

orbit exports ltd.

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To,
The Manager
Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051

Date: 15/07/2014

**Sub: Gist of the proceedings of the 31st Annual General-
Meeting of Orbit Exports Limited held on June 10, 2014**

Dear Sir,

We wish to inform you that the 31st Annual General Meeting of the Company was held on 10th July, 2014 at Babasaheb Dahanukar Sabhagriha, C/o. Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th Floor, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400 001.

The Chairman gave an overview of the financial performance of the Company for the financial year ended March 31, 2014 and its future outlook.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting. The e-voting commenced at 10.00 a.m. on 04 July, 2014 and ended at 10.00 a.m. on July 07, 2014. S. K. Jain & Co., Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

The Chairman informed the Members that the Company has arranged for a poll on all the 07 resolutions to be passed at the Meeting. On the invitation of the Chairman, several members addressed the Meeting, given their suggestions and raised queries on the Company's accounts and businesses, which were replied by the Chairman and Chief Financial Officer of the Company.

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Thereafter, the Chairman ordered for a poll to be taken at the meeting and appointed Dr. S. K Jain, Practicing Company Secretary as the Scrutinizer for the poll process and requested him for an orderly conduct of the voting.

The resolutions passed by the Members, briefly, related to:

ORDINARY BUSINESSES:

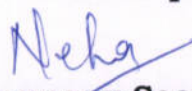
1. Consider and adoption of (a) Audited Financial Statement of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon; and (b) Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2014.
2. Declaration of Final Dividend @12.5% i.e. Rs.1.25/- per equity share of Rs.10/- each.
3. Re-appointed Mr. Bruce Larry Kieval (DIN: 00335336) who was eligible to retire by rotation.
4. Re-appointed M/s. Krishna R. Moondra & Associates (Registration No. 114488W), as Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

SPECIAL BUSINESSES:

5. Appointment of Shri Balkrishna Patil (DIN: 02927967) as an Independent Director of the Company for period of 5 (five) years.
6. Re-appointment of Shri Pankaj Seth (DIN: 00027554) as a Managing Director of the Company for a period of 3 years w.e.f. 01-04-2014.
7. Re-appointment of Smt. Anisha Seth (DIN: 00027611) as a Whole Time Director of the Company for a period of 3 years w.e.f. 01-04-2014.

Thanking You,
Yours Faithfully,

For **Orbit Exports Limited**


Company Secretary



Report of Scrutinizer

**[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rules, 2014]**

To,

The Chairman,

31st Annual General Meeting of the Shareholders of Orbit Exports Limited

Held on 10th July, 2014 at Babasahib Dahanukar Sabhagriha, Company of Maharashtra Chamber of Commerce, Industry & Culture, Oricon House, 6th Floor, 12 K. Dubhash Marg, Kala Ghora, Fort, Mumbai-400001 at 4:30 P.M.

Dear Sir,

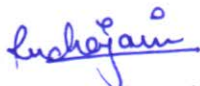
I, Dr. S. K. Jain, Practicing Company Secretary, have been appointed by the Board of Directors of Orbit Exports Limited as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice to the 31st Annual General Meeting of the Shareholders of Orbit Exports Limited to be held on 10th July, 2014 at Babasahib Dahanukar Sabhagriha, Company of Maharashtra Chamber of Commerce, Industry & Culture, Oricon House, 6th Floor, 12 K. Dubhash Marg, Kala Ghora, Fort, Mumbai-400001 at 4:30 P.M.

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the Rules relating to the voting through electronic means on the resolutions contained in the Notice to the 31st Annual General Meeting of the Shareholders of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make Scrutinizer Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Link Intime India Private Limited, the Authorised Agency to provide e-voting facilities, engaged by the Company.

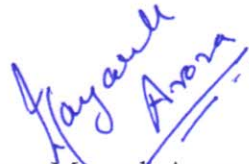



Further to the above, I submit my report as under:

- i. The e-voting period remained open from 04th July, 2014 to 07th July, 2014.
- ii. The members of the Company as on the "Cut off date" i.e. 06th June, 2014 were entitled to vote on resolutions (item No. 1 to 7 as set out in the Notice of the 31st AGM of the Company)
- iii. The votes cast were unblocked on July 08, 2014 in the presence of two witnesses, Ms. Rucha Jain and Mr. Mayank Arora who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Rucha Jain



Name: Mayank Arora

- iv. Thereafter, the details containing inter-alia, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Link Intime India Private Limited i.e. www.linkintime.co.in and based on such reports generated, the result of the e-voting is as under:



Item No. 1

Ordinary Resolution:

- To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31/03/2014, the report of Board of Directors thereon and
- Audited Consolidated Financial Statement of the Company for the Financial Year ended 31/03/2014.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
21	10201779	100%

(ii) Voted **against** the resolution:

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

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Item No. 2

(b) Ordinary Resolution: To declare final dividend.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
21	10201779	100%

(ii) Voted against the resolution:

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

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Item No. 3

(c) **Ordinary Resolution: To appoint a Director in place of Shri Bruce Larry Kieval (DIN: 00335336), who retires by Rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
21	10201779	100%

(ii) Voted **against** the resolution:

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

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Item No. 4

(d) Ordinary Resolution: To appoint Statutory Auditors and fix their Remuneration

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
21	10201779	100%

(ii) Voted **against** the resolution:

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

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL




Item No. 5

(e) Ordinary Resolution: To appoint Shri Balkrishna Patil (DIN: 02927967) as an Independent Director.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
21	10201779	100%

(ii) Voted **against** the resolution:

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

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Item No. 6

(f) Ordinary Resolution: To Reappoint Shri Pankaj S. Seth (DIN: 00027554) as managing Director.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
21	10201779	100%

(ii) Voted **against** the resolution:

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

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Item No. 7

(g) Ordinary Resolution: To Reappoint Smt. Anisha P. Seth (DIN:00027611) as a Whole Time Director.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
21	10201779	100%

(ii) Voted **against** the resolution:

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

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



5. A Compact Disc (CD) containing of a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

Thanking You,

Yours faithfully,

Place: Mumbai

Dated: 09/07/2014

Name/s and Signature/s of the Scrutinizer/s



Dr. S. K. Jain

Practicing Company Secretary

Report of Scrutinizer

**[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rules, 2014]**

To,

The Chairman of,

31st Annual General Meeting of the Shareholders of Orbit Exports Limited

Held on 10th July, 2014 at Babasahib Dahanukar Sabhagriha, Company of Maharashtra Chamber of Commerce, Industry & Culture, Oricon House, 6th Floor, 12 K. Dubhash Marg, Kala Ghora, Fort, Mumbai-400001 at 4:30 P.M.

Dear Sir,

I, Dr. S. K. Jain, Practicing Company Secretary, have been appointed by the Board of Directors of Orbit Exports Limited as a Scrutinizer for the purpose of scrutinizing the voting process through poll as per the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice to the 31st Annual General Meeting of the Shareholders of Orbit Exports Limited held on 10th July, 2014 at Babasahib Dahanukar Sabhagriha, Company of Maharashtra Chamber of Commerce, Industry & Culture, Oricon House, 6th Floor, 12 K. Dubhash Marg, Kala Ghora, Fort, Mumbai-400001 at 4:30 P.M., hereby state that:

1. on completion of e-voting by the Members of the Company, Link Intime India Pvt. Ltd. (Registrar & Share Transfer Agent) provided me with the voting results.
2. with the consent of the Shareholders, I appoint Miss Madhura in the process of voting through Poll. The Ballot box was locked and sealed at the 31st Annual General Meeting of the Shareholders of Orbit Exports Limited in the presence of Directors, Shareholders and Authorised person of Link Intime India Pvt. Ltd. (Registrar & Share Transfer Agent) of the Company.



3. the votes were reconciled with the records maintained by the Company / Registrar & Share Transfer Agent of the Company and the authorisations/one Proxy Form lodged with the Company.
4. the votes which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.

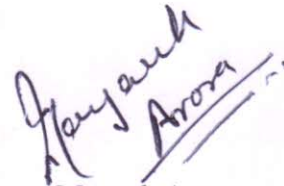
The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the Rules relating to the voting through poll on the resolutions contained in the Notice to the 31st Annual General Meeting of the Shareholders of the Company. My responsibility as a Scrutinizer for the voting process through poll is restricted to make Scrutinizer Report of the votes cast "in favour" or "against" the resolutions stated above, based on the polls at AGM.

Further to the above, I submit my report as under:

- i. The members of the Company as on the "Cut off date" i.e. 06th June, 2014 were entitled to vote on resolutions (item No. 1 to 7 as set out in the Notice of the 31st AGM of the Company)
- ii. The votes cast were unblocked on July 11, 2014 in the presence of two witnesses, Ms. Rucha Jain and Mr. Mayank Arora who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Rucha Jain



Name: Mayank Arora



Item No. 1

A. Ordinary Resolution:

- To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31/03/2014, the report of Board of Directors thereon and
- Audited Consolidated Financial Statement of the Company for the Financial Year ended 31/03/2014.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
16	52224	99.69%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	165	0.31%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	69



Item No. 2

B. Ordinary Resolution: To declare final dividend.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
16	52224	99.66%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	165	0.34%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	69



Item No. 3

C. Ordinary Resolution: To appoint a Director in place of Shri Bruce Larry Kieval (DIN: 00335336), who retires by Rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
16	52224	99.69%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	165	0.31%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	69



Item No. 4

D. Ordinary Resolution: To appoint Statutory Auditors and fix their Remuneration

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
16	52224	99.69%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	165	0.31%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	69



Item No. 5

E. Ordinary Resolution: To appoint Shri Balkrishna Patil (DIN: 02927967) as an Independent Director.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
16	52224	99.69%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	165	0.31%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	69



Item No. 6

F. Ordinary Resolution: To Reappoint Shri Pankaj S. Seth (DIN: 00027554) as managing Director.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
16	52224	99.69%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	165	0.31%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	69



Item No. 7

G. Ordinary Resolution: To Reappoint Smt. Anisha P. Seth (DIN:00027611) as a Whole Time Director.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
16	52224	99.69%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	165	0.31%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	69



5. A Compact Disc (CD) containing of a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

Thanking You,

Yours faithfully,

Place: Mumbai

Dated: 14/07/2014



Name/s and Signature/s of the Scrutinizer/s

Dr. S. K. Jain

Practicing Company Secretary



Scrutinizer's Report - Combined

To,

The Chairman of,

31st Annual General Meeting of the Members of Orbit Exports Limited

Held on 10th July, 2014 at Babasahib Dahanukar Sabhagriha, Company of Maharashtra Chamber of Commerce, Industry & Culture, Oricon House, 6th Floor, 12 K. Dubhash Marg, Kala Ghora, Fort, Mumbai-400001 at 4:30 P.M.

Dear Sir,

1. I, Dr. S. K. Jain, Practicing Company Secretary, have been appointed as a Scrutinizer by
 - (i) the Board of Directors of Orbit Exports Limited for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and
 - (ii) the Chairman of the Annual General Meeting on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Companies (Management and Administration) Rules, 2014, on the Resolutions contained in the Notice to the 31st Annual General Meeting of the Members of the Company held on 10th July, 2014 at Babasahib Dahanukar Sabhagriha, Company of Maharashtra Chamber of Commerce, Industry & Culture, Oricon House, 6th Floor, 12 K. Dubhash Marg, Kala Ghora, Fort, Mumbai-400001 at 4:30 P.M.
2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the Rules relating to e-voting and poll on the resolutions contained in the Notice to the 31st Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the AGM is restricted to make Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Link Intime India Private Limited, the Authorised Agency engaged by the Company to provide e-voting facilities for e-voting and at the time of poll at AGM.



3. I have issued separate Scrutinizer's Report dated 09th July, 2014 on the e-voting and dated 14th July, 2014 on the poll on the resolutions contained in the Notice to the AGM. As requested by management, I submit herewith my Combined Report on the results of e-voting together with that of Poll as under:

Item No. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	% of total No. of valid votes cast (Favour and Against)	Nos.	% of total No. of valid votes cast (Favour and Against)	
Item No. 1 of the Notice (As an Ordinary Resolution)	10254003	99.99%	165	0.01%	69
Item No. 2 of the Notice (As an Ordinary Resolution)	10254003	99.99%	165	0.01%	69
Item No. 3 of the Notice (As an Ordinary Resolution)	10254003	99.99%	165	0.01%	69
Item No. 4 of the Notice (As an Ordinary Resolution)	10254003	99.99%	165	0.01%	69
Item No. 5 of the Notice (As an Ordinary Resolution)	10254003	99.99%	165	0.01%	69
Item No. 6 of the Notice (As an Ordinary Resolution)	10254003	99.99%	165	0.01%	69
Item No. 7 of the Notice (As an Ordinary Resolution)	10254003	99.99%	165	0.01%	69

Thanking You,
Yours faithfully,

Place: Mumbai

Dated: 14/07/2014

Name/s and Signature/s of the Scrutinizer/s

Dr. S. K. Jain

Practicing Company Secretary

