be applicable and the Company shall approach the Stock Exchange(s), as may be required, for facilitating the same.

RESOLVED FURTHER THAT as required under Regulation 4 of the SEBI Buyback Regulations, the proposed Buyback of Equity Shares shall be implemented from the existing shareholders as on the Record Date in a manner the Board may consider appropriate, from out of its free reserves and/or securities premium account of the Company 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 the Company has earmarked adequate resources of funds for the purpose of Buyback and the payment of the Buyback shall be made out of the Company's current surplus and/or cash balances and/or current investments and/or cash available from internal resources of the Company (and not from any borrowed funds) and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

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 for filing with Registrar of Companies, Mumbai and SEBI in accordance with the applicable laws and that Mr. **Pankaj Seth**, Chairman & Managing Director and Ms. **Anisha Seth**, Whole Time Director be and are hereby, jointly authorized 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 non-resident shareholders, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors, Foreign Portfolio Investors and shareholders of foreign nationality, if any, shall be subject to such approvals, if and to the extent necessary or required from concerned authorities including approvals from the Reserve Bank of India ("**RBI**") under Foreign Exchange Management Act, 1999 and rules and regulations framed there under, if any, and that such approvals shall be required to be taken by such shareholders themselves.

RESOLVED FURTHER THAT the Board hereby confirms that:

1. All the equity shares of the Company are fully paid up;
2. 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 buy-back period i.e. from the date of Board meeting approving the Buy-back of its equity shares till the date on which the payment of consideration to shareholders who have accepted the buy-back offer is made in accordance with the Companies Act and the SEBI Buy-back Regulations ("**Buy-back Period**");
3. 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;
4. 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;
5. 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;
6. The aggregate amount of the Buy-back i.e. up to ₹ 27,60,00,000**/- (**Rupees Twenty Seven Crore Sixty Lakh only), does not exceed 10% of the aggregate of the total paid-up capital equity share capital and free reserves of the Company as per the latest audited standalone and consolidated financial statements, of the Company, for the financial year ended March 31, 2026, whichever is lower;
7. The number of Equity Shares proposed to be purchased under the Buy-back i.e. 11,04,000 (Eleven Lakh Four Thousand) 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, for the financial year ended March 31, 2026;

8. 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;
9. 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; i.e. date on which the payment of consideration to shareholders who have accepted the Buyback Offer is made;
10. The Company shall not withdraw the Buy-back offer after the Public Announcement of the Buy-Back offer is made;
11. 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;
12. 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;
13. 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;
14. 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;
15. The company is in compliance with the provisions of Section 92, 123, 127 and 129 of the Companies Act;
16. 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;
17. 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;
18. 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;
19. The consideration for the Buy-back shall be paid by the Company only in cash;
20. 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 for the financial year ended March 31, 2026, respectively, whichever is lower as prescribed under the Companies Act and the SEBI Buy-back Regulations;
21. 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;
22. 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**");
23. 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:
24. 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;
25. No promoter or promoter group shareholder or person(s) in control will breach the limits prescribed under Regulation 3 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 requiring a trigger of the open offer;
26. 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;
27. As per Regulation 5(i)(c) and clause (xii) of Schedule I, the Company has outstanding credit facilities with its lenders. In accordance with Regulation 5(i)(c) and Clause (xii) of Schedule I of the SEBI (Buy-back of Securities) Regulations, 2018, as amended, the Company shall not undertake the Buyback if the Buyback results in a breach of any covenant with its lenders, unless prior consent of such lenders has been obtained. The Company confirms that the Buyback does not result in any breach of the covenants contained in the financing documents and, wherever required, the necessary prior consent(s) of the relevant lender(s) have been obtained;
28. The Letter of Offer with the tender form shall be dispatched to Eligible Shareholders within 2 (two) working days from the Record Date.

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

i. immediately following the date of this Board Meeting i.e., July 7, 2026 approving the Buyback, there will be no grounds on which the Company can be found unable to pay its debts;
ii. as regards the Company's prospects for the year immediately following the date of the Board Meeting i.e. July 7, 2026 approving the Buyback, and having regard to 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 the Board's view, be available to the Company 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 date of the Board Meeting approving the Buyback;
iii. in forming the opinion aforesaid, the Board has taken into account the liabilities as if the Company is being wound up under the provisions of the Companies Act, 1956 or Companies Act, 2013 and the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

RESOLVED FURTHER THAT a Buyback Committee comprising of:

S. No.	Name	Designation
1	Mr. Pankaj Seth	Chairman
2	Mr. Parth Seth	Member
3	Mr. Rahul Tiwari	Member
4	Mr. Omprakash Jat	Secretary

be and is hereby, constituted and the powers of the Board in respect of Buyback be delegated to the Committee ("**Buyback Committee**") and each member of the Buyback Committee, be and is hereby, severally authorized to do all such acts, deeds and things as may be necessary, expedient, or proper with regard to the implementation of the Buyback, including, but not limited to, the following:

1. To finalize, execute and submit necessary documents, deeds, affidavits, undertakings, certifications, agreements, forms, returns, applications, letters, etc., seek approval(s) and to represent the Company with the Securities and Exchange Board of India, Stock Exchanges, Registrar of Companies, Mumbai, National Securities Depository Limited, Central Depository Services (India) Limited and any other Regulatory authorities in connection with the Buyback;
2. To decide on the increase in buyback price in accordance with the SEBI Buyback Regulations and resultant reduction in Buyback Equity Shares, if any;
3. To seek approval of the shareholders of the Company and to do all necessary actions related thereto;
4. To finalize the terms of Buyback including the mechanism for the Buyback, the schedule of activities including the dates of opening and closing of the Buyback, Record Date, entitlement ratio, the timeframe for completion of the Buyback;
5. To appoint solicitor(s), depository participant(s), escrow agent(s), advertising agency(ies) and other advisor(s)/consultant(s) / intermediary(ies) / agency(ies), printer, as may be required, for the implementation of the Buyback and decide and settle the remuneration for such persons/ advisors/ consultants/ intermediaries/agencies including by the payment of commission, brokerage, fee, charges etc;
6. The initiating of all necessary actions for preparation and issue of public announcement, letter of offer and related documents.
7. The preparation, finalization and filing of public announcement, letter of offer, related documents and also the certificates for declaration of solvency and other filings with the SEBI, ROC, the stock exchanges and other appropriate authority(ies), if any;
8. The making of all applications to the appropriate authorities for their requisite approvals including approvals as may be required from the RBI under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder;
9. To 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" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with the circulars issued in relation thereto, including circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular bearing number SEBI/HO/CFD/DCR- III/CIR/P/2021/615 dated August 13, 2021 and circular bearing number SEBI/HO/CFD/PoD- 2/P/CIR/2023/35 dated March 8, 2023 including any amendments or statutory

modifications for the time being in force ("**SEBI Circulars**") or such other circulars or notifications, as may be applicable. ;

10. Earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback;
11. To enter into escrow arrangements and appoint escrow agents as required or desirable in terms of the SEBI Buyback Regulations and to open, operate and close all necessary accounts including escrow account, special payment account, demat escrow account as required or desirable in terms of the SEBI Buyback Regulations and to enter into escrow and other agreements with and to give instructions to the bankers in connection therewith, and provide bank guarantee(s) as may be required on such terms as deemed fit and to decide authorized signatories to such accounts including bank accounts and escrow accounts;
12. To open, operate and close one or more depository account/ trading account / buyer broker account and to open, operate and close special trading window account with the designated stock exchange and to decide the authorized signatories for depository account/trading account/buyer broker account/special trading window account;
13. To settle all such questions, queries, difficulties or doubts that may arise in relation to the implementation of the Buyback or by the Manager to the Buyback, Securities and Exchange Board of India, the Stock Exchanges and other Appropriate Authorities;
14. To authorize bankers to act upon the instructions of the Merchant Banker as required under the SEBI Buyback Regulations;
15. To carry out management discussion and analysis on the likely impact of the Buyback on the Company's earnings, public holdings, holdings of non-resident individuals, FIIs;
16. To sign the documents as may be necessary with regard to 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 SEBI, RBI, ROC, stock exchanges, depositories and/or other appropriate authorities;
17. To decide on the designated stock exchange;
18. Extinguishment of dematerialized share and physical destruction of share certificates and certificates of extinguishment required to be filed in connection with the Buyback on behalf of the Board;
19. To obtain all necessary certificates and reports from the Statutory Auditors, Secretarial Auditor and other third parties as required under applicable law;
20. To verify the offer/acceptances received, finalizing basis of acceptance, pay to the shareholders, consideration for Equity Shares bought back pursuant to the Buyback, issue rejection letters, if any;
21. To file 'Return of Buyback' with Registrar of Companies and other statutory authorities;
22. To give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback;
23. To do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper; and/or;
24. To establish Investor Service Centre/s;
25. To authorize the Merchant Banker, Registrar or other agencies appointed for the purpose of Buyback to carry out any of the above activities;
26. To maintain 'Register of Securities bought back';
27. To pay to the shareholders consideration for shares bought back pursuant to the Buyback;
28. Sign, execute and deliver such documents as may be necessary or desirable in connection with or incidental to the Buyback;
29. To do all such acts as it may, in its absolute discretion deem necessary, expedient, or proper for the implementation of the Buyback.

RESOLVED FURTHER THAT Mr. **Omprakash Jat**, Company Secretary shall act as the Secretary to the Buyback Committee.

RESOLVED FURTHER THAT the quorum for a meeting of the Buyback Committee for implementing the Buyback shall be presence of any two members and the Buyback Committee may regulate its own proceedings and meet as often as required, to discharge its functions.

RESOLVED FURTHER THAT the Buyback Committee shall have the power and authority to delegate all or any of the authorities conferred upon it to any officer(s) and/or representatives of the Company, in order to give effect to the aforesaid resolutions and to revoke and substitute such delegation/sub-delegation of authority from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Buyback Committee, be and is hereby, authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT in compliance with Securities and Exchange Board of India (Buy-Back of Securities) Regulation 2018, Saffron Capital Advisors Private Limited ("**Manager**"), be and is hereby appointed as the Manager to the proposed Buyback transaction to inter-alia carry out the activities as Merchant Banker under the SEBI Buyback Regulations, on such terms and conditions as mutually decided.

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 with the Escrow Agent and the Manager 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 be and is hereby authorized to operate the Escrow Account in accordance with the Buyback Regulations.

RESOLVED FURTHER THAT in compliance with SEBI Buyback Regulations, MUFG Intime India Private Limited, be and is hereby, appointed as the Registrar for the proposed buyback transaction at such remuneration as mutually agreed.

RESOLVED FURTHER THAT BSE Limited be and is hereby designated as the Designated Stock Exchange for the purpose of the Buyback of equity shares of the Company.

RESOLVED FURTHER THAT Mr. **Omprakash Jat**, Company Secretary of the Company, be and is hereby appointed as the Compliance Officer for the Buyback in terms of Regulation 24(iii) of the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Board do obtain from the Company's statutory auditor M/s. **Nayan Parikh and Co.** the certificate /report required in accordance with the SEBI Buyback Regulations under clause (xi) of Schedule I of the SEBI Buyback Regulations.

RESOLVED FURTHER THAT no information/material likely to have a bearing on the decision of investors has been suppressed/withheld and/or incorporated in the manner that would amount to mis-statement/misrepresentation.

RESOLVED FURTHER THAT the Company shall, before making the public announcement, create an escrow account, either in form of bank guarantee or cash including bank deposit or deposit of securities with appropriate margin or government securities or units of mutual funds invested in gilt funds and overnight schemes or a combination thereof, towards security performance of its obligations as may be prescribed under the Act and the SEBI Buyback Regulations and, on such terms, and conditions as the Board or the Buyback Committee thereof may deem fit.

RESOLVED FURTHER THAT the Company shall maintain a register of shares bought back wherein details of equity shares bought back, consideration paid for the equity shares bought back, date of cancellation of equity shares and date of extinguishing and physically destroying of equity shares and such other particulars as may be prescribed, shall be entered and that **Mr**. **Omprakash Jat** of the Company be and is hereby authorised to authenticate the entries made in the said register.

RESOLVED FURTHER THAT the particulars of the Equity Share certificates extinguished and destroyed shall be furnished by the Company to the Stock Exchanges within seven days and to SEBI within seven working days of such extinguishment or destruction of the certificates and the dematerialised Equity Shares shall be extinguished and destroyed 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 Mr. Omprakash Jat, Company Secretary of the Company be and is hereby authorized to do all such acts as may be required for this purpose.

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 buyback any shares, or impair any power of the Company or the Board to terminate any process in relation to such Buyback, if permitted by law.

RESOLVED FURTHER THAT Mr. **Pankaj Seth**, Chairman & Managing Director, Mr. **Rahul Tiwari**, Chief Financial Officer and Mr. **Omprakash Jat,** Company Secretary of the Company be and are hereby severally authorized to send the necessary intimations to SEBI, the Stock Exchanges and any other authority in relation to this resolution, as may be required under applicable laws and regulations.

RESOLVED FURTHER THAT Mr. **Pankaj Seth**, Chairman & Managing Director, Mr. **Rahul Tiwari**, Chief Financial Officer and Mr**. Omprakash Jat**, Company Secretary of the Company of the Company be and are hereby severally authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any committee(s)/ director(s)/ officer(s)/ authorized representative(s) of the Company in order to give effect to the aforesaid resolutions, including but not limited to make all necessary applications to the Appropriate Authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India; preparing, signing and filing of the public announcement, letter of offer with the Securities and Exchange Board of India, the Stock Exchanges and other Appropriate Authorities; obtaining all necessary certificates and report from the statutory auditors and other third parties as required under applicable laws entering into escrow arrangements as required in terms of the SEBI Buyback Regulations; opening, operating and closing of all necessary accounts including escrow account, special payment account, demat account as required in terms of the SEBI Buyback Regulations; extinguishing dematerialized Equity Shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company; and filing such other undertakings, agreements, papers, documents and correspondence , as may be required to be led in connection with the Buyback with the Securities and Exchange Board of India, the Stock Exchanges, Registrar of Companies, Mumbai, depositories and/or other Appropriate Authorities as may be required from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all, acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient , usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the resolution."

Unquote

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

5.1 In accordance with the provisions of Regulation 7(i) of the Buy-back Regulations, the Company has made the Public Announcement dated Wednesday, July 8, 2026 for the Buy-back of Equity Shares which was published on Thursday, July 9, 2026, in the newspapers mentioned below:

Name of the Newspaper	Language	Editions
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Mumbai Lakshadeep	Marathi*	Mumbai Edition

**Marathi being the regional language wherein the registered office of the Company is located.*

5.2 The Public Announcement was published within 2 (two) Working Days from the date of the board resolution being passed by the Board of Directors approving the Buy-back (i.e., Tuesday, July 7, 2026). The Company will publish further notices or corrigendum, if any, in the abovementioned newspapers.

5.3 A copy of the Public Announcement is available on the website of the Company, i.e., www.orbitexports.com, the Manager to the Buy-back, i.e., www.saffronadvisor.com, the website of SEBI i.e., www.sebi.gov.in and on the websites of the Stock Exchanges i.e., www.bseindia.com and www.nseindia.com.

5.4 After dispatch of the Letter of Offer, the Company will publish an advertisement in all editions of Financial Express (English National daily), Jansatta (Hindi National daily) and Mumbai Lakshadeep, a Marathi daily newspaper (Marathi being the regional language at the place where the registered office of the Company is situated), each with wide circulation to inform the Eligible Shareholders about the completion of dispatch of the Letter of Offer. The dispatch advertisement will also include the link for shareholders to check their entitlement under the Buyback.

6. DETAILS OF THE BUY-BACK

6.1 Pursuant to the resolution passed by the Board of Directors of Orbit Exports Limited on Tuesday, July 7, 2026, the Company, hereby, announces the Buy-back of up to 11,04,000 (Eleven Lakh Four Thousand) Equity Shares (representing 4.16% of the total number of Equity Shares in the existing total paid-up Equity Share capital of the Company) from the Eligible Shareholders as on the Record Date i.e., Wednesday, July 15, 2026 (for further details in relation to the Record Date, refer to section entitled *"Process and Methodology of Buy-back"* of this Letter of Offer), at a price of ₹ 250/- (Rupees Two Hundred Fifty only) per Equity Share, payable in cash, for an aggregate amount not exceeding ₹ 27,60,00,000/- (Rupees Twenty Seven Crore Sixty Lakh only), excluding Transaction Costs ("**Maximum Buy-back Size**") being within the 10% of the aggregate fully paid-up equity share capital and free reserves of the Company based on both latest audited standalone and consolidated financial statements of the Company as on March 31, 2026, on a proportionate basis through tender offer in accordance with the provisions of the Companies Act, and in compliance with the Buy-back Regulations.

Name of the Company	Orbit Exports Limited
Maximum number of Equity Shares proposed to be bought back pursuant to the Buyback	The Company proposes to buy back up to 11,04,000 (Eleven Lakh Four Thousand) fully paid-up Equity Shares of face value of ₹ 10/- each of the Company.
Number of Equity Shares proposed to be bought back pursuant to the Buyback as a percentage of the existing paid-up equity share capital of the Company	Buyback of up to 11,04,000 (Eleven Lakh Four Thousand) fully paid-up Equity Shares representing up to 4.16% of the total number of Equity Shares in the existing total paid-up equity share capital of the Company.
Buyback Price	The Equity Shares of the Company are proposed to be bought back at a price of ₹ 250/- (Rupees Two Hundred Fifty only) per Equity Share. The Buyback Price has been arrived at after considering various factors including but not limited to trends in the volume weighted average market prices of the Equity Shares traded on the Stock Exchanges where the Equity Shares are listed, the closing market price of the Equity Shares on the Stock Exchanges, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.
Applicable regulations of SEBI and provisions of the Act, in accordance with which the Buyback is made	The Buyback is being undertaken in accordance with the provisions of Article 8.2 of the Articles of Association of the Company and in terms of Chapter III of the SEBI Buyback Regulations, the SEBI Circulars, SEBI (LODR) Regulations, 2015 and Sections 68, 69, 70, 179 and all other applicable provisions, if any, of the Act and the relevant rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable.
Methodology for the Buyback	The Buyback Offer will be undertaken on a proportionate basis from the Eligible Shareholders through the tender offer process who holds Equity Shares as on the Record Date i.e., **Wednesday, July 15, 2026**, as prescribed under Regulation 4(iv)(a) read with Regulation 9(x) of the SEBI Buyback Regulations. Additionally, the Buyback Offer shall be, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI Circulars. in terms of Regulation 9(vii) of the SEBI Buyback Regulations. For the purposes of this Buyback, BSE will be the Designated Stock Exchange.
Buyback Size and its percentage with respect to the total paid-up equity share capital and free reserves and percentage with respect to net worth of the Company	Aggregate consideration up to and not exceeding ₹ 27,60,00,000/- (Rupees Twenty Seven Crore Sixty Lakh only), excluding Transaction Cost being up to 9.88% and 9.16% of the aggregate of the total paid-up capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026, which is within the statutory limit of 10% of the aggregate of the total paid-up share capital and free reserves of the Company as prescribed under the SEBI Buyback Regulations.

6.2 The Equity Shares are listed on the National Stock Exchange of India Limited ("**NSE**") and on the BSE Limited ("**BSE**") (hereinafter together referred to as the "**Stock Exchanges**").

6.3 The Buy-back is less than 10% of the total paid up equity share capital and free reserves of the Company as per latest audited standalone and consolidated financial statements of the Company as on March 31, 2026, permitted through the board approval route as per the provisions of the Companies Act and Buy-back Regulations. The Buy-back is being undertaken in terms of Chapter III of the Buy-back Regulations, Sections 68, 69, 70, and 179 and any other applicable provisions of the Companies Act and the rules made thereunder, and various circulars issued by Ministry of Corporate Affairs and LODR Regulations. Additionally, the Buy-back shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Shareholders and settlement of the same, through the stock exchange mechanism as specified by the SEBI Circulars and stock exchanges rules and regulations. The Buy-back is subject to receipt of such other approvals, permissions, consents, exemptions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the statutory, regulatory, governmental authorities or other appropriate authorities while granting such approvals, permissions, consents, exemptions and sanctions, as may be required from time to time under the applicable laws.

6.4 The Buy-back shall be undertaken on a proportionate basis from the Eligible Shareholders of the Equity Shares of the Company as on the Record Date through the "tender offer" process prescribed under Regulation 4(iv)(a) of the SEBI

Buy-back Regulations. Additionally, the Buy-back shall be, subject to applicable laws, implemented by the Company using the Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting ("**Stock Exchange Mechanism**") notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and the SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, the SEBI circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 including any amendments or statutory modifications for the time being in force ("**SEBI Circulars**"). In this regard, the Company will request Stock Exchanges to provide the Acquisition Window for facilitating tendering of Equity Shares under the Buy-back and for the purposes of this Buy-back, BSE will be the designated stock exchange.

6.5 The maximum amount proposed to be utilized for the Buy-back, does not exceed ₹ 27,60,00,000/- (Rupees Twenty Seven Crore Sixty Lakh only) and is therefore within the limit of 25% of the aggregate total paid-up equity share capital and free reserves of the Company, based on latest audited standalone and consolidated financial statements of the Company as of March 31, 2026.

6.6 In terms of the SEBI Buy-back Regulations, under Tender Offer route, Promoter and Promoter Group have an option to participate in the Buy-back. In this regard, the Promoter and Promoter Group have expressed their intention to not participate in the Buy-back vide their letters dated July 7, 2026.

6.7 The Company confirms that the public shareholding post buy-back will not fall below the minimum level as required under as per Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

6.8 The Buy-back from the Eligible Shareholders who are Non-Resident Shareholders (including non-resident Indians, foreign nationals, foreign institutional investors/ foreign portfolio investors, foreign corporate bodies and erstwhile overseas corporate bodies), shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the RBI under the FEMA, and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such Non-Resident Shareholders.

6.9 The Buy-back would involve reservation for Small Shareholders which will be 15% of the number of Equity Shares that the Company proposes to Buy-back, or their entitlement, whichever is higher.

6.10 The aggregate shareholding of the (i) Promoters, members of the Promoter group ("**Promoter Group**") and Persons in Control of the Company; (ii) the Directors of the Promoters or Promoter Group, where Promoter or Promoter Group is a Company; and (iii) Directors and Key Managerial Personnel of the Company as on the Board Meeting Date, i.e., Tuesday, July 7, 2026, the date of the Public Announcement i.e. Wednesday, July 8, 2026 and the date of this Letter of Offer, Friday, July 17, 2026 are as follows:

(i) Aggregate shareholding of the Promoter, Promoter Group and persons in control of the Company is as follows:

S. No.	Name of the Shareholder	No. of Equity Shares held	% of Shareholding
1.	Pankaj Seth	Promoter	1,09,34,072
2.	Anisha Seth	Promoter	39,13,484
3.	Parth Seth	Promoter	1,16,590
4.	Vishakha Pankaj Seth	Promoter	16,301
5.	Pankaj S Seth (HUF)	Promoter	9,247
6.	Mediaman Multitrade Pvt Ltd	Promoter Group	25,21,965
TOTAL		**1,75,11,659**	**66.05**

(ii) Aggregate shareholding of the Directors of the Promoter and Promoter Group of the Company, where the Promoter and Promoter Group is a company:

S. No.	Name of the Promoter Company	Name of Directors	No. of Equity Shares held in the Company	% of Shareholding
1.	Mediaman Multitrade Pvt. Ltd.	Anisha Seth	39,13,484	14.76
		Parth Seth	1,16,590	0.44
TOTAL			**40,30,074**	**15.20**

(iii) Aggregate Shareholding of the Directors and Key Managerial Personnel of the Company as on the Board Meeting Date, the date of the Public Announcement and the date of this Letter of Offer:

S. No.	Name of the Shareholder	Designation	No. of Equity Shares held	% of Shareholding
1.	Pankaj Seth	Executive Director-Chairperson-MD	1,09,34,072	41.24
2.	Anisha Seth	Executive Director	39,13,484	14.76
3.	Varun Daga	Non-Executive - Non-Independent Director	7,99,064	3.01
4.	Parth Seth	Executive Director	1,16,590	0.44
5.	Sunil Buch	Non-Executive - Independent Director	Nil	Nil
6.	Chetna Malaviya	Non-Executive - Independent Director	Nil	Nil
7.	Chetan Mehra	Non-Executive - Independent Director	Nil	Nil
8.	Aditya Jain	Non-Executive - Independent Director	Nil	Nil
9.	Raveena Modi	Non-Executive - Independent Director	Nil	Nil
10.	Rahul Tiwari	Chief Financial Officer	5,250	0.01
11.	Omprakash Jat	Company Secretary & Compliance officer	Nil	Nil
TOTAL			**1,71,47,446**	**63.45**

6.11 The aggregate of ESOPs held by the directors and KMPs of the Company, as on the date of the Public Announcement, is set out below:

S. No	Name	Designation	Vested ESOPs	Unvested ESOPs
1.	Rahul Tiwari	Chief Financial Officer	6,250	Nil

6.12 The maximum and minimum price at which purchases and sales referred at point 6.11 above were made along with along with the relevant dates: **Not Applicable**

7. INTENTION OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUY-BACK

7.1. In terms of the SEBI Buy-back Regulations, under the tender offer route, the Promoters, members of the Promoter Group and persons in control of the Company have an option to participate in the Buy-back. In this regard, the Promoter and Promoter Group have expressed their intention to not participate in the Buy-back vide their letters dated July 7, 2026. Accordingly, the disclosure required as per the paragraph (viii) of the Schedule I of the SEBI Buyback Regulations are not applicable. Given that the Promoters and member of the Promoter Group have expressed their intention not to participate in the Buyback, the Equity Shares held by members of the Promoters and Promoter Group shall not be considered for computing the entitlement ratio, in accordance with the proviso to Regulation 4(iv)(a) of the Buyback Regulations, and to that extent, the Eligible Shareholders will have a higher Buyback Entitlement ratio:

7.2. The Buyback will not result in any benefit to Promoters and Promoter Group or any Directors of the Company except to the extent of increase in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback. Any change in voting rights of the promoters and members of the promoter group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

7.3. Pursuant to the proposed Buy-back and depending on the response to the Buy-back, the aggregate shareholding and voting rights of the Promoters and Members of the Promoter Group and persons in control of the Company, in the Company, may change from the existing shareholding of the total equity capital and voting rights of the Company. Assuming response to the Buy-back is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their entitlement, the aggregate shareholding of the Promoters and Members of the Promoter Group and persons in control of the Company, post Buy-back will increase to 68.92% of the post Buy-back Equity Share Capital of the Company. The Promoters and Members of the Promoter Group and persons in control of the Company are already in control over the Company and therefore any further increase in the voting rights of the Promoters and Members of the Promoter Group and persons in control will not result in any change in control of the Company. Please refer to paragraph 16.5 of this Letter of Offer for further details regarding shareholding (pre and post buy-back) of the Promoter and Members of the Promoter Group and the Public shareholding in the Company.

7.4. The Buy-back would be subject to the condition of maintaining Minimum Public Shareholding requirements as specified in Regulation 38 of SEBI (LODR) Regulations, 2015, as amended. Any change in the Voting Rights of the Promoters of the Company pursuant to completion of Buy-back will not result in any change in control over the Company.

8. AUTHORITY FOR THE BUY-BACK

8.1 The Buy-back is pursuant to Article 8.2 of the Articles of Association of the Company, Sections 68, 69, 70, 179 and all other applicable provisions, if any, of the Companies Act, and rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable, SEBI Buy-back Regulations read with SEBI Circulars, and the SEBI Listing Regulations, subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by SEBI, Registrar of Companies, Mumbai, the Stock Exchanges and/or other authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board.

8.2 The Buy-back has been duly authorised by a resolution of the Board of Directors at its meeting held on Tuesday, July 7, 2026.

9. NECESSITY OF THE BUY-BACK

The Board of Directors of the Company is of the view that the buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The Buyback is being undertaken, inter-alia, for the following reasons:

(i) The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares, thereby, enhancing the overall return to shareholders;

(ii) The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;

(iii) The Buyback may help in improving its return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and

(iv) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

Accordingly, the above proposed objectives could be achieved by returning part of the surplus cash back to shareholders through the buyback process and lead to reduction of outstanding Shares. Further, the buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.

10. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

At Buyback Price and Buyback Size, the Company proposes to Buyback up to 11,04,000 (Eleven Lakh Four Thousand) fully paid-up Equity Shares of face value of ₹ 10/- (Rupees Ten only) each of the Company, representing up to 4.16% of the total number of Equity Shares in the existing total paid-up Equity Share Capital, which shall not exceed 25% of the total number of Equity Shares in the existing total paid-up Equity Share Capital of the Company at the Buyback Price for an amount not exceeding ₹ 27,60,00,000/- (Rupees Twenty Seven Crore Sixty Lakh only).

11. MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP EQUITY SHARE CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED

11.1 The maximum amount required under the Buyback will not exceed ₹ 27,60,00,000/- (Rupees Twenty Seven Crore Sixty Lakh only) ("**Buyback Size**"), excluding Transaction Costs. The said amount constitutes 9.88% and 9.16% of the aggregate of the total paid-up capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company, respectively, for the financial Year ended March 31, 2026, which is within the prescribed limit of 10%.

11.2 The Buyback is 10% or less of the aggregate of the total paid up equity share capital and free reserves of the Company based on both latest audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026, permitted through the board approval route as per the provisions of the Companies Act and SEBI Buyback Regulations.

11.3 The funds for the implementation of the Buyback (including the Transaction Costs) will be sourced out of the free reserves of the Company and/or such other source as may be permitted by the SEBI Buyback Regulations or the Companies Act.

11.4 The Company shall transfer from its free reserves or securities premium account and /or such other sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares so bought back to the capital redemption reserve account and details of such transfer shall be disclosed in its subsequent audited financial statements.

11.5 The funds borrowed, if any, from banks and financial institutions will not be used for the purpose of the Buyback.

12. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF BUY-BACK ON THE COMPANY

12.1 The Company believe that the Buy-back is not likely to cause any impact on the profitability or earnings of the Company, except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming there is full participation in the Buy-back, the funds deployed by the Company towards the Buy-back (excluding Transaction Costs) would be up to ₹ 27,60,00,000/- (Rupees Twenty Seven Crore Sixty Lakh only) with a likely reduction in the equity share capital base, the Buy-back will likely improve the return on net worth or return on equity ratio.

12.2 Assuming that the response to the Buyback is to the extent of 100% (full Acceptance) from all the Eligible Shareholders up to their Buyback Entitlement, the aggregate shareholding of the Promoter and Promoter Group post completion of the Buyback may increase from 66.05% to 68.92%.

12.3 Assuming that the response to the Buyback is to the extent of 100% (full Acceptance) from all the Eligible Shareholders up to their Buyback Entitlement, the aggregate shareholding of the public and others post Buyback may decrease from 33.95% to 31.08%.

12.4 The Company believe that the Buy-back will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations. The Buy-back is being undertaken, interalia, for helping the Company to return surplus cash to the Eligible Shareholders broadly in proportion to their shareholding, thereby, enhancing the overall return to the Equity Shareholders.

12.5 Assuming the response to the Buy-back is to the extent of 100% (full acceptance) from all the Eligible Shareholders, the aggregate shareholding of the Promoters and the persons in control of the Company, may increase to 68.92% post Buy-back from the current pre Buy-back shareholding of 66.05%, and the aggregate shareholding of the public Shareholders in the Company may decrease to 31.08% post Buy-back from the current pre Buy-back shareholding of 33.95%.

12.6 The Buy-back will not result in a change in control or otherwise affect the existing management structure of the Company.

12.7 As on the date of this Letter of Offer, the debt-equity ratio following the Buyback, shall be compliant with the permissible limit of 2:1 prescribed by the SEBI Buyback Regulations and the Companies Act even if the response to the Buyback is to the extent of 100% (full Acceptance) from all the Eligible Shareholders up to their Buyback Entitlement.

12.8 The Buy-back will not result in any benefit to the Directors except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buy-back in their capacity as Equity Shareholders of the Company, and the change in their shareholding as per the response received in the Buy-back, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buy-back.

12.9 The Promoter and Promoter Group and their associates, other than the Company, shall not deal in the Equity Shares or other specified securities of the Company on the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoter and Promoter Group) during the period from the date of passing of the board resolution by the Board of Directors of the Company approving the Buyback till the date of closing of the Buyback Offer.

12.10 Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding of each such person shall undergo a change. The FIIs/FPIs are advised to ensure that their investment in the Company continues to be within the limit prescribed under applicable laws, post completion of the Buyback.

12.11 In compliance with regulation 24(i)(b) of the SEBI Buy-back Regulations, the Company shall not issue any new Equity Shares or other specified securities including by way of bonus till the date of closure of the Buy-back Period.

12.12 The Company shall not raise further capital for a period of one year from the closure of the Buy-back except in discharge of its subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.

12.13 The Company believes that the Buyback will not impact the growth opportunities of the Company.

12.14 There are no defaults subsisting in the repayment of deposits or interest payment thereon, redemption of debentures or interest payment thereon or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company, in the last three years.

12.15 The Company is not undertaking the Buy-back so as to delist its shares from the Stock Exchanges.

12.16 Salient financial parameters consequent to the Buy-back based on the latest audited standalone and consolidated financial statements for the financial year ended March 31, 2026 are as under:

Parameters	Audited Standalone Financial Statements		Audited Consolidated Financial Statements	
	Pre-Buyback	**Post Buyback***	**Pre-Buyback**	**Post Buyback***
Networth (₹ in Lakhs)[1]	28,257.78	25,497.78	30,473.67	27,713.67
Return on Networth (%)[2]	11.67%	12.30%	11.31%	12.38%
Total Debt[3]	473.54	473.54	473.54	473.54
Earnings per Share - Basis (₹)[4]	11.75	12.26	12.31	12.84
Earnings per Share –Diluted (₹)[4]	11.74	12.25	12.29	12.83
Book Value per Share (₹)[5]	106.59	100.36	114.95	109.08
Total Debt / Equity Ratio[6]	0.02	0.02	0.02	0.02
Price / Earnings Ratio (P/E) as per latest audited financial statement[7]	11.52	11.04	11.00	10.54

**The Post-Buyback numbers are calculated by reducing the net worth by the proposed Buyback amount (assuming full acceptance), without factoring in any other impact.*

[1] Net Worth = Equity share capital + other equity

[2] Return on Net Worth = Net Profit After Tax / Average Net Worth (excluding revaluation reserves, miscellaneous expenditure to the extent not written off and foreign currency translation reserve)

[3] Total Debt = Borrowings +Current Maturities of long-term debt

[4] Basic and Diluted EPS = Net Profit After Tax attributable to equity shareholders / Weighted average number of Shares outstanding during the year outstanding

[5] Book Value per Share = Net worth (excluding revaluation reserves, miscellaneous expenditure to the extent not written off and foreign currency translation reserve) / Number of Equity Shares outstanding at year end

[6] Debt Equity Ratio = Total Debt / Net Worth (excluding revaluation reserves, miscellaneous expenditure to the extent not written off and foreign currency translation reserve)

[7] Price / Earnings Ratio based on the closing market price as on March 30, 2026 i.e. ₹ 135.35/- on NSE divided by Earnings per equity share for the period ending as on March 30, 2026 on pre and post Buyback basis.

13. BASIS OF CALCULATING THE BUY-BACK PRICE

13.1 The Equity Shares of the Company are proposed to be bought back at a price of ₹ 250/- (Rupees Two Hundred Fifty only) ("**Buy-back Price**") per Equity Share.

13.2 The Buyback Price has been arrived at after considering various factors including, but not limited to trends in the volume weighted average market prices of the Equity Shares traded on the Stock Exchanges where the Equity Shares are listed, the closing market price of the Equity Shares on the Stock Exchanges, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.

13.3 In line with the recent market practice in relation to the Buybacks, the Buyback Price represents:

(i) Premium of 10.64% and 11.89% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the three months preceding Thursday, July 2, 2026, being the date of intimation to the Stock Exchanges for the board meeting to consider the proposal of the Buyback (**"Intimation Date"**).
(ii) Premium of 0.71% and 3.04% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the 2 (two) weeks preceding the Intimation Date.
(iii) Premium of 14.16% and 15.97% over the closing price of the Equity Shares on BSE and NSE, respectively as on the day preceding the Intimation Date, Wednesday, July 1, 2026.
(iv) Premium of 11.71% and 13.48% over the closing price of the Equity Shares on BSE and NSE, respectively, as on the Intimation Date, Thursday, July 2, 2026.
(v) Premium of 9.82% and 10.27% over the closing price of the Equity Shares on BSE and NSE, respectively, as on the date of the Board Meeting, i.e., Tuesday, July 7, 2026.
(vi) The closing market price of the Equity Shares as on the date of intimation of the Board Meeting for considering the Buy-back, being Thursday, July 2, 2026, was ₹ 223.80/- on BSE and ₹ 220.31/- on NSE.
(vii) The closing market price of the Equity Shares on the date of the Board Meeting for considering the Buy-back, being Tuesday, July 7, 2026, was ₹ 227.65/- on BSE and ₹ 226.71/- on NSE.

13.4 The Buyback Price is above the book value per Equity Share of the Company, which for the financial year ended on the basis of audited standalone and consolidated financial statements, as at March 31, 2026 was ₹ 106.59/- (Rupees One Hundred Six and Fifty Nine Paise only) per Equity Share and ₹ 114.95/- (Rupees One Hundred Fourteen and Ninety Five Paise only) per Equity Share, respectively. The return on net worth of the Company was 11.67% for the 12 months ended March 31, 2026, on a standalone basis, which will increase to 12.30% post Buyback, on a standalone basis, assuming full acceptance of the Buyback.

13.5 For trends in the market price of the Equity Shares, please refer to paragraph 19 (Stock Market Data) of this Letter of Offer. For details of salient financial parameters, both pre-Buyback and post-Buyback, based on the latest audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026, please refer to paragraph 18 of this Letter of Offer.

14. SOURCES OF FUNDS FOR THE BUY-BACK

14.1 Assuming full acceptance, the funds that would be utilised by the Company for the purpose of the Buy-back of up to 11,04,000/- (Eleven Lakh Four Thousand) Equity Shares at a price of ₹ 250/- (Rupees Two Hundred Fifty only) per Equity Share aggregating maximum amount of ₹ 27,60,00,000/- (Rupees Twenty Seven Crore Sixty Lakh only) excluding the Transaction Costs.

14.2 The Buyback is less than 10% of the aggregate of the total paid up equity share capital and free reserves of the Company based on both audited standalone financial statements and consolidated financial statements of the Company as on March 31, 2026, the approval of the shareholders is not required for the Buyback in terms of the SEBI Buyback Regulations and the Companies Act.

14.3 The funds required for the implementation of the Buyback (including the transaction costs) will be sourced out of free reserves or securities premium account and/or such other source as may be permitted by the SEBI Buyback Regulations or the Companies Act. The Company shall transfer from its free reserves or securities premium account and /or such other sources as permitted, a sum equal to the nominal value of the Equity Shares so bought back to the Capital Redemption Reserve Account, and details of such transfer shall be disclosed in its subsequent audited Standalone and Consolidated financial statements.

14.4 This Buyback is not likely to cause any material impact on the earnings of the Company, except for the cost of financing the Buyback, being a reduction in the treasury income that the Company could have otherwise earned on the funds deployed.

14.5 The funds borrowed, if any, from banks and financial institutions will not be used for the Buy-back.

15. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN

15.1 In accordance with Regulation 9(xi) of the Buy-back Regulations, the Company has appointed the Escrow Agent, namely, DBS Bank India Limited, a banking company duly incorporated under the Companies Act, 1956 and registered as a banking company within the meaning of the Banking Regulation Act, 1949 and having its registered office at Ground Floor Nos. 11 & 12, Capitol Point, Baba Kharak Singh Marg, Connaught Place, New Delhi and acting through its branch situated at Express Towers, Ground Floor, Nariman Point, Mumbai- 400021, Maharashtra. The Company, the Manager to the Buy-back and the Escrow Agent have entered into an Escrow Agreement dated July 7, 2026, pursuant to which the Escrow Account in the name and style **"ORBIT EXPORTS LIMITED – ESCROW A/C – BUY BACK 2026"** bearing account number 8811210012845828 has been opened with the Escrow Agent. The Company has deposited requisite amount in the form of cash deposit and Manager to the Buyback is empowered to operate the Escrow Account in accordance with the terms of the Escrow Agreement and the SEBI Buyback Regulations.

15.2 In accordance with Regulation 9(xi) of the SEBI Buyback Regulations, the Company has deposited a sum of ₹ 6,90,00,000/- (Rupees Six Crore Ninety Lakhs only) in cash in the Escrow Account, being 25% of the Buyback Size in accordance with SEBI Buyback Regulations.

15.3 In accordance with Regulation 10 of the SEBI Buyback Regulations, the Company shall immediately after the closure of the Tendering Period deposit the amount of consideration payable to the Eligible Shareholders in a special escrow account with the Escrow Agent. Such consideration would be the aggregate of 90% of the amount lying in the Escrow Account and the balance amount payable to the Eligible Shareholders and will constitute the entire sum due and payable as consideration for the Buyback in terms of the SEBI Buyback Regulations.

15.4 B Mundra & Associates, Chartered Accountant (Firm Registration Number: 136180W), located at A/302, Grit Paradise, Ghatkopar Mankhurd Link Road, Landmark:- Indian Oil Nagar, Chembur (West), Mumbai - 400043; Email id: cabmundra@gmail.com; has certified, vide letter dated July 7, 2026 that the Company has adequate and firm financial resources to fulfil its obligations arising out of the proposed Buyback of equity shares, in accordance with the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended from time to time.

15.5 B Mundra & Associates, Chartered Accountant (Firm Registration Number: 136180W), located at A/302, Grit Paradise, Ghatkopar Mankhurd Link Road, Landmark:- Indian Oil Nagar, Chembur (West), Mumbai - 400043; Email id: cabmundra@gmail.com; has certified, vide letter dated July 7, 2026 the liquid investments/funds are free from any lien, pledge, charge, encumbrance, or any other restriction that would materially impair their availability for utilization towards the proposed Buyback.

15.6 Based on the aforementioned certificate, the Manager to the Buy-back confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buy-back are in place and that the Company has the ability to implement the Buy-back in accordance with the Buy-back Regulations.

16. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

16.1 The present capital structure of the Company as on the date of Letter of Offer is as follows:

(Amount in ₹)

Particulars	Pre-Buy-back
Authorised Share Capital	
- 3,50,00,000 Equity Shares of ₹ 10/- each	35,00,00,000
Issued, Subscribed and Paid-up Share Capital	
- 2,65,11,152 Equity Shares of ₹ 10/- each	26,51,11,520

16.2 Assuming response to the Buy-back is to the extent of 100% (full acceptance), the paid-up Equity Share Capital of the Company Post-Buy-back would be as follows:

(Amount in ₹)

Particulars	Post-Buy-back*
Authorised Share Capital	
- 3,50,00,000 Equity Shares of ₹ 10/- each	35,00,00,000
Issued, Subscribed and Paid-up Share Capital	
- 2,54,07,152 Equity Shares of ₹ 10/- each	25,40,71,520

**Assuming 100% i.e. full acceptance of Equity Shares in the Buy-back. However, the post-Buy-back issued, subscribed and paid-up capital may differ depending upon the actual number of Equity Shares bought back.*

16.3 Details of buyback programmes undertaken by the Company in the last 3 (three) years are given below:

Opening Date	Closing Date	Method of Buyback	Equity Shares Bought Back
February 20, 2024	February 26, 2024	Tender Offer	6,00,000
December 15, 2022	December 28, 2022	Tender Offer	4,08,163

***Note**: The Company undertook the previous buyback in 2022 & 2024, for which the date of expiry of the buyback period, i.e. the date of payment of consideration to the shareholders, was January 6, 2023 and March 4, 2024, respectively. Accordingly, the Company is in compliance with Section 68(2)(g) of the Companies Act, 2013 and Regulation 4(vii) of the SEBI Buy-back Regulations.*

16.4 The Company confirms that:

a) All the equity shares for Buy-back are fully paid-up and there are no partly paid-up equity shares outstanding and there are no partly paid-up Equity Shares or calls in arrears;

b) There are no outstanding preference shares or convertible securities;

c) it shall not issue any shares or other specified securities including by way of bonus issue till the date of closure of the Buyback Period, except in discharge of subsisting obligations through conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares in accordance with Regulation 24(i)(b) of the SEBI Buyback Regulations;

d) unless otherwise specifically permitted by any relaxation issued by SEBI and / or any other regulatory authority, the Company shall not raise further capital for a period of one year, as prescribed under the provisions of Regulation 24(f) of the SEBI Buyback Regulations, from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of its subsisting obligations;

e) There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act.

f) It shall not Buy-back locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;

g) It is in compliance with Section 68(2)(g) of the Companies Act and Regulation 4(vii) of the Buy-back Regulations; and

h) The Company has obtained short credit facilities with lenders. In accordance with Regulation 5(i)(c) and Clause (xii) of Schedule I of the SEBI (Buy-back of Securities) Regulations, 2018, as amended, the Company shall not undertake the Buyback if the Buyback results in a breach of any covenant with its lenders, unless prior consent of such lenders has been obtained. The Company confirms that the Buyback does not result in any breach of the covenants contained in the financing documents and, wherever required, the necessary prior consent(s) of the relevant lender(s) have been obtained.

16.5 The shareholding pattern of the Company before the Buy-back (as on the Record Date, i.e., Wednesday, July 15, 2026) and after the Buy-back, is provided below:

Category of Shareholder	Pre - Buy-back		Post – Buy-back*	
	No. of Equity Shares	% to the existing Equity Share capital	No. of Equity Shares	% to the post Buy-back Equity Share capital
Promoters and persons acting in concert	1,75,11,659	66.05	1,75,11,659	68.92
Foreign Investors (OCBs/FIIs/NRIs/Non-residents/Non-domestic companies)	62,022	0.23	78,95,493	31.08
Indian Financial Institutions/ Banks/Mutual Funds/Govt. Companies	0	0.00		
Public including other Bodies Corporate	89,37,471	33.71		
Total	**2,65,11,152**	**100.00**	**2,54,07,152**	**100.00**

**Assuming the full acceptance of 11,04,000 Equity Shares in the Buy-back in accordance with the Buy-back Entitlement for all Eligible Shareholders. However, the Post Buy-back shareholding pattern may differ depending upon the actual number of Equity Shares bought back.*

17. BRIEF INFORMATION OF THE COMPANY

17.1 History of the Company

17.1.1. Orbit Exports Limited ("OEL" / the "Company") was incorporated on September 16, 1983, as "Orbit Exports

Private Limited" as a Private Limited Company. The name of the Company was changed from "Orbit Exports Private Limited" to "Orbit Exports Limited" and Fresh Certificate of Incorporation consequent to Change of Name was obtained on September 13, 1994, from Registrar of Companies, Mumbai, Maharashtra. The registered office of the Company is situated at 122, Mistry Bhavan, 2nd Floor, Dinshaw Wachha Road, Churchgate, Mumbai, Maharashtra, 400020 and the manufacturing plant of the Company is located at Kosamba, Gujarat, Kalyan, Maharashtra and process house at Vapi, Gujarat. The Equity Shares are listed on the National Stock Exchange of India Limited (the "NSE") and BSE Limited. The ISIN of the Equity Shares is INE231G01010.

17.1.2. The Company manufactures a wide range of products - from women's apparel to Christmas crafts and home décor to occasion-specific fabrics and finished products. The Company's products are marketed in USA, Latin America, Africa, Europe and the Far East.

17.1.3. The Equity Shares of the Company are listed on the BSE and NSE since February 24, 1995, and November 5, 2013, respectively.

17.2 Business Overview

17.2.1. The Company is primarily engaged in the business of exporting novelty fabrics. It has significantly evolved to emerge as one of India's leading exporters of fabrics. The business is divided into two segments – Home Textiles and Fashion Fabrics.

17.2.2. For the financial years ended March 31, 2026, March 31, 2025, and March 31, 2024, the Company reported Standalone total income (including other income) of ₹ 22,692.13 lakhs, ₹ 22,282.83 lakhs and ₹ 19,670.53 lakhs respectively. Further, for the financial years ended March 31, 2026, March 31, 2025, and March 31, 2024, the Company reported standalone profit after tax of ₹ 3,114.16 lakhs, ₹ 3,780.01 lakhs and ₹ 3,001.13 lakhs respectively. For further details on financial information about the Company for the financial years 2026, 2025, 2024, see section *"Financial information about the Company"* on page 29 of this Letter of Offer.)

17.3 Details of changes in Management

There has been no change in management of the Company.

17.4 Consolidation and Restructuring

There have been no instances of mergers/amalgamations or corporate restructuring in the Company in last 3 years.

17.5 The following table sets forth the history of the equity share capital of the Company since incorporation:

Date of the allotment/ Period	No. of Equity allotted	Cumulative No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature of consideration-Cash/Other than Cash	Nature of Transaction	Cumulative paid-up Equity Capital (in ₹)
16-09-1983	30	30	100	100	Cash	Subscriber to the Memorandum and Articles of Association	3,000
25-03-1984	4,980	5,010	100	100	Cash	Private Placement	5,01,000
18-06-1985	1,000	6,010	100	100	Cash	Private Placement	6,01,000
31-10-1985	5,990	12,000	100	100	Cash	Private Placement	12,00,000
05-08-1994	1,92,000	2,04,000	100	100	NA	Bonus Issue (16:1)	2,04,00,000
25-08-1994	20,40,000	20,40,000	10	10	NA	Subdivision	2,04,00,000
25-08-1994	72,000	21,12,000	10	25	Cash	Conversion of Preference Share to Equity Shares	2,11,20,000
25-08-1994	1,20,000	22,32,000	10	25	Cash	Further Issue to Promoter	2,23,20,000
25-08-1994	3,36,000	25,68,000	10	25	Cash	Further Issue to Promoter	2,56,80,000
13-02-1995	9,52,700	35,20,700	10	25	Cash	Public Issue	3,52,07,000
14-11-2007	35,20,400	70,41,100	10	10	Cash	Right Issue	7,04,11,000
22-04-2008	3,50,000	73,91,100	10	32.15	Cash	Preferential Allotment	7,39,11,000
27-05-2010	2,75,000	76,66,100	10	35	Cash	Preferential Allotment	7,66,61,000
31-03-2011	2,24,560	78,90,660	10	38	Cash	Conversion of Warrants	7,89,06,600
22-03-2012	3,50,000	82,40,660	10	38	Cash	Conversion of	8,24,06,600

						Warrants	
27-04-2012	2,25,440	84,66,100	10	38	Cash	Conversion of Warrants	8,46,61,000
12-07-2012	42,33,050	1,26,99,150	10	NA	NA	Bonus Issue (1:2)	12,69,91,500
16-01-2013	4,00,000	1,30,99,150	10	79.3	Cash	Conversion of Warrants	13,09,91,500
16-01-2013	2,00,000	1,32,99,150	10	NA	NA	Bonus Issue held in Abeyance (1:2) #	13,29,91,500
16-12-2013	4,00,000	1,36,99,150	10	76.57	Cash	Conversion of Warrants	13,69,91,500
20-03-2014	1,50,000	1,38,49,150	10	76.57	Cash	Conversion of Warrants	13,84,91,500
18-06-2014	4,50,000	1,42,99,150	10	76.57	Cash	Conversion of Warrants	14,29,91,500
05-11-2015	30,000	1,43,29,150	10	69.75	Cash	ESOP	14,32,91,500
29-01-2016	13,000	1,43,42,150	10	69.75	Cash	ESOP	14,34,21,500
02-04-2016	9,000	1,43,51,150	10	69.75	Cash	ESOP	14,35,11,500
16-02-2017	1,43,51,150	2,87,02,300	10	NA	NA	Bonus Issue (1:1)	28,70,23,000
05-01-2018	(4,44,444)	2,82,57,856	10	180	Cash	Buyback - Tender Route	28,25,78,560
29-03-2019 to 04-09-2019	(8,74,791)	2,73,83,065	10	114.23	Cash	Buyback - Open Market through Stock Exchanges*	27,38,30,650
18-11-2022	(4,08,163)	2,69,74,902	10	245	Cash	Buyback - Tender Route	26,97,49,020
17-04-2023	39,500	2,70,14,402	10	56	Cash	ESOP	27,01,44,020
07-11-2023	9,000	2,70,23,402	10	56	Cash	ESOP	27,02,34,020
13-02-2024	(6,00,000)	2,64,23,402	10	250	Cash	Buyback - Tender Route	26,42,34,020
06-05-2024	44,000	2,64,67,402	10	56	Cash	ESOP	26,46,74,020
07-02-2025	2,250	2,64,69,652	10	56	Cash	ESOP	26,46,96,520
29-02-2025	41,500	2,65,11,152	10	56	Cash	ESOP	26,51,11,520

**The Buy-back commenced from Friday, March 29, 2019, and ended on September 4, 2019.*
 # The Bonus Shares were held in abeyance in relation to allotment of 4,00,000 warrants on August 11, 2011, which were later converted on January 16, 2013.

17.6 The following table sets forth details regarding the Board of the Directors as on the date of this Letter of Offer i.e. Friday, July 17, 2026 are as follows:

S. No.	Name of the Director/Age/DIN/ Address/Occupation	Date of Appointment/ Reappointment	Other Directorships*
1	**Name:** Pankaj Seth **Designation:** Managing Director **DOB:** 13-11-1963 **DIN:** 00027554 **Address**: 281, Venus Apartments, Cuffee Parade, Mumbai - 400005. **Qualification:** MBA **Occupation:** Professional	Appointment: 01/09/2004	NIL
2	**Name:** Anisha Seth **Designation:** Whole Time Director **DOB:** 10-09-1964 **DIN:** 00027611 **Address**: 281, Venus Apartments, Cuffee Parade, Mumbai - 400005. **Qualification:** MBA **Occupation:** Professional	Appointment: 01/09/2004	• Newvenue Multitrade Private Limited • Mediaman Multitrade Private Limited
3	**Name:** Parth Seth **Designation:** Whole Time Director **DOB:** 01-07-1995 **DIN:** 07684397 **Address**: 281, Venus Apartments, Cuffee Parade, Mumbai - 400005. **Qualification:** B. Sc. in Management **Occupation:** Professional	Appointment: 30/01/2026	• Mediaman Multitrade Private Limited

S. No.	Name of the Director/Age/DIN/ Address/Occupation	Date of Appointment/ Reappointment	Other Directorships*
4	**Name:** Chetna Malaviya **Designation:** Independent Director **DOB:** 08-06-1972 **DIN:** 07300976 **Address**: 101/A, Link Road, Laxmi Nagar, Goregaon West, Mumbai – 400062. **Qualification:** MBA in HR **Occupation:** Professional	Appointment: 22/06/2020	NIL
5	**Name:** Chetan Mehra **Designation:** Independent Director **DOB:** 02-10-1966 **DIN:** 00022021 **Address**: 20, Moti Mahal, Dinshaw Wacha Road, Churchgate, Mumbai-400020, Maharashtra, India **Qualification:** Graduation in Science **Occupation:** Professional	Appointment: 02/08/2023	• Bay Wind Projects Private Limited • Suil-Baroti Hydro Projects Limited • Weizann Financial Resources (Cochin) Private Limited • Karma Energy Limited • Weizmann Limited • Windia Infrastructure Finance Limited • Kinetigrid Solutions Private Limited • Vayuraj Power Ventures Private Limited • Inspeed Power Private Limited • Khandesh Energy Projects Limited • Koyna Country Cottages Private Limited • True Man Properties Private Limited • Batot Hydro Power Limited • Kombai Mettu Energy Projects Limited • Upper Deck Resorts Private Limited • Codex Solutions Private Limited • Kotta Enterprises Private Limited • Weizmann Corporate Services Limited • Pivot W2 Ventures LLP • Marigold Landscapes LLP • Seera Landscapes LLP • WFL Infra Projects LLP • Tokarva Infraprojects LLP • RKIW Infratech LLP
6	**Name:** Aditya Jain **Designation:** Independent Director **DOB:** 08-11-1994 **DIN:** 11489453 **Address**: 1, Vandan, 1st Floor, Doongersy Road, Walkeshwar Teen Batti, Malabar Hills, Mumbai (M.H) 400006 **Qualification:** Solicitor **Occupation:** Professional	Appointment: 30/01/2026	NIL
7	**Name:** Raveena Modi **Designation:** Independent Director **DOB:** 28-11-1993 **DIN:** 11041551 **Address**: 301, Vantage at 69, VTC Shaikpet, Jubliee Hills, Hyderabad, Telangana 500033 **Qualification:** LLB, CS, BAF (Hons) **Occupation:** Professional	Appointment: 27/09/2025	• Suramo LLP
8	**Name:** Varun Daga **Designation:** Non-Executive & Non-Independent Director	Appointment: 26/07/2011	• Girik Wealth Advisors Private Limited

S. No.	Name of the Director/Age/DIN/ Address/Occupation	Date of Appointment/ Reappointment	Other Directorships*
	DOB: 02-05-1985 **DIN:** 01932805 **Address**: Daga House, Kothi Bazar, Betul-460001, Madhya Pradesh. **Qualification:** Bachelor of Management Studies **Occupation:** Professional		• Girik Advisors LLP • Dream11 Gaming Zone LLP
9	**Name:** Sunil Buch **Designation:** Independent Director **DOB:** 04-06-1964 **DIN:** 07780539 **Address**: Flat No. 601, Ixora Bulding, Hiranandani Meadows, Gladys Alwares Road, off Pokhran Road No. 2, Thane-40061 **Qualification:** MBA **Occupation:** Professional	Appointment: 04/02/2019	• AVP Lalsot Innovation Foundation • Buch Healthcare Private Limited • Wellness Niyamas LLP

**As per details available on website www.mca.gov.in*

17.7 The changes in our Board during the three years immediately preceding the date of this Letter of Offer i.e. Friday, July 17, 2026, are as follows:

S. No	Name of the Director	Appointment/ Cessation	Effective Date	Reasons
1	Birendranath Bandyopadhyay	Appointment	22.10.2024	Appointed as Executive Director
2	Birendranath Bandyopadhyay	Cessation	22.10.2024	Resigned as director w.e.f 30.06.2026
3	Parth Seth	Resignation	22.10.2024	Resigned as director and was appointed as CEO
4	Pradeep Khosla	Cessation	27.09.2025	Completion of Tenure
5	Raveena Modi	Appointment	27.09.2025	Appointed as Independent Director
6	Aditya Jain	Appointment	30-01-2026	Appointed as Independent Director
7	Parth Seth	Appointment	30-01-2026	Appointed as CEO & Director

Note: *Except as mentioned above, there were no changes in our Board during the last three years immediately preceding the date of this Letter of Offer.*

17.8 The Buy-back will not result in any benefit to any directors & Key Managerial Personnel, Promoters and persons in control of the Company except to the extent of their participation in the Buy-back, as applicable, and the change in their shareholding as per the response received in the Buy-back, as a result of the extinguishment of Equity Shares which will lead to a reduction in the equity share capital post Buy-back.

17.9 No action has been taken by SEBI in the past against the members of the Promoter and Promoter Group or Directors of the Company.

18. FINANCIAL INFORMATION ABOUT THE COMPANY

18.1 The financial information, as extracted from the audited financial statements of the Company for the last three financial years ended as on March 31, 2026, March 31, 2025, and March 31, 2024, is detailed below:

Standalone

(₹ in Lakhs)

Key Financials	For the financial years ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Total Income	22,692.13	22,282.83	19,670.53
Total Expense (excluding Interest, Depreciation & Amortization and Tax)	16,901.73	15,564.77	13,935.92
Interest	140.73	185.14	287.07
Depreciation & Amortization	1,467.42	1,428.55	1,467.77

Profit Before Exceptional Item	**4,182.25**	**5,104.37**	**3,979.77**
Exceptional Items	-	-	-
Profit Before Tax	**4,182.25**	**5,104.37**	**3,979.77**
Provision for tax (including Deferred Tax)	1,068.09	1,324.36	978.64
Profit /(Loss) after tax	**3,114.16**	**3,780.01**	**3,001.13**
Other Comprehensive Income	(7.03)	(1.00)	(15.05)
Total Comprehensive Income	**3,107.13**	**3,779.01**	**2,986.08**
Equity Share Capital	2,651.12	2,646.97	2,642.34
Reserves & Surplus	25,606.66	22,475.16	18,667.36
Net worth	**28,257.78**	**25,122.13**	**21,309.70**
Total Debt	**473.54**	**1,092.96**	**1,750.47**

Key financial ratios are as under:

Key Ratios	**For the financial years ended**		
	March 31, 2026	**March 31, 2025**	**March 31, 2024**
Earnings per Share (₹)	11.75	14.28	11.12
Book Value per Share (₹)	106.59	94.91	80.65
Return on Net Worth (%)	11.67%	16.28%	14.48%
Debt / Equity Ratio	0.02	0.04	0.08

Consolidated

(₹ in Lakhs)

Key Financials	**For the financial years ended**		
	March 31, 2026	**March 31, 2025**	**March 31, 2024**
Total Income	23,885.53	23,070.72	20,612.34
Total Expense (excluding Interest, Depreciation & Amortization and Tax)	18,087.78	16,363.73	14,823.22
Interest	140.73	185.14	287.07
Depreciation & Amortization	1,467.42	1,428.54	1,467.77
Profit Before Exceptional Item	**4,189.60**	**5,093.31**	**4,034.28**
Exceptional Items	-	-	-
Share of Profits/(Loss) of Associates and Joint Venture	144.67	133.44	359.23
Profit Before Tax	**4,334.27**	**5,226.75**	**4,393.51**
Provision for tax (including Deferred Tax)	1,072.96	1,325.51	986.59
Profit /(Loss) after tax	**3,261.31**	**3,901.24**	**3,406.92**
Other Comprehensive Income	123.51	30.34	43.67
Total Comprehensive Income	**3,384.82**	**3,931.58**	**3,450.59**
Equity Share Capital	2,651.12	2,646.97	2,642.34
Reserves & Surplus	28,094.81	24,685.63	20,725.26
Net worth	**30,745.93**	**27,332.60**	**23,367.60**
Total Debt	**473.54**	**1,092.96**	**1,750.47**

Key financial ratios are as under:

Key Ratios	**For the financial years ended**		
	March 31, 2026	**March 31, 2025**	**March 31, 2024**
Earnings per Share (₹)	12.31	14.74	12.62
Book Value per Share (₹)	115.97	103.26	88.44
Return on Net Worth (%)	11.23%	15.39%	15.09%
Debt / Equity Ratio	0.02	0.04	0.07

The key ratios have been computed as below:	
Key Ratios	**Basis**
Earnings per Share (₹)	Net Profit attributable to equity shareholders / Weighted average number of Shares outstanding during the year
Book value per Share (₹)	(Paid up Equity Share Capital + Reserve & Surplus) / No of Equity Shares at the end of the year

Return on Net Worth excluding revaluation reserves (%)	Net Profit After Tax / Average Net Worth
Debt-Equity Ratio	Total Debt / (Paid up Equity Share Capital + Reserve & Surplus)

18.2 The Company hereby declares that it will comply with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, if it becomes applicable, in connection with the Buy-back.

18.3 The Company hereby also declares that it has complied with and will comply with Sections 68, 69, 70 and 179 of the Companies Act, and all other provisions of the Companies Act, as may be applicable to the Buy-back.

19. STOCK MARKET DATA

19.1 The Equity Shares are listed on the National Stock Exchange of India Limited **("NSE")** having Symbol – ORBTEXP and on BSE Limited **("BSE")** under Scrip Code - 512626 (hereinafter together referred to as the "**Stock Exchanges**"). The ISIN of the Equity Shares is INE231G01010.

19.2 The high, low and average market prices in preceding three financial years (April to March periods) and the monthly high, low and average market prices for the six months preceding the date of Public Announcement i.e., July 8, 2026, and the corresponding volumes on BSE and NSE are as follows:

BSE

Period	High* (₹)	Date of High	No. of Shares traded on that date	Low* (₹)	Date of Low	No. of Shares traded on that date	Average Price#	Total Volume traded in the period
PRECEDING THREE FINANCIAL YEARS (F.Y.)								
FY 2025-26	266.90	08-Oct-2025	98,412	134.95	30-Mar-2026	3,061	188.28	6,76,584
FY 2024-25	306.40	17-Dec-2024	86,588	138.10	01-Apr-2024	10,290	183.43	13,31,160
FY 2023-24	230.00	02-Nov-2023	30,263	115.00	03-Apr-2023	1,521	172.68	9,63,866
PRECEDING SIX MONTHS								
June 2026	263.95	24-Jun-2026	46,066	174.60	03-Jun-2026	936	206.83	1,76,231
May 2026	176.00	29-May-2026	828	142.20	20-May-2026	726	165.29	21,371
April 2026	175.75	30-Apr-2026	332	139.10	01-Apr-2026	652	162.63	15,979
March 2026	178.50	09-Mar-2026	511	134.95	30-Mar-2026	3,061	153.85	14,171
February 2026	192.45	04-Feb-2026	1,831	167.10	02-Feb-2026	214	181.06	9,271
January 2026	205.00	30-Jan-2026	755	158.00	22-Jan-2026	345	179.14	14,356

(Source: www.bseindia.com)
**Based on closing price*
#Arithmetic average of Closing prices of all trading days during the said period.

NSE

Period	High* (₹)	Date of High	No. of Shares traded on that date	Low* (₹)	Date of Low	No. of Shares traded on that date	Average Price#	Total Volume traded in the period
PRECEDING THREE FINANCIAL YEARS (F.Y.)								
FY 2025-26	265.00	08-Oct-2025	9,92,818	135.00	30-Mar-2026	15,195	187.96	62,42,631
FY 2024-25	306.29	17-Dec-2024	7,37,004	138.70	03-Mar-2025	13,618	183.31	1,22,83,557
FY 2023-24	229.40	02-Nov-2023	2,85,329	114.60	03-Apr-2023	8,400	172.85	77,33,192
PRECEDING SIX MONTHS								
June 2026	264.98	24-Jun-2026	3,15,343	175.04	01-Jun-2026	17,845	206.45	17,51,144
May 2026	176.50	29-May-2026	11,324	154.00	19-May-2026	1,169	164.58	1,53,632

April 2026	168.74	17-Apr-2026	9,657	139.11	01-Apr-2026	4,994	162.00	83,357
March 2026	170.00	02-Mar-2026	5,340	135.00	30-Mar-2026	15,195	153.67	1,29,627
February 2026	193.00	04-Feb-2026	19,100	167.01	02-Feb-2026	4,758	181.27	2,05,823
January 2026	196.79	02-Jan-2026	9,322	158.50	21-Jan-2026	15,416	178.73	2,40,923

(Source: www.nseindia.com)
**Based on closing price*
#Arithmetic average of Closing prices of all trading days during the said period.

19.3 The Closing Market Price of the Equity Shares of the Company based on following events is summarized below:

Particulars	Date	Stock Price on BSE (₹)	Stock Price on NSE (₹)
Being one trading day prior to the date on which intimation was submitted to the Stock Exchanges regarding the convening of the Board Meeting for consideration and approval of the Buyback proposal	July 1, 2026	219.00	215.57
Date of prior intimation regarding convening of Board Meeting to consider the proposal of the Buyback	July 2, 2026	223.80	220.31
One trading day prior to the Board Meeting Date	July 6, 2026	230.25	231.60
Board Meeting Date	July 7, 2026	227.65	226.71
Trading day immediately after date of Board Meeting	July 8, 2026	227.00	226.84
Date of publication of Public Announcement	July 9, 2026	231.05	231.78

(Source: www.bseindia.com and www.nseindia.com)

20. DETAILS OF THE STATUTORY APPROVALS

20.1 The Board at its meeting held on Tuesday, July 7, 2026 approved the proposal for the Buy-back.

20.2 The Buyback will be subject to such necessary approvals, permissions, consents, exemptions and sanctions, if any, and subject to any modifications and conditions as may be required under the applicable laws, including under the Companies Act, the SEBI Buyback Regulations, and applicable rules and regulations as specified by RBI under FEMA and/or such other applicable rules and regulations for the time being in force.

20.3 The Buyback from each Eligible Shareholder is subject to all statutory consents and approvals as may be required by such Eligible Shareholder under applicable laws and regulations. The Eligible Shareholder shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the Reserve Bank of India, if any) as may be required by them in order to tender their Equity Shares to the Company pursuant to the Buyback. An Eligible Shareholder would be required to provide copies of all such consents and approvals obtained by them to the Registrar to the Buyback.

20.4 The Buyback of Equity Shares from Non-Resident Shareholders (including NRIs, foreign nationals, FIIs/FPIs, OCBs) will be subject to approvals, if any, of the appropriate authorities, including RBI, as may be required. It is the obligation of such Non-Resident Shareholders, to obtain such approvals and submit such approvals along with the tender form, so as to enable them to tender Equity Shares in the Buyback and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment in respect of the Eligible Shareholders in respect of whom no prior RBI approval is required and not accept Equity Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted.

20.5 Non-Resident Shareholders (excluding OCBs) permitted under general permission under the consolidated Foreign Direct Investment policy issued by the Government of India read with applicable regulations issued under FEMA, are not required to obtain approvals from RBI.

20.6 By agreeing to participate in the Buyback, each Eligible Shareholder (including the Non-Resident Shareholder) undertakes to complete all relevant regulatory/statutory filings and compliances to be made by it under applicable law, including filing of Form FC-TRS. Further, by agreeing to participate in the Buyback, each Eligible Shareholder hereby: (a) authorises the Company to take all necessary action, solely to the extent required, and if necessary, to be undertaken by the Company, for making any regulatory/statutory filings and compliances on behalf of each shareholder; and (b) undertakes to provide the requisite assistance to the Company for making any such regulatory/statutory filings and compliances.

20.7 The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the FEMA and rules and regulations framed thereunder, if any, Income Tax Act, 2025 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the FEMA and rules and regulations framed thereunder, if any.

20.8 As of date of this Letter of Offer, there are no statutory or regulatory approvals required to implement the Buyback, other than as indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buyback will be subject to such statutory or regulatory approval(s) and the Company shall obtain such statutory approvals as may be required, from time to time, if any. In the event of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buyback Offer, if any, shall be intimated to the Stock Exchanges.

20.9 The reporting requirements for Non-Resident Shareholders under RBI, FEMA, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/or the shareholder's broker through which the Eligible Shareholder places the bid.

20.10 In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporations and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

20.11 The Company has outstanding credit facilities with its lenders. In accordance with Regulation 5(i)(c) and Clause (xii) of Schedule I of the SEBI (Buy-back of Securities) Regulations, 2018, as amended, the Company shall not undertake the Buyback if the Buyback results in a breach of any covenant with its lenders, unless prior consent of such lenders has been obtained. The Company confirms that the Buyback does not result in any breach of the covenants contained in the financing documents and, wherever required, the necessary prior consent(s) of the relevant lender(s) have been obtained.

21. DETAILS OF REGISTRAR TO THE BUY-BACK AND COLLECTION CENTRES

Eligible Shareholders are required to send Tender Form along with the other requisite document(s), as mentioned in "*Procedure for Tender Offer and Settlement*" on page 37 of this Letter of Offer along with TRS generated by the stock exchange bidding system upon placing of a bid, either by registered post or courier or hand delivery to the Registrar to the Buy-back, so that the same are received not later than Buy-back Closing Date i.e. Monday, July 27, 2026, by IST 5:00 p.m. The envelope should be super scribed as **"Orbit Exports Limited Buy-back Offer 2026"**. The Company has appointed Link Intime India Private Limited as the Registrar to the Buy-back their contact details are set forth below:

MUFG MUFG Intime

MUFG Intime India Private Limited
(formerly known as Link Intime India Private Limited)
C- 101, 1st Floor, Embassy 247, L B S Marg,
Vikhroli (West), Mumbai – 400083,
Maharashtra, India
Tel: +91 8108114949;
Fax: +91 22 4918 6195;
Email: orbitexports.buyback2026@in.mpms.mufg.com;
Website: www.in.mpms.mufg.com
Contact Person: Shanti Gopalkrishnan
SEBI Registration No: INR000004058
Validity Period: Permanent Registration

In case of any query, the shareholders may contact the Registrar during working hours i.e. 10:00 a.m. and 5:00 p.m. (IST) on all working days except Saturday, Sunday and public holidays.

For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS are not required to be submitted to the Company, Manager to the Buyback or the Registrar to the Buyback. After the confirmation of lien marked in demat account of the Eligible Shareholders to the Clearing Corporation and a valid bid in the exchange bidding system, the bid for buyback shall be deemed to have been accepted for Eligible Shareholders holding the equity shares in demat form.

ELIGIBLE SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK. ELIGIBLE SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS OTHERWISE THE SAME ARE LIABLE TO BE REJECTED.

22. PROCESS AND METHODOLOGY FOR THE BUY-BACK

22.1 The Company proposes to Buy-back up to 11,04,000 (Eleven Lakh Four Thousand) Equity Shares, representing 4.16% of the issued, subscribed and paid-up Equity Shares, from the Eligible Shareholders as on the Record Date, on a proportionate basis, through the 'Tender Offer' process, at a price of ₹ 250/- (Rupees Two Hundred Fifty only) per Equity Share, payable in cash, for an aggregate amount not exceeding ₹ 27,60,00,000/- (Rupees Twenty Seven Crore Sixty Lakh only) excluding the Transaction Costs, which represents 9.88% and 9.16% of the aggregate fully paid-up equity share capital and free reserves as per the audited standalone and consolidated financial statements of the Company as on March 31, 2026 (being the latest audited financial statement, as on the date of Board Meeting recommending the proposal for the Buy-back).

22.2 The Buy-back is in accordance with Article 8.2 of the Articles of Association of the Company and Sections 68, 69, 70 and 179 and any other applicable provisions, if any, of the Companies Act, and rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable, SEBI Buy-back Regulations read with SEBI Circulars, and the SEBI (LODR) Regulations, subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any , as may be prescribed by SEBI, Registrar of Companies, Mumbai, the Stock Exchanges and/or other authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board.

22.3 The Buyback is open to all Eligible Shareholders and beneficial owners of the Company holding Equity Shares either in physical or electronic form, as on the Record Date.

22.4 The aggregate shareholding of the Promoters as on the date of the Public Announcement and the date of this Letter of Offer is 1,75,11,659 Equity Shares, which represents 66.05% of the existing equity share capital of the Company. In terms of the SEBI Buy-back Regulations, under the tender offer route, the Promoters, members of the Promoter Group and persons in control of the Company have an option to participate in the Buy-back. In this regard, the Promoter and Promoter Group have expressed their intention to not participate in the Buy-back vide their letters dated July 7, 2026.

22.5 Assuming the response to the Buy-back is to the extent of 100% (full acceptance) from all the Eligible Shareholders, the aggregate shareholding of the Promoters and the persons in control of the Company, may increase to 68.92% post Buy-back from the current pre Buy-back shareholding of 66.05%, and the aggregate shareholding of the public Shareholders in the Company may decrease to 31.08% post Buy-back from the current pre Buy-back shareholding of 33.95%.

22.6 The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buyback. The Board approved the Buyback vide a board resolution which was passed in the Board Meeting held on Tuesday, July 7, 2026. The Buyback Size does not exceed 10% of the aggregate of the total paid up equity share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026, available as on the date of the Board Meeting approving the Buyback, i.e., Tuesday, July 7, 2026.

22.7 Record Date and Ratio of Buy-back and Buy-back Entitlement:

a) As required under the SEBI Buy-back Regulations, the Company has fixed Wednesday, July 15, 2026, as the Record Date for the purpose of determining the entitlement and the names of the shareholders of the Equity Shares, who are eligible to participate in the Buy-back.

b) The Equity Shares to be bought back as part of this Buy-back are divided in to two categories:
   i. Reserved Category for Small Shareholders; and
   ii. General Category for all other Eligible Shareholders

c) 'Small Shareholder' has been defined under Regulation 2(i)(n) of the SEBI Buy-back Regulations and in relation to the Buy-back means an Eligible Shareholder who holds Equity Shares of market value of not more than ₹ 2,00,000/- (Rupees Two Lakhs only), on the basis of closing price on BSE or NSE, whichever registers the highest trading volume in respect of the Equity Shares on the Record Date. As on the Record Date, the volume of Equity Shares traded on BSE was 1,244 Equity Shares and on NSE was 4,878 Equity

Shares. Accordingly, NSE being the stock exchange with highest trading volume, the closing price was ₹ 234.13/- and hence all Eligible Shareholders holding not more than 854 Equity Shares as on the Record Date are classified as 'Small Shareholders' for the purpose of the Buy-back.

d) Based on the above definition, there are 8,996 Small Shareholders on the basis of folio numbers with aggregate shareholding of 9,80,024 Equity Shares (as on the Record Date), which constitutes 3.70% of the total paid-up Equity Share capital of the Company and 88.77% of the maximum number of Equity Shares which the Company proposes to buy back as a part of this Buy-back.

e) In accordance with Regulation 6 of the SEBI Buy-back Regulations, the reservation for the Small Shareholders **(Reserved Category)**, will be higher of:
   i. 15% (Fifteen percent) of the maximum number of Equity Shares which the Company proposes to Buyback, i.e., 15% of 11,04,000 Equity Shares which is 1,65,600 Equity Shares; or
   ii. the number of Equity Shares entitled as per their shareholding as on the Record Date (i.e., 9,80,024 /89,99,493 X 11,04,000) which is 1,20,225* Equity Shares.
   **Kindly note that the multiplying factor derived from the above calculation is taken up to last decimal.*

All the outstanding Equity Shares have been taken into account for computing the Buyback Entitlement.

f) Based on the above and in accordance with Regulation 6 of the SEBI Buy-back Regulations, 9,80,024 Equity Shares will be reserved for Small Shareholders. Accordingly, General Category shall consist of 80,19,469 Equity Shares.

g) Based on the aforementioned, the entitlement ratio of Buy-back for both categories is set forth below:

Category of Shareholders	Ratio of Buy-back
Reserved category for Small Shareholders	61 Equity shares out of every 361 fully paid-up Equity shares held on the Record date
General category for all other Eligible Shareholders	11 Equity shares out of every 94 fully paid-up Equity shares held on the Record date

***Note**: The above ratio of Buyback is approximate and provides indicative Buyback Entitlement. Any computation of the Buyback Entitlement using the above Buyback ratio may provide a slightly different number than the actual entitlement due to rounding-off. The actual Buyback Entitlement factor for Small Shareholders under the Reserved Category is **16.897545366%** and for other shareholders under the General Category is **11.701522881%.** Also, the numbers arrived at using the actual Buyback Entitlement may not conform exactly to the Buyback Entitlement printed in the Tender Form due to rounding-off of the factor.*

22.8 Fractional Entitlements

If the Entitlement under Buyback, after applying the above-mentioned ratios to the Equity Shares held on the Record Date, is not in the multiple of 1 (One) Equity Share, then the fractional Entitlement shall be ignored for computation of the Buyback Entitlement to tender Equity Shares in the Buyback for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold 5 or less Equity Shares as on the Record Date is being sent a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender additional Equity Shares as part of the Buy-back and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered additional Equity Shares. The Company shall make its best efforts, subject to Buy-back Regulations in accepting Equity Shares tendered by such Eligible Shareholders to the extent possible and permissible.

22.9 Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders:

Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by the Small Shareholders in the Reserved Category in the following order of priority:

a) Full acceptance of Equity Shares from Small Shareholders in the Reserved Category who have validly tendered their Shares, to the extent of their Buyback Entitlement, or the number of Shares tendered by them whichever is less; and
b) Post the acceptance as described in clause (a) above, in case there are any Equity Shares left to be bought back in the Reserved Category for Small Shareholders, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered additional Shares as part of the Buyback Offer, shall be given preference and one Equity Share each from the Additional Shares shall be bought back in the Reserved Category;
c) Post-acceptance as described in clauses (a) and (b) above, in case there are any Equity Shares left to be bought back in the Reserved Category, the additional Equity Shares tendered by the Small Shareholders over and above

their Buyback Entitlement, shall be accepted in proportion of the additional Equity Shares tendered by them and the acceptance per Small Shareholder shall be made in accordance with the SEBI Buyback Regulations (valid acceptance per Small Shareholder shall be equal to the additional Equity Shares validly tendered by them divided by the total additional Equity Shares validly tendered by the Small Shareholders and multiplied by the total number of Equity Shares remaining to be bought back in Reserved Category). For the purpose of this calculation, the additional Equity Shares taken into account for the Small Shareholders, from whom one Equity Share has been accepted in accordance with clause (c) above, shall be reduced by one.

d) The procedure of adjustment for fractional results in case of proportionate acceptance, as described above:

i. For any shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

ii. For any shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 22 of this Letter of Offer.

22.10 Basis of Acceptance of Shares validly tendered in the General Category for Other Shareholders:

Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by all other Eligible Shareholders in the General Category in the following order of priority:

a) Full acceptance in the General Category from the Eligible Shareholders who have validly tendered their Equity Shares, to the extent of their Buy-back Entitlement, or the number of Equity Shares tendered by them, whichever is less.

b) Post-acceptance as described in clause (a) above, in case there are any validly unaccepted Equity Shares in the General Category and the Equity Shares left to be bought back in the General Category, the additional Equity Shares tendered by the Eligible Shareholders under the General Category over and above their Buy-back Entitlement shall be accepted in proportion of the additional Equity Shares tendered by them and the acceptances shall be made in accordance with the SEBI Buy-back Regulations (valid acceptance per such Eligible Shareholder shall be equal to the additional Equity Shares validly tendered by them divided by the total additional Equity Shares validly tendered in the General Category and multiplied by the total number of Equity Shares remaining to be bought back in General Category).

Adjustment for fractional results in case of proportionate acceptance as described below:

i. For any Eligible Shareholder, if the number of additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer

ii. For any Eligible Shareholder if the number of additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

22.11 Basis of Acceptance of Equity Shares between Categories:

a) In case there are any Equity Shares left to be bought back in one category **("Partially Filled Category")** after acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the second category, then the Additional Equity Shares in the second category shall be accepted proportionately (valid acceptances per Eligible Shareholder shall be equal to the additional outstanding Equity Shares validly tendered by a Eligible Shareholder in the second category divided by the total additional outstanding Equity Shares validly tendered in the second category and multiplied by the total pending number of Equity Shares to be bought back in the Partially Filled Category).

b) If the Partially Filled Category is the General Category, and the second category is the Reserved Category for Small Shareholders, then for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom one Equity Share has been accepted in accordance with "Basis of acceptance of Equity Shares validly tendered in the Reserved Category" will be reduced by one Equity Share.

c) Adjustment for fraction results in case of proportionate acceptance, as described in clauses (a) and (b) above is set forth below:

i. For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

ii. For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in section 22 of this Letter of Offer.

22.12 For avoidance of doubt, it is clarified that, in accordance with the clauses above:

a) The Eligible Shareholders are advised to tender Equity Shares from their respective demat accounts/ folios in which they are holding the Equity Shares as on the Record Date.

b) The Equity Shares accepted under the Buyback from each Eligible Shareholder, in accordance with the paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholders.

c) The Equity Shares accepted under the Buyback from each Eligible Shareholder, in accordance with the paragraphs above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date.

d) The Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of acceptance in accordance with the paragraphs above.

e) In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Board or Buyback Committee authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in the paragraph 22 of Letter of Offer.

22.13 Clubbing of Entitlement

In accordance with Regulation 9(ix) of the SEBI Buy-back Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Reserved Category, the Company will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Reserved Category or General Category) and entitlement under the Buy-back. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the Equity Shares held in such cases where the sequence of name of joint shareholders is identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the Depositories.

23. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

A. GENERAL

23.1 The Buy-back is open to all Eligible Shareholders holding either Physical Shares or Demat Shares as on the record date, i.e. Wednesday, July 15, 2026.

23.2 The Company proposes to implement the Buy-back through the tender offer process, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buy-back as well as the detailed disclosures as specified in the Buy-back Regulations, will be dispatched to Eligible Shareholders who have registered their email IDs with the Depositories/ the Company through electronic means. In terms of Regulation 9(ii) of the SEBI Buy-back Regulations, if the Company receives a request from any Eligible Shareholder to dispatch a copy of the Letter of Offer in physical form, the same shall be provided. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure as mentioned in this section of this Letter of Offer.

23.3 The Company will not accept any Equity Shares offered for Buy-back where there exists any restraint order of a Court/ any other competent authority for transfer/ disposal/ sale or where loss of share certificates has been notified to the Company and the duplicate share certificate have not been issued either due to such request being under process as per the provisions of law or otherwise or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

23.4 The Company shall comply with Regulation 24(v) of the SEBI Buy-back Regulations which restricts the Company from buying back the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the time the Equity Shares become transferable.

23.5 The Eligible Shareholders participation in the Buy-back is voluntary. The Eligible Shareholders can choose to participate, in full or in part, and get cash in lieu of Equity Shares to be accepted under the Buy-back or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post-Buy-back, without additional investment. The Eligible Shareholders may also tender a part of their Buy-back Entitlement. The Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their Buy-back Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. acceptance of any Equity Shares tendered in excess of the Buy-back Entitlement by the Eligible Shareholder, shall be in terms of procedure outlined in this Letter of Offer.

23.6 The Company will accept Equity Shares validly tendered for the Buyback by the Eligible Shareholders, on the basis of their Buyback Entitlement and also Additional Equity Shares, if any tendered by the Eligible Shareholders will be accepted as per paragraph 22.11 above.

23.7 Eligible Shareholders will have to tender their Demat Shares from the same demat account in which they were holding such shares (as on the Record Date) and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account.

23.8 The Equity Shares proposed to be bought back in the Buy-back is divided into two categories:

i. Reserved Category for Small Shareholders; and
ii. General Category for all other Eligible Shareholders.

23.9 After accepting the Equity Shares tendered on the basis of Buy-back Entitlement, Equity Shares left to be bought as a part of the Buy-back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buy-back Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buy-back Entitlement, in another category.

23.10 All purchases pursuant to the Offer will be paid for in Indian rupees, including to holders of Equity Shares who are resident outside India. Payment of consideration shall be made within 5 (five) Working Days of the closure of the Buyback Window Closing Date as required by the Buyback Regulations. Accordingly, the Registrar will process the bids under the Offer as promptly as practicable after the closure of the Offer, and the Company expects to start making payments for accepted bids as promptly as practicable and within 5 (five) Working Days after the Buyback Window Closing Date.

23.11 The maximum tender under the Buy-back by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date.

23.12 For implementation of the Buy-back, the Company has appointed Choice Equity Broking Private Limited as Company's Broker through whom the purchases and settlements on account of the Buy-back would be made by the Company. **The contact details of the Company's Broker are as follows:**

Name: Choice Equity Broking Private Limited
Address: Sunil Patodia Tower, J B Nagar, Andheri (East), Mumbai-400099; Maharashtra, India
Contact Person: Jeetender Joshi (Senior Manager);
Telephone. + 91 22-67079857;
E-mail ID: jeetender.joshi@choiceindia.com;
Website: www.choiceindia.com
Investor Grievance Email id: ig@choiceindia.com
SEBI Registration No: INZ000160131

23.13 The Buy-back shall be implemented using the "**Mechanism for acquisition of shares through Stock Exchange**" notified by the SEBI Circulars and following the procedure prescribed in the Companies Act, the Share Capital Rules and the SEBI Buy-back Regulations and as may be determined by the Board and on such terms and conditions as may be permitted by law from time to time. In this regard, the Company will request the Stock Exchanges to provide a separate Acquisition Window. For the purpose of this Buy-back, BSE will be the Designated Stock Exchange. All Eligible Shareholders may place orders in the Acquisition Window, through their respective stockbrokers (**"Shareholder Broker"**) during normal trading hours of the secondary market.

23.14 In the event Shareholder Broker(s) of Eligible Shareholder is not registered with BSE/NSE, then the Eligible

Shareholders can approach any BSE/NSE registered stockbroker and can register themselves by using quick unique client code ("UCC") facility through BSE/NSE registered stockbroker (after submitting all details as may be required by such BSE/NSE registered stockbroker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE/NSE registered stockbroker, Eligible Shareholders may approach Company's Broker i.e., Choice Equity Broking Private Limited to place their bids.

23.15 The Eligible Shareholder approaching Stock Exchange registered stockbroker (with whom he does not have an account) may have to submit the requisite documents as may be required. The requirement of documents and procedures may vary from broker to broker.

23.16 During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective Shareholder Broker during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares and Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders.

23.17 The reporting requirements for Non-Resident Shareholders under the FEMA and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.

23.18 Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of acceptance.

23.19 Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buy-back.

23.20 The cumulative quantity tendered shall be made available on the website of **BSE** (www.bseindia.com) and **NSE** (www.nseindia.com) throughout the trading session and will be updated at specific intervals during the Tendering Period.

23.21 The non-receipt of the Letter of Offer by, or accidental omission to dispatch the Letter of Offer to any person who is eligible to receive the Offer, shall not invalidate the Offer to any person who is eligible to receive this Offer. In case of non-receipt of the Letter of Offer, Eligible Shareholders may participate in the offer by applying on the Tender Form downloaded from the Company's website i.e. www.orbitexports.com or Registrar's portal at https://in.mpms.mufg.com/Offer/Default.aspx or obtain a duplicate copy of the same by writing to the Registrar to the Buy-back or by providing their application in plain paper in writing signed by such shareholder (in case jointly held then signed by all shareholders), stating name, address, number of shares held, Folio No, Client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents. Eligible Shareholder(s) have to ensure that their bid is entered in the Acquisition Window prior to the closure of the Offer. Please note that the Company shall accept Equity Shares from the Eligible Shareholders on the basis of their holding and Buy-back Entitlement. Eligible Shareholder(s) who intend to participate in the Buy-back using the 'plain paper' option as mentioned in this paragraph are advised to confirm their Buy-back Entitlement from the Registrar to the Buy-back, before participating in the Buy-back.

23.22 The acceptance of the offer for Buy-back made by the Company is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of the Eligible Shareholder to either participate or to not participate in the Buy-back. The Company will not be responsible in any manner for any loss of documents during transit. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.

23.23 Procedure to be Followed by Equity Shareholders Holding Equity Shares in the Dematerialised Form:

a) Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buy-back would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buy-back.
b) The Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buy-back using the Acquisition Window of the **Stock Exchanges**.
c) The lien shall be marked by the Shareholder Broker in the demat account of the Eligible Shareholder for the Equity Shares tendered in the Buy-back. Details of such Equity Shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the Depositories to the Clearing Corporation.
d) In case, the Eligible Shareholder's demat account is held with one depository and clearing member pool and clearing corporation account is held with other depository, shares shall be blocked in the Eligible Shareholder's demat account at source depository during the tendering period. Inter-Depository Tender Offer ("IDT") instructions shall be initiated by the Eligible Shareholders at source depository to clearing member pool/Clearing Corporation account at target depository. The source depository shall block the Eligible Shareholder's Equity Shares (i.e., transfers from free balance to blocked balance) and will send IDT message

to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation.

e) For custodian participant orders for Demat Shares, early pay-in is mandatory prior to confirmation of order by custodian participant. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian participant confirmation and the revised order shall be sent to the custodian participant again for confirmation.

f) Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip **("TRS")** generated by the stock exchange bidding system to the Eligible Shareholder. The TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc.

g) It is clarified that in case of Demat Shares, submission of the tender form and TRS is not mandatory. In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be deemed to have been accepted.

23.24 Procedure To Be Followed by Registered Equity Shareholders Holding Equity Shares in the Physical Form:

a) In accordance with the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in Buy-back through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buy-back Regulations.

b) Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buy-back will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) Form ISR-1 in case of request for registering Pan, Kyc Details Or Changes / Updation Thereof, Form ISR-2 for Confirmation of Signature of securities holder by the Banker and any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhaar card, voter identity card or passport.

c) Based on these documents, the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buy-back, using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the Stock Exchanges' bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.

d) Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) & documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post or courier or hand delivery to the Registrar to the Buy-back i.e., **MUFG Intime India Private Limited** (at the address mentioned on cover page) not later than the offer closing date. The envelope should be super scribed as **"Orbit Exports Limited Buy-back Offer 2026"**. One copy of the TRS will be retained by Registrar to the Buy-back and it will provide acknowledgement of the same to the Shareholder Broker.

e) The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buy-back by the Company shall be subject to verification as per the SEBI Buy-back Regulations and any further directions issued in this regard. The Registrar to the Buy-back will verify such bids based on the documents submitted on a daily basis and till such verification, the Designated Stock Exchange shall display such bids as '**unconfirmed physical bids'** Once Registrar to the Buy-back confirms the bids, they will be treated as 'Confirmed Bids'.

f) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buy-back before the closure of the tendering period of the Buy-back.

23.25 Additional requirements in respect of tenders by the Non-Resident Shareholders (Read with section "*Details of Statutory Approvals*" on page 32 of this Letter of Offer):

a) While tendering their Equity Shares under the Buy-back, all Eligible Shareholders being Non-Resident Shareholders of the Equity Shares (excluding FIIs/ FPIs) shall enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.

b) Eligible Shareholders who re FIIs/ FPIs should also enclose a copy of their SEBI registration certificate.

c) In case the Equity Shares are held on a repatriation basis, the Non-Resident Eligible Shareholders shall obtain and enclose a letter from the Eligible Shareholder's authorized dealer/ bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the Non-Resident shareholder from the appropriate account (e.g., NRE a/c) as specified by RBI in its approval. In case the Non-Resident shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non- Resident Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted in the Buy-back.

d) Notwithstanding anything contained in this Letter of Offer, if any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buy-back are liable to be rejected.

23.26 Those shareholders who have not received the Letter of Offer and the Tender Form dispatched by email, can send a letter to the Registrar to the Buy-back requesting for a copy of the Letter of Offer and the Tender Form physically or by an email. Alternatively, the shareholders can browse to the portal at https://in.mpms.mufg.com/Offer/Default.aspx and download the Letter of offer and the Tender form available and may also check for their entitlement by entering information like Folio no, / DP id and Client id, PAN and such other credentials as may be required for validating the request at the portal.

B. ACCEPTANCE OF ORDERS

The Registrar to the Buy-back shall provide details of order acceptance to the Clearing Corporation within specified timelines.

C. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per SEBI Buy-back Regulations:

(a) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as per the SEBI Circulars.

(b) The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buy-back to the Clearing Corporation's bank account(s) as per the prescribed schedule. The settlement of fund obligation for Demat Shares shall be affected as per the SEBI circulars and as prescribed by BSE and Clearing Corporation from time to time. For Equity Shares accepted under the Buy-back, the Clearing Corporation will make direct funds payout to the respective Shareholders. If the respective Shareholder's bank account details are not available or if the fund transfer instruction is rejected by RBI/ Bank, due to any reason, then such funds will be transferred to the concerned Seller Member's settlement bank account for onward transfer to such respective Eligible Shareholders.

(c) In case of Eligible Shareholder where there are specific RBI and other regulatory requirements pertaining to funds pay-out, which do not opt to settle through custodians, the funds pay-out would be given to their respective Shareholder Broker's settlement bank accounts for onward transfer to the Eligible Shareholders. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchange and the Clearing Corporation from time to time.

(d) Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buy-back. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On Settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.

(e) In the case of Inter Depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source Depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buy-back. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/ message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.

(f) Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Eligible

Shareholders directly by Registrar to the Buy-back. In relation to Equity Shares held in physical form, if Equity Shares held in physical form tendered by Eligible Shareholders are not Accepted, then the Equity Share certificate would be returned to such Eligible Shareholders by speed post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding Equity Shares in physical form to dematerialize them.

(g) The Equity Shares bought back in the demat form would be transferred to the special demat account of the Company **("Demat Escrow Account")** opened for the Buy-back.

(h) Eligible Shareholders who intend to participate in the Buy-back should consult their respective Shareholder Broker for payment to them of any cost, charges, and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Eligible Shareholders for tendering Equity Shares in the Buy-back (secondary market transaction). The Buy-back consideration received by the selling Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.

(i) The Seller Member would issue contract note and pay the consideration for the Equity Shares accepted under the Buy-back and will unblock the excess unaccepted Equity Shares. Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buy-back.

(j) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds pay-out including those prescribed by the RBI) who do not opt to settle through custodians, the funds pay-out would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account.

(k) The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-back Regulations.

D. Special Account opened with the Stock Exchange or Clearing Corporation

The details of transfer of the Demat Shares to the special account of the Clearing Corporation under which the Equity Shares are to be transferred in the account of the Clearing Corporation by trading members or custodians shall be informed in the issue opening circular that will be issued by the Stock Exchange or the Clearing Corporation.

E. Rejection criteria

The Equity Shares tendered by Eligible Shareholders holding Demat Shares would be liable to be rejected on the following grounds:

- the Equity Shareholder is not an Eligible Shareholder (Equity Shareholder as on the Record Date); or
- in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding Physical Shares as on the Record Date and have placed their bid in demat form; or
- if there is a name mismatch in the demat account of the Eligible Shareholder and PAN;

The Equity Shares tendered by Eligible Shareholders holding Physical Shares would be liable to be rejected on the following grounds, if:

- The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before Monday, July 27, 2026, by 5:00 p.m. (IST); or
- If there is any other company's share certificate/Invalid Certificate enclosed with the Tender Form insteadof the share certificate of the Company; or
- If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of theEligible Shareholders; or
- If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical EquityShare certificate; or
- In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signaturerecorded with Company or Registrar to the Buy-back; or
- Where there exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; or
- If the PAN cards (self-attested) of the Shareholder and all the joint holders, are not submitted with the

form.
- If the Physical Share Certificate and documents are received at the Registrar's office but the corresponding bid is not available in the Exchange bid file.

24. NOTE ON TAXATION

The text of the report dated July 7, 2026 of Nayan Parikh & Co, Chartered Accountants, addressed to the Board of Directors of the Company is reproduced below:

<u>Quote</u>

To,
Board of Directors,
Orbit Exports Limited
122, 2nd Floor, Mistry Bhavan,
Dinshaw Wachha Road,
Churchgate, Mumbai - 400020

Dear Sir/ Madam,

Sub: Note on Taxation for the proposed buyback of Equity Shares on a proportionate basis (the "Buyback") of Orbit Exports Limited ("Company") from the Eligible Shareholders by way of a tender offer process.

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE INCOME TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS ON THESE TAX CONSIDERATIONS.

IN VIEW OF THE PARTICULARIZED NATURE OF TAX CONSEQUENCES, SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

This note sets out a summary of the material Indian income-tax implications arising from the proposed Buyback based on the provisions of the Income-tax Act, 2025, the Income-tax Rules, 2026, the Finance Act, 2026 and judicial and administrative interpretations available as on the date of this report. The summary is intended for general information only and shareholders should consult their own professional tax advisers having regard to their specific facts and circumstances.

No opinion is expressed regarding any amendment in law or judicial interpretation arising after the date of this report.

GENERAL

The Indian tax year runs from April 1 to March 31. The basis of charge of income-tax in India depends upon various factors one of which is the residential status of the taxpayer during a tax year. A person who is a resident in India as per section 2(96) of the Income Tax Act, 2025 (herein after referred as "the IT Act"), tax will be charged in India on the global income of the taxpayer, subject to certain prescribed tax exemptions provided under the IT Act.

A person who is a non-resident as per section 2(72) of the IT Act, tax will be charged in India on the income which is received or deemed to be received or accrues or arises or deemed to accrue or arise in India as per provisions of the IT Act.

In case of shares of a company, the source of income from shares would depend on the "situs" of the shares. As per Judicial precedents, generally the "situs" of the shares is where company is "incorporated" and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the IT Act subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the

Double Taxation Avoidance Agreement ("**DTAA**"), as modified by the Multilateral Instrument ("**MLI**"), if the same is applicable to the relevant DTAA between India and the respective country of which the said shareholder is tax resident.

The above benefit may be available subject to fulfilment of the relevant conditions prescribed under IT Act including but not limited to availability of Tax Residency Certificate, non-applicability of General Anti-Avoidance Rule ("**GAAR**") and providing and maintaining necessary information and documents as prescribed under the IT Act as well as satisfying the relevant conditions under the respective DTAA including anti-abuse measures under the MLI, if applicable.

CLASSIFICATION OF SHAREHOLDERS

Section 6 of the IT Act determines the residential status of a taxpayer. According to the residential status of the shareholders can be classified broadly in two categories as below:

1. Resident Shareholders
2. Non-Resident Shareholders

INCOME TAX PROVISIONS IN RESPECT OF BUYBACK OF EQUITY SHARES LISTED ON RECOGNISED STOCK EXCHANGE

The capital gain on purchase by company of its own shares or other specified securities is governed by section 69 of the IT Act. Section 69 of the IT Act is attached as **Annexure A**.

If a shareholder or a holder of other specified securities receives any consideration from any company for the purchase of its own shares or other specified securities held by such shareholder or holder of other specified securities, then, subject to the provisions of Section 72, the difference between the cost of acquisition and the value of consideration so received shall be deemed to be the "Capital gains" arising to such shareholder or the holder of other specified securities, as the case may be, in the year in which the company purchases the shares or other specified securities.

In respect of capital gains referred to in sub-section (1) of Section 69, where a company purchases its own shares or other specified securities in accordance with the provisions of section 68 of the Companies Act, 2013 and the shareholder or holder of other specified securities is a promoter, the aggregate income-tax payable on such capital gains shall be -

(i) the income-tax payable on such capital gains in accordance with the provisions of this IT Act; and
(ii) an additional income tax in respect of capital gains specified in column B of the Table below, computed at the rate specified in column C or column D of the said Table.

No (A)	Income (B)	Rate, where the promoter is a domestic company (C)	Rate, where the promoter is other than a domestic company (D)
1	Short-term capital gains referred to in Section 196 of the IT Act arising from the transfer of such securities.	2%	10%
2	Long-term capital gains referred to in Section 197 or Section 198 of the IT Act arising from the transfer of such securities.	9.50%	17.50%

For the purposes of this section, –

(i) in the case of a company whose shares are listed on a recognized stock exchange in India, 'promoter' shall have the same meaning as assigned to it in regulation 2(k) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 made under the Securities and Exchange Board of India Act, 1992;

(ii) in any other case, "promoter" means, – (a) a "promoter" as defined in section 2(69) of the Companies Act, 2013; or (b) a person who holds, directly or indirectly, more than 10% of the shareholding in the company;

(iii) "specified securities" shall have the same meaning as assigned to it in Explanation 1 to section 68 of the Companies Act, 2013.

TAX DEDUCTION AT SOURCE

1. For Resident Shareholders, the company is not required to deduct any Tax deducted at Source (TDS).

2. For Non–resident shareholders, the Company is required to deduct tax at source on payment made to Non–resident, if such payment is chargeable to tax in India under the provisions of the IT Act, at the time of payment or credit whichever is earlier, at the rates in force.

   The term "rates in force" is defined under section 2(90) of the IT Act to include rates specified under the Finance Act for the relevant tax year or the rates specified under the double taxation avoidance agreement with the respective countries. In this regard, the Finance Act, 2026 provides rates in force on capital gain (Consideration received on the buyback less cost of acquisition) as below:

Sr. No.	Particulars	Short Term Capital gain referred in Section 196 of the IT Act arising from the transfer of such securities	Long Term Capital gain referred in Section 197 and Section 198 of IT Act arising from the transfer of such securities
I.	**Promoters Rates in force**	20%	12.50%
	Add: Additional tax	10%	17.50%
	Total	30%	30%
II.	**Non-Promoters Rates in force**	20%	12.50%

Accordingly, the TDS will be deducted at the rates mentioned in the above table plus applicable surcharge and cess.

However, as per section 159(8) of the IT Act, in order to be eligible to claim the relief under a DTAA, a non-resident will be required to provide a Tax Residency Certificate ('**TRC**') issued by the Government of that country or Government of that specified territory and file Form 41.

Further, Income tax Rules, 2026 also prescribes to maintain following to avail benefits under the relevant DTAA:

1. Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed rule 158 under the Income-tax Rules, 2026 in absence of PAN Card.
2. Copy of the TRC for financial year 2026-27 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders/authorized signatory.
3. Electronic Form 41 can be obtained electronically through the e-filing portal of the income tax website at https://www.incometax.gov.in/iec/foportal/.
4. Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty (DTAA).
5. Self-declaration of beneficial ownership of equity shares by the non-resident shareholder
6. Self-declaration of fulfilling all conditions of tax treaty for being eligible to claim benefit of the tax treaty (DTAA) read with Multilateral Instrument (MLI).
7. Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders.

Kindly note that any relief in withholding tax rate is subject to the DTAA provisions applicable, and would depend on the documents submitted.

Non-resident shareholders may also provide a Lower Tax Deduction Certificate (LTDC) issued by the Income Tax Department under Section 395 of the IT Act, which authorizes company to deduct withholding tax at a lower rate instead of the standard prescribed rate under IT Act.

The non-resident shareholders need to consult their tax advisors with regard to availability of such a tax credit.

Securities Transaction Tax

Since the Buyback of shares shall take place through the settlement mechanism of the Stock Exchange, Securities Transaction Tax will be applicable at the applicable rate.

CAVEAT:

THE SUMMARY OF THE TAX CONSIDERATIONS AS ABOVE IS BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS.

IN VIEW OF THE SPECIFIC NATURE OF TAX CONSEQUENCES, SHAREHOLDERS WHO ARE NOT TAX RESIDENTS OF INDIA ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE CONSIDERING THE PROVISIONS OF THE RELEVANT COUNTRY OR STATE TAX LAW AND PROVISIONS OF DTAA WHERE APPLICABLE.

For Nayan Parikh & Co
Chartered Accountants
(Firm Reg. No. 107023W)

K. Y. Narayana
Partner
Membership No: 060639
UDIN: 26060639QQATPQ6004

Place: Mumbai
Dated this 7th July, 2026

Unquote

25. DECLARATION BY THE BOARD OF DIRECTORS

25.1 The Company confirms that there are no defaults 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 financial institution or banking company.

25.2 As required by clause (x) of Schedule I in accordance with Regulation 5(iv)(b) of the SEBI Buy-back Regulations, the Board hereby confirms that it has made a 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:

- immediately following the date of the Board Meeting i.e., July 7, 2026 there will be no grounds on which the Company can be found unable to pay its debts;
- as regards the Company's prospects for the year immediately following the date of the Board Meeting, and having regard to the Board's intention 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 the Board's 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;
- In forming the aforesaid opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act and the Insolvency and Bankruptcy Code, 2016.

This declaration is made and issued under the authority of the Board of Directors in terms of the resolution passed at the meeting of held on Tuesday, July 7, 2026.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF ORBIT EXPORTS LIMITED

Sd/- **Pankaj Seth**	**Sd/-** **Anisha Seth**	**Sd/-** **Omprakash Jat**
Chairman and Managing Director **DIN**: 00027554	Whole-Time Director **DIN**: 00027611	Company Secretary & Compliance Officer **ICSI Membership Number**: A75445

26. REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated July 7, 2026 received from Nayan Parikh & Co., Chartered Accountants, the Statutory Auditor of the Company ("Auditor's Report") addressed to the Board of Directors of the Company is reproduced below:

Quote

Independent Auditor's Report on the proposed buy-back of equity shares pursuant to the requirements of section 68 and 70 of the companies act, 2013 and clause (xi) of schedule I to the Securities and Exchange Board of India (Buy-Back Of Securities) Regulations, 2018 as amended

To,
Board of Directors,
Orbit Exports Limited
122, 2nd Floor, Mistry Bhavan,
Dinshaw Wachha Road,
Near K.C. College,
Churchgate, Mumbai - 400 020

Dear Sir/ Madam,

Re: Statutory Auditor's Report in respect of proposed buy-back of equity shares by Orbit Exports Limited ("the Company") pursuant to the requirements of the Companies Act, 2013 ("the Act") and Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("the Buy-back Regulations")

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1. This Report is issued in accordance with the terms of our engagement letter.

2. The Board of Directors of the Company have approved a proposal for buyback of Equity Shares by the Company at its meeting held on July 07, 2026, in pursuance of the provisions of Sections 68, 69 and 70 of the Act, as amended and the Buyback Regulations.

3. We have been requested by the Management of the Company to provide a report on the accompanying "Statement of Permissible Capital Payment based on annual audited standalone and consolidated financial statements for the year ended and as at March 31, 2026" ('**Annexure A**') (hereinafter referred to as the "**Statement**"). This Statement has been prepared by the Management, which we have initialed for the purposes of identification only. The Statement contains the computation of amount of permissible capital payment towards the buy-back of equity shares in accordance with the requirements of section 68(2)(b)(i) and (ii) of the Act and regulation 5(i)(b) of the Buyback Regulations, based on the latest audited standalone and consolidated financial statements of the Company for the year ended March 31, 2026.

Management's Responsibility

4. The preparation of the Statement in compliance with the proviso to Section 68(2)(b) of the Act and in compliance with section 68, 69, 70 and 179 of the Act and the proviso to Regulation 5(i)(b) of the Buyback Regulations and compliance with the Buyback Regulations, is the responsibility of the Board of Directors of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. As the Buyback Regulations and the Act do not define the term "insolvent", the Company has applied the guidance provided in paragraphs 25 and 26 of Ind AS 1, Presentation of Financial Statements, which relate to the assessment of the Company's ability to continue as a going concern for a period of one year from July 7, 2026. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion as specified in (x) of Schedule I to the SEBI Buyback Regulations and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from July 7, 2026 (date of passing of the Board Meeting resolution).

6. The Management of the Company is also responsible for ensuring that the Company complies with the requirements of the Buyback Regulations and the provisions of the Act.

Auditor's Responsibility:

7. Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide a reasonable assurance whether:

   (i) we have inquired into the state of affairs of the Company in relation to the annual audited standalone and consolidated financial statements for the year ended and as at March 31, 2026 which were approved by the Board of Directors of the Company at their meeting held on May 9, 2026;

   (ii) the amount of permissible capital payment as stated in Statement, has been properly determined considering the annual audited standalone and consolidated financial statements for the year ended and as at March 31, 2026 in accordance with the proviso to Section 68(2)(b) of the Act and the proviso to Regulation 5(i)(b) of the Buyback Regulations; and

   (iii) the Board of Directors of the Company, in their meeting held on July 7, 2026 have formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent (as defined in management responsibility above) within a period of one year from the aforesaid date with regard to the proposed buyback is approved at Board meeting.

8. The annual standalone and consolidated financial statements referred to in paragraph 7 above, have been audited by us, on which we have issued an unmodified audit opinion in our reports each dated May 9, 2026. We conducted our audit of the annual standalone and consolidated financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the **"ICAI").** Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

9. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. We accordingly performed the following procedures:

   i. Examined that the amount of maximum permissible capital payment towards the buy-back as detailed in the Statement has been computed in accordance with the limits specified in section 68(2) of the Act and regulation 4(ii) of the Buy-Back Regulations;

   ii. Inquired into the state of affairs of the Company with reference to the audited standalone financial statements and audited consolidated financial statements as at and for the year ended March 31, 2026;

   iii. Examined Director's declarations for the purpose of buy back and solvency of the Company;

   iv. Inquired if the Board of Directors, in its meeting held on July 7, 2026, has formed the opinion as specified in clause (x) of schedule I to the Buyback Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting;

   v. Traced the amounts of paid-up equity share capital and other equity as mentioned in the Statement from the audited standalone financial statements and audited consolidated financial statements as at and for the year ended March 31, 2026;

   vi. Examined that the Buy Back approved by Board of Directors in its meeting held on July 7, 2026 is authorized by the Articles of Association of the Company;

   vii. Examined that all the shares for buy-back are fully paid-up;

   viii. Verified the arithmetical accuracy of the amounts mentioned in the Statement;

   ix. Obtained appropriate representations from the Management of the Company;

   x. Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after buy back shall not be more than twice its paid-up capital and free reserves based on the audited standalone financial statements and audited consolidated financial statements as at and for the year ended March 31, 2026.

10. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2016), issued by the Institute of Chartered Accountants of India (the **"Guidance Note"**) and Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in

so far as applicable for the purpose of this report. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

11. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Buyback.

12. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

13. Based on inquiries conducted and our examination as above, we report that:

    a) We have inquired into the state of affairs of the Company in relation to its annual audited standalone and consolidated financial statements for the year ended and as at March 31, 2026, which have been approved by the Board of Directors of the Company in their meeting held on May 9, 2026;

    b) The amount of permissible capital payment towards the proposed buy back of equity shares as computed in the Statement attached herewith, in our view has been properly determined in accordance with the proviso to Section 68(2)(b) of the Act and the proviso to Regulation 5(i)(b) of the Buyback Regulations;

    c) The Board of Directors of the Company, at their meeting held on July 7, 2026 have formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company having regard to its state of affairs, will not be rendered insolvent (as defined in management responsibility above) within a period of one year from the date of passing the Board Resolution dated July 7, 2026.

14. Based on the representations made by the Management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restriction on use

15. This report has been issued at the request of the Company solely for use of the Company

    i. in connection with the proposed buyback of equity shares of the Company as mentioned in paragraph 2 above; in pursuance to the provisions of section 68 and other applicable provisions of the Act and Buy-back Regulations and

    ii to enable the Board of Directors of the Company to include in the public announcement, Letter of Offer and other documents pertaining to buyback to be sent to the shareholders of the Company or filed with

    a) the Registrar of Companies, Securities and Exchange Board of India, Stock Exchanges, public shareholders and any other regulatory authority as per applicable law;

    b) the Central Depository Services (India) Limited, National Securities Depository Limited and

    c) to share with the Manager to Buyback offer in connection with the proposed buyback of equity shares of the Company for onward submission to relevant authorities in pursuance to the provisions of Section 68 and other applicable provisions of the Act and the Buyback Regulations, and may not be suitable for any other purpose.

    This report should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Nayan Parikh & Co.
Chartered Accountants
Firm Registration No: 107023W

K. Y. Narayana
Partner
Membership No: 060639
UDIN:26060639WGBSSU7603

Place: Mumbai
Dated this 7th day of July, 2026

Annexure A

(₹ *in Lakhs*)

Particulars		Standalone	Consolidated
Paid-up Capital as at March 31, 2023 (2,69,74,902 equity shares of face value Rs. 10 each fully paid up)	**A**	**2,697.49**	**2,697.49**
Free Reserves as at March 31, 2023*			
-Surplus in the statement of Profit & Loss Account		17,196.54	18798.30
-Change in carrying amount of Asset/Liability on measurement of the Asset/liability at fair value		107.13	107.13
Total Free Reserves	**B**	**17,089.41**	**18,690.87**
Total Paid-up Capital and Free Reserves as at March 31, 2023	**C=A+B**	**19,786.90**	**21,388.36**
Maximum amount permissible for the buyback i.e. **lower of 10%** of Total Paid-up Capital and Free Reserves of Standalone and Consolidated Financial Statements		**1,978.69**	

**Free Reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013 as Amended.*

Note:

1) The amounts of paid up equity capital and free reserves as at March 31, 2026 have been extracted from the annual audited standalone and consolidated financial statements of the Company as at March 31, 2026 which was approved by the Board of Directors at the Board Meeting held on May 09, 2026.

2) As the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended and the Act do not define the term "insolvent", the Company has applied the guidance provided in paragraphs 25 and 26 of Ind AS 1, Presentation of Financial Statements, which relate to the assessment of the Company's ability to continue as a going concern for a period of one year from March 31, 2026 as well as for a period of one year immediately following the date of passing of the Board Meeting resolution.

For Orbit Export Limited

Signed For Identification By

Rahul Tiwari
Chief Financial Officer

Nayan Parikh & Co.

(₹ *in Lakhs*)

Debt to Total Paid-up Capital and Free Reserves as per Regulation 4(ii) of the SEBI Buyback Regulations

Particulars		Standalone	Consolidated
Debt			
Long Term Borrowings as on March 31, 2026		246.29	246.29
Short Term Borrowings as on March 31, 2026		227.25	227.25
Total Debt	**A**	**473.54**	**473.54**

Total Paid-up Capital and Free Reserves as at March 31, 2026	**B**	**27,931.11**	**30,147.00**
Debt / (Paid-up Capital + Free Reserves) Ratio (Pre-Buyback)	**C=A/B**	0.02:1	0.02:1
Proposed Buyback	**D**	2,760.00	
Debt / (Paid-up Capital + Free Reserves) Ratio (Post Buyback)	E=A/(B-D)	0.02:1	0.02:1

For Orbit Export Limited | **Signed For Identification By**

Rahul Tiwari
Chief Financial Officer

Nayan Parikh & Co.

Place: Mumbai
Date: July 07, 2026

Unquote

27. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Registered Office of the Company at 2nd Floor, Mistry Bhavan, 122, Dinshaw Wachha Road, Churchgate, Mumbai-400020, Maharashtra, India between IST 10.00 a.m. and 5.00 p.m. on any day, except Saturday, Sunday and public holidays during the Tendering Period:

a) Certificate of Incorporation of the Company,
b) Memorandum and Articles of Association of the Company.
c) Annual Reports of the Company for the financial years ended March 31, 2025, and March 31, 2024 and audited financial statement for the financial year ended March 31, 2026.
d) Resolution passed by the Board of Directors at the meeting held on Tuesday, July 7, 2026, approving the proposal of the Buyback.
e) Report dated Tuesday, July 7, 2026, received from Nayan Parikh & Co, Chartered Accountants, the Statutory Auditor of the Company, in terms of clause (xi) of Schedule I to the SEBI Buyback Regulations.
f) Public Announcement for Buyback dated Wednesday, July 8, 2026, published in newspapers on Thursday, July 9, 2026, regarding Buyback of the Equity Shares.
g) Declaration of solvency and an affidavit verifying the same in Form SH-9, as prescribed under Section 68(6) of the Companies Act.
h) Escrow Agreement dated July 7, 2026, entered into amongst the Company, the Manager to the Buyback and the Escrow Agent.
i) Confirmation letter by the Escrow Agent stating that the Escrow Account has been opened and required funds are deposited.
j) Certificate from B Mundra & Associates, Chartered Accountant (Firm Registration Number: **136180W**) dated July 7, 2026, certifying that the Company has adequate and firm financial resources to fulfill the obligations under the Buyback.
k) Note on taxation, dated July 7, 2026, obtained by the Company from Nayan Praikh & Co, Chartered Accountants.

28. DETAILS OF THE COMPLIANCE OFFICER

The Board at their meeting held on July 7, 2026, appointed Omprakash Jat, Company Secretary, as the compliance officer for the purpose of the Buy-back **("Compliance Officer")**. Investors may contact the Compliance Officer for any clarifications or to address their grievances, if any, during 10.00 a.m. to 5.00 p.m. on all working days except

Saturday, Sunday and public holidays, at the following address: -

Name:	Omprakash Jat
Designation:	Company Secretary & Compliance Officer
Membership No.	A75445
Registered office:	2nd Floor, Mistry Bhavan, 122, Dinshaw Wachha Road, K.C. College, Churchgate, Mumbai- 400020, Maharashtra, India.
Email:	investors@orbitexports.com
Website:	www.orbitexports.com
Contact:	+91-22-66256262

29. DETAILS OF THE REMEDIES AVAILABLE TO THE SHAREHOLDERS/ BENEFICIAL OWNERS

29.1 In case of any grievances relating to the Buy-back (including non-receipt of the Buy-back consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach either of the Compliance Officer, Manager to the Buy-back, Registrar to the Buy-back for redressal thereof.

29.2 If the Company makes any default in complying with Sections 68, 69, 70 and 179 of the Companies Act including the rules thereunder, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, as applicable.

29.3 The address of the concerned office of the Registrar of Companies is as follows:
The Registrar of Companies, Mumbai
100, Everest, Marine Drive,
Mumbai 400 002, Maharashtra, India
Phone: +91 22 22812627/22020295/22846954
Fax: +91 22 22811977
E-mail: roc.mumbai@mca.gov.in

30. DETAILS OF INVESTOR SERVICE CENTRE

In case of any query, the shareholders may contact the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre and Registrar for the purposes of the Buy-back, on any day except Saturday and Sunday and public holidays between IST 10.00 a.m. to IST 5.00 p.m. at the following address:

MUFG MUFG Intime

MUFG INTIME INDIA PRIVATE LIMITED
(formerly known as Link Intime India Private Limited)
C- 101, 1st Floor, Embassy 247, L B S Marg,
Vikhroli (West), Mumbai – 400083,
Maharashtra, India
Tel: +91 8108114949;
Fax: +91 22 4918 6060;
Email: orbitexports.buyback2026@in.mpms.mufg.com;
Website: www.in.mpms.mufg.com
Contact Person: Shanti Gopalkrishnan
SEBI Registration No: INR000004058
Validity Period: Permanent Registration

31. DETAILS OF THE MANAGER TO THE BUY-BACK

The Company has appointed the following as Manager to the Buy-back:

SAFFRON
energising ideas

Saffron Capital Advisors Private Limited
605, Sixth Floor, Centre Point, Andheri-Kurla Road,
J. B. Nagar, Andheri (East), Mumbai - 400 059, Maharashtra, India.
Tel: +91 22 49730394
Email: buybacks@saffronadvisor.com
Investor Grievance Email: investorgrievance@saffronadvisor.com

Website: www.saffronadvisor.com
Corporate Identification No: U67120MH2007PTC166711
SEBI Registration No: INM000011211
Contact Person: Satej Darde / Sachin Prajapati

32. REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER

As per Regulation 24(i)(a) of the SEBI Buy-Back Regulations, the Board of Directors accepts full responsibility for the information contained in this Letter of Offer and for the information contained in all other advertisements, circulars, brochures, publicity materials etc. which may be issued in relation to the Buy-back and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information. This Letter of Offer is issued under the authority of the Buy-back Committee in terms of the resolution passed by the Buy-back Committee on July 7, 2026.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF ORBIT EXPORTS LIMITED

Sd/- **Pankaj Seth**	Sd/- **Anisha Seth**	Sd/- **Omprakash Jat**
Chairman and Managing Director **DIN**: 00027554	Whole-Time Director **DIN**: 00027611	Company Secretary & Compliance Officer **ICSI Membership Number**: A75445

Place: Mumbai
Date: July 17, 2026

33. OFFER FORMS

33.1 Tender Form (for Eligible Shareholders holding Equity Shares in dematerialised form).
33.2 Tender Form (for Eligible Shareholders holding Equity Shares in physical form).
33.3 Form No. SH-4 – Securities Transfer Form.

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOR SHAREHOLDERS HOLDING SHARES IN DEMATERIALISED FORM)

BUYBACK OPENS ON:	**Tuesday, July 21, 2026**
BUYBACK CLOSES ON:	**Monday, July 27, 2026**

Bid Number:
Date:

For Registrar / Collection Centre Use			
Centre Code	Inward No.	Date	Stamp

Status: Please tick appropriate box		
☐ Individual	☐ Foreign Institutional Investors	☐ Insurance Company
☐ Foreign Company	☐ Non Resident Indian / OCB	☐ FVCI
☐ Body Corporate	☐ Bank / Financial Institution	☐ Pension / Provident Fund
☐ Venture Capital Fund	☐ Proprietorship firm / LLP	☐ Others (specify)

India Tax Residency Status: (Please tick appropriate box)	☐ Resident in India	☐ Non-Resident in India
Route of Investment (For Non-Resident Shareholders only)	☐ Portfolio Investment Scheme	☐ Foreign Direct Investment

Telephone No: ____________________
Email ID: ____________________

Date: ____________________

To,
Board of Directors,
ORBIT EXPORTS LIMITED
C/o MUFG Intime India Private Limited
(formerly known as Link Intime India Private Limited)
C- 101, 1st Floor, Embassy 247, L B S Marg,
Vikhroli (West), Mumbai – 400083.

Dear Sirs,

Sub: Letter of Offer dated July 17, 2026 in relation to the buy-back of up to 11,04,000 (Eleven Lakh Four Thousand) fully paid-up equity shares of face value of ₹ 10/- each ("Equity Shares") of Orbit Exports Limited ("Company") at a price of ₹ 250/- per Equity Share ("Buy-back Price") through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buy-back Regulations") and the Companies Act, 2013, as amended ("Buy-back") payable in cash.

1. I / We (having read and understood the Letter of Offer dated July 17, 2026) hereby tender / offer my / our Equity Shares in response to the Buy-back on the terms and conditions set out below and in the Letter of Offer.
2. I / We authorise the Company to Buy-back the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buy-back to extinguish the Equity Shares.
3. I / We hereby warrant that the Equity Shares comprised in this tender / offer are offered for Buy-back by me / us free from all liens, equitable interest, charges and encumbrance.
4. I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buy-back and that I / we am / are legally entitled to tender the Equity Shares for Buy-back.
5. I / We agree that the Company will pay the Buy-back Price only after due verification of the validity of the documents and that the consideration will be paid as per secondary market mechanism.
6. I /We agree that we will have to ensure to keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to pro-rated Buy-back decided by the Company. Further, I / We will have to ensure to keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buy-back of shares by the Company.
7. I/We undertake to return to the Company any Buy-back consideration that may be wrongfully received by me / us.
8. I/We acknowledge that the responsibility to discharge the tax due on any gains arising on Buy-back is on me / us to the extent Buy-back Tax is not applicable on such income. I/We agree to compute appropriate gains on this transaction and immediately pay applicable taxes in India (whether by deduction of tax at source, or otherwise) and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
9. I/ We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me/us on Buy-back of shares. I/We also undertake to provide the Company, the relevant details in respect of the taxability/non-taxability of the proceeds arising on Buy-back of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.
10. I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buy-back in accordance with the Companies Act, the Buy-back Regulations, and the extant applicable foreign exchange regulations.
11. **Applicable for all Non-resident shareholders**: I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1 999, (the "FEMA Regulations") and the rules and regulations framed there under, for tendering Equity Shares in the Buy-back, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India / We undertake to return to the Company any consideration in respect of the Buy-back that may be wrongfully received by me / us.
12. Details of Equity Shares held and tendered / offered for Buy-back Offer:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (i.e., Wednesday, July 15, 2026)		
Number of Equity Shares Entitled for Buy-back (Buy-back Entitlement)		
Number of Equity Shares offered for Buy-back (Including Additional Shares, if any)		

Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buy-back Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buy-back Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buy-back Entitlement of such Eligible Shareholder shall be accepted in accordance with section "Procedure for Tender Offer and Settlement" on page 37 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

-- **Tear along this line** --

Acknowledgement Slip
Orbit Exports Limited – Buy-back Offer 2026
(To be filled by the Eligible Person) (subject to verification)

STAMP OF BROKER

DP ID: ____________________ Client ID : ____________________

Received from Mr./Ms./M/s. ________________________________ Form of Acceptance-cum-Acknowledgement along with No. of Equity Shares offered for Buy-back (In Figures) ______________ (In Words) ________________________

Please quote Client ID No. & DP ID No. for all future correspondence

13. I/We agree that the Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder.

14. **Details of Account with Depository Participant:**

Name of the Depository (Tick whichever is applicable)		NSDL		CDSL
Name of the Depository Participant				
DP ID No.				
Client ID No with the DP				

15. **Details of Equity shareholders:**

	First/Sole Holder	**Joint Holder 1**	**Joint Holder 2**	**Joint Holder 3**
Full Name(s) of the Shareholder				
Signature (s)*				
PAN				
Address of the First/Sole Equity shareholder				
Telephone No. / Email ID				

**Corporate shareholder must affix rubber stamp and sign under valid authority. The relevant corporate authorization should be enclosed with the application from submitted.*

INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form

1. The Buy-back will open on **Tuesday, July 21, 2026** and close on **Monday, July 27, 2026**.
2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
3. The Equity Shares tendered in the Offer shall be rejected if (i) the Eligible Shareholder is not a shareholder of the Company as on the Record date, (ii) if there is a name mismatch in the demat account of the Eligible Shareholder, (iii) in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation, (iv) a non-receipt of valid bid in the exchange bidding system.
4. The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to the Buy-back being on a proportionate basis in terms of the Ratio of Buy-back. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buy-back of shares by the Company.
5. Eligible Shareholders to whom the Buy-back is made are free to tender Equity Shares to the extent of their Buy-back Entitlement in whole or in part or in excess of their entitlement but not exceeding their holding as on Record Date.
6. Eligible Shareholders may submit their duly filled Tender Form to the office of Registrar to the Buy-back Offer (as mentioned in section "*Procedure for Tender Offer and Settlement*" on page 37 of the Letter of Offer of the Letter of Offer) only post placing the bid via the Seller Member.
7. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
8. Shareholders who do not have a trading account are required to open a trading account with any trading member and generate Unique Client Code number (**"UCC"**). Trading Members to ensure UCC of the Investor is registered and/ or updated stating the correct PAN Number in the UCC database of BSE and NSE.
9. Non-Resident Equity Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("**RBI**") under Foreign Exchange Management Act, 1999, as amended (the "**FEMA**") and the rules and regulations framed there under, for tendering Equity Shares in the Buy-back, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India. The Non-Resident Equity Shareholders shall obtain and submit such approvals along with the Tender Form, so as to be eligible to tender Equity Shares in the Buy-back and for the Company to purchase such Equity Shares tendered in the Buy-back. The Company will have the right to make payment to the Eligible Shareholders in respect of whom no prior RBI approval is required and will also have the right to not accept the Equity Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted in the manner specified above.
10. **The Buy-back shall be rejected for demat shareholders in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.**
11. By agreeing to participate in the Buy-back, the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
12. Non-Resident Shareholders must obtain all requisite approvals required to tender the Equity Shares held by them in this Buy-back.
13. In case any registered entity has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form, shall file a copy of the following documents: (i) approval from the appropriate authority for such merger, (ii) the scheme of merger, and (iii) the requisite form filed with MCA intimating the merger.
14. Eligible Shareholders have to fill up the EVENT number issued by Depository in the column for settlement details along with the market type as "Buy-back", ISIN, Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that Equity Shares can be tendered for Buy-back.
15. **For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS is not required to be submitted to the Company, Manager or the Registrar. After the receipt of the Equity Shares in dematerialized form by the Clearing Corporation and a valid bid in the exchange bidding system, the Buy-back shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in dematerialized form.**
16. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buy-back and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company.

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

--Tear along this line--

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUY-BACK OFFER SHOULD BE ADDRESSED TO THE REGISTRAR TO THE BUY-BACK OFFER AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID & DP ID.

Investor Service Centre:

Orbit Exports Limited – Buy-back Offer 2026

MUFG Intime India Private Limited

(formerly known as Link Intime India Private Limited)

C- 101, 1st Floor, Embassy 247, L B S Marg,
Vikhroli (West), Mumbai – 400083**,**

Email: orbitexports.buyback2026@in.mpms.mufg.com ; **Website:** www.in.mpms.mufg.com ; **Contact Person:** Shanti Gopalkrishnan

Tel: +91 8108114949; **Fax:** +91 22 4918 6195;

SEBI Registration No.: INR000004058

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)

Bid Number
Date:

BUYBACK OPENS ON:	**Tuesday, July 21, 2026**
BUYBACK CLOSES ON:	**Monday, July 27, 2026**

For Registrar / Collection Centre Use			
Centre Code	Inward No.	Date	Stamp

Status: Please tick appropriate box		
☐ Individual	☐ Foreign Institutional Investors	☐ Insurance Company
☐ Foreign Company	☐ Non Resident Indian / OCB	☐ FVCI
☐ Body Corporate	☐ Bank / Financial Institution	☐ Pension / Provident Fund
☐ Venture Capital Fund	☐ Proprietorship firm / LLP	☐ Others (specify)

India Tax Residency Status: (Please tick appropriate box)	☐ Resident in India	☐ Non-Resident in India
Route of Investment (For Non-Resident Shareholders only)	☐ Portfolio Investment Scheme	☐ Foreign Direct Investment

Telephone No: ____________________
Email ID: ____________________

Date: ____________

To,
Unit: ORBIT EXPORTS LIMITED –BUYBACK OFFER
C/o MUFG Intime India Private Limited
(formerly known as Link Intime India Private Limited)
C- 101, 1st Floor, Embassy 247, L B S Marg,
Vikhroli (West), Mumbai – 400083.

Dear Sirs,

Sub: Letter of Offer dated July 17, 2026 in relation to the buy-back of up to 11,04,000 (Eleven Lakh Four Thousand) fully paid-up equity shares of face value of ₹ 10/- each ("Equity Shares") of Orbit Exports Limited ("Company") at a price of ₹ 250/- per Equity Share ("Buy-back Price") through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buy-back Regulations") and the Companies Act, 2013, as amended ("Buy-back") payable in cash.

1. I/We (having read and understood the Letter of Offer dated July 17, 2026) hereby tender / offer my / our Equity Shares in response to the Buy-back on the terms and conditions set out below and in the Letter of Offer.
2. I/We authorise the Company to Buy-back the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buy-back to extinguish the Equity Shares.
3. I/We hereby affirm that the Equity Shares comprised in this tender / offer are offered for Buy-back by me / us free from all liens, equitable interest, charges and encumbrance.
4. I/We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buy-back Offer and that I/we am / are legally entitled to tender the Equity Shares for Buy-back.
5. I/We agree that the Company is not obliged to accept any Equity Shares offered for Buy-back where loss of share certificates has been notified to the Company.
6. I/We agree that the Company will pay the Buy-back Price only after due verification of the validity of the documents and that the consideration may be paid to the first named Eligible Shareholder.
7. I/We undertake to return to the Company any Buy-back consideration that may be wrongfully received by me / us.
8. I/We authorize the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buy-back.
9. I/We acknowledge that the responsibility to discharge the tax due on any gains arising on Buy-back is on me / us to the extent Buy-back Tax is not applicable on such income. I/We agree to compute appropriate gains on this transaction and immediately pay applicable taxes in India (whether by deduction of tax at source, or otherwise) and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
10. I/We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on Buy-back of shares. I/We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on Buy-back of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.
11. I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Company to effect the Buy-back in accordance with the Companies Act, the Buy-back Regulations, and the extant applicable foreign exchange regulations.
12. Details of Equity Shares held and tendered / offered for Buy-back Offer:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (i.e., Wednesday, July 15, 2026)		
Number of Equity Shares Entitled for Buy-back (Buy-back Entitlement)		
Number of Equity Shares offered for Buy-back (Including Additional Shares, if any)		

Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buy-back Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buy-back Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buy-back Entitlement of such Eligible Shareholder shall be accepted in accordance with section "Procedure for Tender Offer and Settlement" on page 37 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

13. Details of Share Certificates enclosed:
Total No. of Share Certificates Submitted: ____________

Sr No.	Folio No	Share Certificate No.	Distinctive Nos		No. of Shares
			From	To	
1					
2					

3					
4					
5					
Total					

In case the number of Regd. folios and share certificates enclosed exceed 5 nos., Please attach a separate sheet giving details in the same format as above.

14. Details of the bank account of the sole or first Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

Name of the Bank	Branch and City	Account Number (indicate type of account)

15. Details of other Documents (Please √ as appropriate, if applicable) enclosed:

☐ Power of Attorney ☐ Corporate authorisation

☐ Succession Certificate ☐ Death Certificate

☐ Permanent Account Number (PAN Card) ☐ TRS

☐ Others (please specify): _____________

16. In order to avail NECS, Equity Shareholders holding Shares in physical form are requested to submit the NECS mandate form duly filled in and signed while submitting the Form, if the same has not been submitted earlier to the Company / Registrar & Share Transfer Agents or if there is a change in Bank details.

17. Equity Shareholders Details:

	First/Sole Holder	**Joint Holder 1**	**Joint Holder 2**	**Joint Holder 3**
Full Name(s) of the Shareholder				
Signature(s)*				
PAN				
Address of the First/ Sole Equity				
Telephone No. / Email ID				

** Corporate must affix rubber stamp and sign under valid authority. The relevant corporate authorization should be enclosed with the application from submitted*

18. **Applicable for all Non-resident shareholders** - I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, (the "FEMA Regulations") and the rules and regulations framed there under, for tendering Equity Shares in the Buy-back, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India / We undertake to return to the Company any consideration in respect of the Buy-back that may be wrongfully received by me/ us I/ We undertake to pay applicable income taxes in India (whether by deduction of tax at source, or otherwise) on any income arising on such Buy-back and taxable in accordance with the prevailing income tax laws in India within 7th day of the succeeding month in which the shares are bought back by the Company. I/ We also undertake to indemnify the Company against any income tax liability on any income earned on such Buy-back of shares by me/ us to the extent the same is taxable in India.

INSTRUCTIONS

1. The Buy-back will open on **Tuesday, July 21, 2026** and close on **Monday, July 27, 2026**.
2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
3. Eligible Shareholders who wish to tender their Equity Shares in response to this Buy-back should deliver the following documents so as to reach before the close of business hours to the Registrar (as mentioned in the Letter of Offer) on or before **Monday, July 27, 2026** by 5 PM (i) The relevant Tender Form duly signed by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) Original Equity Share certificates; (iii) Self attested copy of the Permanent Account Number (PAN) Card; (iv) Transfer deed (Form SH 4) duly signed (by all Eligible Shareholders in case Equity Shares are held jointly) in the same order in which they hold the Equity Shares.
4. Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar, if any person other than the Eligible Shareholder has signed the relevant Tender Form; (ii) Duly attested death certificate/ succession certificate in case any Eligible Shareholder is deceased; and (iii) Necessary corporate authorisations, such as Board Resolutions etc., in case of companies.
5. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buy-back and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company.
6. All documents sent by the seller member/ custodian will be at their own risk and the seller member/ custodian is advised to adequately safeguard their interests in this regard.
7. In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still in complete, then such entity along with the Tender Form shall file a copy of (i) approval from the appropriate authority for such merger; (ii) the scheme of merger; and (iii) the requisite form filed with MCA intimating the merger.
8. Shareholders who do not have a trading account are required to open a trading account with any trading member and generate Unique Client Code number ("UCC"). Trading Members to ensure UCC of the Investor is registered and/ or updated stating the correct PAN Number in the UCC database of BSE and NSE.
9. All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate enclosed with the Tender Form instead of the Equity Share certificate of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholder; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar does not receive the Equity Share certificate; (iv) In case the signature on the Tender Form and Form SH 4 doesn't match as per the specimen signature recorded with Company/Registrar.
10. The Equity Shares tendered in the Buy-Back shall be rejected for the following reasons in addition to the point number 9 mentioned above (i) if the Shareholder is not an Eligible Shareholder of the Company on the Record Date; (ii) if there is a name mismatch in the share certificate of the Shareholder; or (iii) if the Eligible Shareholder has made a duplicate bid.
11. By agreeing to participate in the Buy-back, the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
12. Non-Resident Shareholders must obtain all requisite approvals required to tender the Equity Shares held by them in this Buy-back.

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

Note: Any Equity Shareholder should tender only one form, irrespective of the number of folios he/she holds. Multiple applications tendered by any Equity Shareholder shall be liable to be rejected. Also, multiple tenders from the same registered folio shall also be liable to be rejected.

-- Tear along this line --

Acknowledgement Slip
Orbit Exports Limited – Buy-back Offer 2026
(To be filled by the Eligible Person) (subject to verification)

STAMP OF BROKER

Ledger Folio No.: ____________________________
Received from Mr./Ms./Mrs. M/s. ____
Form of Acceptance-cum-Acknowledgement, Original TRS along with:
No. of Equity Shares offered for Buyback (In Figures) __________________ (In Words) ____

____;
Please quote Ledger Folio No. for all future correspondence

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUY-BACK OFFER SHOULD BE ADDRESSED TO THE REGISTRAR TO THE BUY-BACK OFFER AT THE FOLLOWING ADDRESS QUOTING YOUR REGD. FOLIO NO.

Investor Service Centre:
Orbit Exports Limited – Buy-back Offer 2026
MUFG Intime India Private Limited
(formerly known as Link Intime India Private Limited)
C- 101, 1st Floor, Embassy 247, L B S Marg,
Vikhroli (West), Mumbai – 400083**,**
Email: orbitexports.buyback2026@in.mpms.mufg.com ; **Website:** www.in.mpms.mufg.com ;
Contact Person: Shanti Gopalkrishnan
Tel: +91 8108114949; **Fax:** +91 22 4918 6195;
SEBI Registration No.: INR000004058

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Form No. SH-4
Securities Transfer Form
[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of Execution __/__/______

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN:	L	4	0	3	0	0	M	H	1	9	8	3	P	L	C	0	3	0	8	7	2

Name of the company (in full): ORBIT EXPORTS LIMITED

Name of the Stock Exchange where the company is listed, if any: BSE Limited and National Stock Exchange of India Limited

DESCRIPTION OF SECURITIES:

Kind/ Class of Securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity Shares	**Rs. 10/-**	**Rs. 10/-**	**Rs. 10/-**

No. of securities being transferred		Consideration received (Rs.)	
In figures	**In words**	**In words**	**In figures**

Distinctive number	**From**						
	To						
Corresponding Certificates Nos.							

Transferor's Particulars-

Registered Folio Number:

Name (s) in full

Signature(s)

I, hereby confirm that the Transferor has signed before me

Signature of the Witness:

Name of the Witness

Address of Witness

Transferee's Particulars-

Name in Full	Father's/ mother's/ Spouse name	Address & E-mail id	Occupation	Existing folio No., if any	Signature
(1)	(2)	(3)	(4)	(5)	(6)
ORBIT EXPORTS LIMITED	**N.A.**	**Registered & Corporate Office:** 2nd Floor, Mistry Bhavan, 122, Dinshaw Wachha Road, K.C. College, Churchgate, Mumbai-400020, Maharashtra, India. **Tel. No.** +91-22-66256262 **Email:** investors@orbitexports.com;	**Business**		

Folio No. of Transferee: Specimen Signature of Transferee

…………………………………… Value of stamp affixed:

Declaration:

- Transferee is not required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares;

or

- Transferee is required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares and the same has been obtained and is enclosed herewith.

Enclosures:

(1) Certificate of shares or debentures or other securities
(2) If no certificate is issued, letter of allotment.
(3) Copy of PAN Card of all the Transferee(s) (For all listed Cos.)
(4) Others, specify……………………………………….

Stamps:

For office use only

Checked by……………..

Signature tallied by……………………….

Entered in the Register of Transfer on ………… vide Transfer No…………..

Approval Date……………..

Power of attorney/Probate/Death Certificate/Letter of Administration Registered on ……………. at ……………….

No…………………………..

On the reverse page of the certificate

Name of the Transferor: ________________________________

Name of the Transferee: ________________________________

Number of Shares: ________________________________

Date of Transfer: ____________________________

Signature of the Authorized Signatory