



orbit exports ltd.

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CIN : L40300MH1983PLC030872

Date: July 9, 2026

To
Securities and Exchange Board of India
Corporation Finance Department,
Division of Corporate Restructuring,
SEBI Bhawan, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051

Dear Sir / Madam,

Sub: Submission of Public Announcement for Buyback of Equity Shares of the Orbit Exports Limited (“Company”) through tender offer.

Ref: Regulation 7(i) and 7(ii) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“SEBI Buyback Regulations”).

The Board of Directors of the Company, at its meeting held on July 7, 2026, had approved the proposal for buy-back of up to 11,04,000 fully paid-up equity shares having a face value of ₹ 10/- (Rupees Ten only) each ("**Equity Shares**") of the Company, from its shareholders/beneficial owners, on a proportionate basis through a tender offer route, 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, applicable taxes and other incidental and related expenses ("**Buy-back**").

In this connection, we wish to inform you that pursuant to Regulation 7(i) of the SEBI Buyback Regulations, the Company has published a Public Announcement dated July 8, 2026 ("**Public Announcement**") for the Buyback on July 9, 2026 in the newspapers mentioned below:

Newspaper	Language	Editions
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Mumbai Lakshadeep	Marathi	Being the Regional language of Mumbai wherein the registered office of the Company is located

In this regard, please find enclosed a copy of the Public Announcement, as published in the aforesaid newspapers.

Further, as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, a copy of this Public Announcement will be available on the Company's website at i.e., www.orbitexports.com, Manager to the Buyback website at i.e., www.saffronadvisor.com and is expected to be made available on the website of the SEBI at i.e., www.sebi.gov.in and on the website of the Stock Exchanges at i.e., www.bseindia.com and www.nseindia.com, during the period of the Buyback.

Kindly take note of the same.

Thanking you,
Yours Faithfully,

For Orbit Exports Limited

Rahul Tiwari
Chief Financial Officer

Encl.: As Above



orbit exports ltd.

ORBIT EXPORTS LTD.

Corporate Identification Number (CIN): L40300MH1983PLC030872

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

Contact Person: Omprakash Jat, Company Secretary & Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF ORBIT EXPORTS LIMITED ("COMPANY") IN CONNECTION WITH THE BUY-BACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH A TENDER OFFER ROUTE USING STOCK EXCHANGE MECHANISM TO THE PUBLIC SHAREHOLDERS OF THE COMPANY ("BUYBACK").

This Public Announcement ("Public Announcement" or "PA") is being made, in relation to the buy-back of fully paid-up equity shares, having a face value of ₹ 10/- (Rupees Ten only) each ("Equity Shares"), by Orbit Exports Limited ("Company") from the Equity Shareholders/ Beneficial Owners of the Company ("Buy-back/Buyback Offer/ Offer") through the tender offer route using the Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offer 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 and the SEBI Circular SEBI/HO/CFD/POD-2/P/CIR/2023/35 dated March 8, 2023, such other circulars or notifications, as may be applicable including any amendments or statutory modifications for the time being in force ("SEBI Circulars") pursuant to the provisions of Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("SEBI Buyback Regulations") as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) ("SEBI Buy-back Regulations") and contains the disclosures as specified in Schedule II read with Schedule I of the SEBI Buy-back Regulations.

OFFER TO BUY-BACK UP TO 11,04,000 (ELEVEN LAKH FOUR THOUSAND) FULLY PAID-UP EQUITY SHARES HAVING FACE VALUE OF ₹ 10/- (RUPEES TEN ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF ₹ 250/- (RUPEES TWO HUNDRED FIFTY ONLY) ("BUY-BACK PRICE") PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE AMOUNT NOT EXCEEDING ₹ 27,60,00,000/- (RUPEES TWENTY SEVEN CRORE SIXTY LAKH ONLY), FROM THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF THE COMPANY AS ON THE RECORD DATE, ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (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 row in certain tables may not conform exactly to the total figure given for that column or row.

1. DETAILS OF THE BUY-BACK OFFER AND BUY-BACK PRICE

- The Board of Directors of the Company, which expression shall include any committee constituted and authorized by the Board to exercise its powers ("Board"), at its meeting held on July 7, 2026, ("Board Meeting") has, pursuant to the provisions of Article 8.2 of the Articles of Association of the Company, Sections 68, 69, 70 and 179 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014, to the extent applicable, the Companies (Management and Administration) Rules, 2014 and in compliance with the Buyback Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and subject to such other approvals, permissions, consents, sanctions and exemptions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed or imposed by the Securities and Exchange Board of India ("SEBI"), Registrar of Companies, Mumbai, Maharashtra ("ROC"), BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and/or other authorities, institutions or bodies (together with SEBI, BSE and NSE, the "Appropriate Authorities"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed by the Board, approved the buyback by the Company of up to 11,04,000 (Eleven Lakh Four Thousand) fully paid up Equity Shares of face value of ₹ 10/- (Rupees Ten only), representing up to 4.16% of the total number of Equity Shares in the existing total paid-up Equity Share Capital at a price of ₹ 250/- (Rupees Two Hundred Fifty only) per Equity Share ("Buy-back Price") payable in cash for an aggregate consideration of up to ₹ 27,60,00,000/- (Rupees Twenty Seven Crore Sixty Lakh only) ("Buy-back Size") which represents 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% of the total paid up equity share capital and free reserves, excluding Transaction Costs (as defined below), on a proportionate basis through the tender offer route ("tender offer") as prescribed under the SEBI Buy-back Regulations, from all of the Equity Shareholders/Beneficial owners of the Company who hold Equity Shares as of the Record Date (as defined below) ("Buy-back").
- In accordance with Regulation 5(via) of the SEBI Buy-back Regulations, the Board/Buy-back Committee may increase the maximum Buy-back Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buy-back Size, till one working day prior to the Record Date fixed for the purpose of Buy-back.
- The Buy-back Size constitutes 9.88% and 9.16% of the aggregate 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 prescribed limit of 10%.
- Since the Buy-back is less than 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 for the financial year ended March 31, 2026, the approval of the shareholders is not required for the Buy-back in terms of the SEBI Buy-back Regulations and the Companies Act.
- The Company proposes to Buy-back up to 11,04,000 (Eleven Lakh Four Thousand) fully paid up Equity Shares of the Company, representing 4.16% of the total number of Equity Shares of the existing total paid-up Equity Share capital of the Company for the financial year ended March 31, 2026, which is within the limit of 25% as per the provisions of the Companies Act and the SEBI Buy-back Regulations.
- The Company confirms that as required under Section 68(2)(d) of the Companies Act and Regulation 4(ii) of SEBI Buy-back Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company to the fully paid-up share capital and free reserves shall be less than 2:1 on Standalone and Consolidated financial statements of the Company after the proposed Buy-back.
- The Buy-back Size does not include any expenses or transaction costs incurred or to be incurred for the buyback, such as, brokerage, filing fees, advisory fees, intermediaries' fees, public announcement publication expenses, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc. and other incidental and related expenses. ("Transaction Costs").
- The Equity Shares are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (hereinafter together referred to as the "Stock Exchanges").
- The Buy-back shall be undertaken on a proportionate basis from the Equity shareholders/Beneficial owners of the Company as on the Record Date (as defined below) (except any shareholders/ beneficial owners who may be specifically prohibited under the applicable laws by Appropriate Authorities), excluding the Promoters and members of the Promoter Group, who hold Equity Shares as on Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations and subject to applicable laws, shall be implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the Stock Exchange Mechanism as specified in the SEBI Circulars. In this regard, the Company will request the BSE & NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback and for the purposes of this Buyback, BSE will be the designated stock exchange ("Designated Stock Exchange").
- 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.
- Participation in the Buyback by Eligible Shareholders may trigger capital gains taxation in India and in their country of residence. The transaction of Buy-back would also be chargeable to securities transaction tax in India. Eligible Shareholders will receive a letter of offer ("Letter of Offer"), which will contain more detailed note on taxation, in due course. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.
- A copy of this Public Announcement is available on the website of the Company at www.orbitexports.com, website of the Manager to the Buy-back at www.saffronadvisor.com, will be available on the website of the SEBI at www.sebi.gov.in and on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com.
- The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.
- The Buyback will not result in any benefit to the Promoters and members of the Promoter Group, persons in control of the Company or any directors of the Company except to the extent of increase in their shareholding percentage 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. The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the SEBI Listing Regulations, as amended. Any change in voting rights of the Promoters and member of the Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

2. NECESSITY FOR THE BUYBACK

It is proposed to do Buy-back up to 11,04,000 (Eleven Lakh Four Thousand) Fully Paid-Up Equity Shares having a face value of Rs. 10/- each from the eligible shareholders of the Company which will help the Company to achieve the following objectives:

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

3. 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

- The maximum amount required under the Buyback will not exceed ₹ 27,60,00,000/- (Rupees Twenty Seven Crore Sixty Lakh only) ("Buy-back Size"), excluding Transaction Costs. The said amount constitutes 9.88% and 9.16% 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 (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 prescribed limit of 10%.
- The Buyback is 10% or less of aggregate of the total paid up equity share capital and free reserves of the Company based on both 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 Buyback Regulations.
- The funds for the implementation of the Buyback (including the Transaction Costs) will be sourced out of the free reserves or securities premium account of the Company and/or such other source as may be permitted by the SEBI Buy-back Regulations or the Companies Act.
- 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 standalone and consolidated financial statements.
- The funds borrowed, if any, from banks and financial institutions will not be used for the purpose of the Buyback.
- MAXIMUM BUY-BACK PRICE AND THE BASIS OF ARRIVING AT THE BUY-BACK PRICE**
 - 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.
 - The Buy-back Price has been arrived at after considering various factors including, but not limited to (i) trends in the volume weighted average prices, closing prices of the Equity Shares traded on the Stock Exchanges where the Equity Shares are listed, (ii) the net worth of the Company, and (iii) Earnings Per Equity Share (iv) the closing market price of the Equity Shares on the Stock Exchanges where the Equity Shares are listed as on the date of intimation of the Board Meeting for considering Buy-back (v) Book Value (vi) the closing market price of the Equity Shares on the Stock Exchanges where the Equity Shares are listed as on the date of the Board Meeting for considering Buy-back.
 - In line with the recent market practice in relation to the Buybacks, the Buy-back Price represents:
 - 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").
 - 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.
 - 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.
 - 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.
 - 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.
 - 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.
 - 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.
- MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUY-BACK**

At Buyback Price and Buyback Size, the Company proposes to Buy-back of not exceeding 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 4.16% of the total number of Equity shares in the existing total paid-up Equity capital of the Company as on March 31, 2026, which shall not exceed 25% of the total number of Equity Shares in the existing total paid-up Equity Share Capital of the Company.
- METHOD TO BE ADOPTED FOR THE BUY-BACK**

The Buy-back shall be on a proportionate basis, through the tender offer route, as prescribed under the SEBI Buy-back Regulations, to the extent permissible, and the "Mechanism for acquisition of shares through Stock Exchanges" 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"). The Buy-back will be implemented in accordance with the Companies Act read with the rules framed there under, to the extent applicable, the SEBI Buy-back Regulations and on such terms and conditions as may be deemed fit by the Company. In this regard, the Company will request the BSE & NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buy-back. For the purposes of this Buy-back, BSE will be the designated stock exchange.

7. DETAILS OF THE SHAREHOLDING AND TRANSACTIONS OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP, DIRECTORS OF PROMOTERS/MEMBERS OF THE PROMOTER GROUP, DIRECTORS, KEY MANAGERIAL PERSONNEL AND PERSON IN CONTROL OF THE COMPANY, IN THE EQUITY SHARES OF THE COMPANY

- The aggregate shareholding of (i) promoters, members of the promoter group ("Promoter Group") and persons in control of the Company if any; (ii) the Directors/Partners/Trustees of the Promoter and 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, and on the date of the Public Announcement i.e. Wednesday, July 8, 2026;
- Aggregate shareholding of the Promoter, Promoter Group and persons in control of the Company is as follows:

S. No.	Name of the Shareholder	Category	No. of Equity Shares held	% of Shareholding
1.	Pankaj Seth	Promoter	1,09,34,072	41.24
2.	Anisha Seth	Promoter	39,13,484	14.76
3.	Parth Seth	Promoter	1,16,590	0.44
4.	Vishakha Pankaj Seth	Promoter	16,301	0.06
5.	Pankaj S Seth (HUF)	Promoter	9,247	0.03
6.	Mediaman Multitrade Pvt Ltd	Promoter Group	25,21,965	9.51
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 and on the date of the Public Announcement:

S. No.	Name of the Shareholder	Designation	No. of Equity Shares held	% of Shareholding
1.	Pankaj Seth	Chairperson & Managing Director	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	Non-Executive Director	1,16,590	0.44
5.	Sunil Buch	Non-Executive - Independent Director	Nil	Nil
6.	Chetna Malaviya	Non-Executive Director	Nil	Nil
7.	Chetan Mehra	Non-Executive Director	Nil	Nil
8.	Aditya Jain	Non-Executive Director	Nil	Nil
9.	Raveena Modi	Non-Executive Director	Nil	Nil
10.	Rahul Tiwari	Chief Financial Officer	5,250	0.01
11.	Omprakash Jat	Company Secretary & Compliance officer	Nil	Nil
TOTAL			1,57,68,460	59.46

(iv) (iv) 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

- No Equity Shares of the Company were either purchased or sold by the Promoter and Promoter Group, Directors of the Promoter Group Company and persons who are in control of the Company, Directors and Key Managerial Personnel of the Company, during a period of 6 (six) months preceding the date of the Board Meeting at which the buyback was proposed and from the date of the Board Meeting till the date of the Public Announcement.
- The maximum and minimum price at which purchases and sales referred at point 7.2 above were made along with the relevant dates: **Not Applicable**
- 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**
- 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.

- 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.
- Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoters and Promoter Group in the Company which constitutes 66.05% as on date, may change. We confirm that after the completion of the Buyback, the Public shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the SEBI (LODR) Regulations, 2015.
- NO DEFAULTS**

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.
- CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUY-BACK REGULATIONS AND THE COMPANIES ACT**
 - all the equity shares of the Company are fully paid-up;
 - 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");
 - 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;
 - 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;
 - 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; 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;
 - 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;
 - 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;
 - 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;
 - the Company shall not withdraw the Buy-back offer after the Public Announcement of the Buy-Back offer is made;
 - 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;
 - 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;
 - 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;
 - 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;
 - the company is in compliance with the provisions of Section 92, 123, 127 and 129 of the Companies Act;
 - 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;
 - 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;
 - 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;
 - the consideration for the Buy-back shall be paid by the Company only in cash;
 - 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;
 - 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;
 - 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");
 - 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;
 - 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;
 - 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;
 - The Buy-back will not be in contravention of Regulation 4(vii) of SEBI Buy-back Regulations, i.e. the Company has not made the offer of Buy-back within a period of one year reckoned from the date of expiry of buy-back period of the preceding offer of buy-back; and
 - As on the date this Public Announcement, 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.
 - The Letter of Offer with the tender form shall be dispatched to Eligible Shareholders within 2 (two) working days from the Record Date.
- CONFIRMATIONS FROM THE BOARD OF DIRECTORS OF THE COMPANY**

As required under 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 has formed an opinion that:

 - immediately following the date of board meeting, being July 7, 2026 ("Board Resolution") approving the Buy-back, there will be no grounds on which the Company could be found unable to pay its debts;
 - as regards the Company's prospects for the year immediately following date of the Board Resolution, 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 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 1 (one) year from the date of the Board Resolution; and
 - in forming the aforementioned opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company was being wound up under the provisions of the Companies Act or Insolvency and Bankruptcy Code, 2016 (to the extent notified).
- 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 SECTION 70 OF THE COMPANIES ACT, 2013 AND CLAUSE (XI) OF SCHEDULE I OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018 AS AMENDED

(Page No.1) Continued to next page.....

To, Board of Directors, Orbit Exports Limited 122, 2nd Floor, Mistry Bhavan, Dinshaw Wachha Road, Near K.C. College, Churchgate, Mumbai - 400020 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")

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 initiated 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. 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 (SOC) 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

1. 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

Place: Mumbai Membership No: 060639
Dated this 7th day of July, 2026 UDIN:26060639WGSSU7603

Annexure A

Computation of amount of permissible capital payment towards buy-back of equity shares of Orbit Exports Ltd in compliance with Section 68(2)(B) of the Companies Act, 2013 ("the Act") and read with proviso to Regulation 5(i)(b) of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, based on annual audited standalone and consolidated financial statements as at March 31, 2026:

Particulars	Standalone	Consolidated
Paid-up Capital as at March 31, 2026	A	2,651.12
2,65,11,152 equity shares of face value ₹ 10 each fully paid up)		
Free Reserves as at March 31, 2026*		
- Surplus in the statement of Profit & Loss Account	25,206.02	27,421.91
- Security premium	142.18	142.18
- Change in carrying amount of Asset/Liability on measurement of the Asset/liability at fair value	(68.21)	(68.21)

Total Free Reserves	B	25,279.99	27495.88
Total Paid-up Capital and Free Reserves as at March 31, 2026	C=A+B	27,931.11	30,147.00
Maximum amount permissible for buy-back under Section 68(2)(b) of the Act and proviso to Regulation 5(i)(b) of the Buy-back Regulations, i.e. 10% of the total paid up capital and free reserves	C*10%	2,793.11	3,014.70
Maximum amount permissible for buyback lower of Standalone and Consolidated amounts		2793.11	

* 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 Exports 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 Paidup 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 Exports Limited

Signed For Identification By

Rahul Tiwari
Chief Financial Officer

Nayan Parikh & Co.

Place: Mumbai
Date: July 07, 2026

Unquote

13. RECORD DATE AND SHAREHOLDER ENTITLEMENT

13.1. As required under the SEBI Buy-back Regulations, the Company has fixed Wednesday, July 15, 2026, as the record date ("**Record Date**") for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buy-back. The tendering period for the Buyback offer will commence from not later than 4 (four) working days from the Record Date and shall remain open for a period of 5 (Five) working days.

13.2. The tendering period for the Buy-back offer will commence from July 21, 2026, i.e., not later than 4 (four) working days from the Record Date and shall remain open for a period of 5 (Five) working days, i.e., until July 27, 2026.

13.3. As per the SEBI Buy-back Regulations and such other circulars or notifications, as may be applicable, the Eligible Shareholders as on the Record Date will receive a Letter of Offer along with a Tender Form including Form SH-4, as applicable, ("**Letter of Offer**") indicating the entitlement of the Eligible Shareholder for participating in the Buy-back. Even if the Eligible Shareholder does not receive the Letter of Offer, the Eligible Shareholder may participate and tender Equity Shares in the Buy-back. All of the Equity Shareholders of the Company as on Record Date will be eligible to participate in the Buyback.

13.4. As required under the SEBI Buy-back Regulations, the dispatch of the Letter of Offer shall be through electronic mode, in accordance with the provisions of the Act, within two (2) working days from the Record Date and that if any Eligible shareholder has not registered an email address with the Depositories, or in the case of a request from any Eligible Shareholder to receive a copy of the Letter of Offer in physical form, a physical copy shall be sent by speed post or registered post or courier to such shareholders registered postal address as available with the Company.

13.5. After dispatch of the Letter of Offer, the Company will publish an advertisement in all editions of an English National daily and all editions of a Hindi National daily, and Mumbai edition of a regional language Marathi daily to inform the Eligible Shareholders about the completion of dispatch of Letter of Offer. The dispatch advertisement will also include the link for shareholders to check their entitlement under the Buyback.

13.6. The Equity Shares proposed to be bought back as a part of the Buy-back is divided in two categories:

(a) reserved category for small shareholders ("**Reserved Category**") and;

(b) general category for all other Eligible Shareholders ("**General Category**").

13.7. As defined in Regulation 2(i)(n) of the SEBI Buy-back Regulations, a "**Small Shareholder**" is a shareholder of the Company who holds Equity Shares having market value, on the basis of closing price of such Equity Shares on Stock Exchanges on which the highest trading volume in respect of Equity Shares as on Record Date, is not more than ₹ 2,00,000/- (Rupees Two Lakh only).

13.8. In accordance with the proviso to Regulation 6 of the SEBI Buy-back Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buy-back or number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buy-back. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "**Small Shareholder**". Given that the promoters and member of the promoter group of the Company have expressed their intention not to participate in the Buyback, the Equity Shares held by promoters and member of the promoter group shall not be considered for computing the entitlement ratio, in accordance with the proviso to Regulation 4(iv)(a) of the SEBI Buyback Regulations, and to that extent, the Eligible Shareholders will have a higher Buyback Entitlement Ratio.

13.9. Based on the shareholding on the Record Date, the Company will determine the entitlement of each eligible shareholder, including small shareholders, to tender their Equity Shares in the Buy-back. This entitlement for each eligible shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buy-back applicable in the category to which such shareholder belongs ("**Buyback Entitlement**"). The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. The Company shall accept all the Equity Shares validly tendered in the Buy-back by Eligible Shareholders, on the basis of their Buy-back Entitlement as on the Record Date. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buy-back.

13.10. In accordance with Regulation 9(ix) of the SEBI Buy-back Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios does not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and their entitlement under the Buy-back. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical Equity Shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buy-back will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar and Transfer Agent as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body-broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

13.11. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.

13.12. The participation of the Eligible Shareholders' in the Buyback is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in lieu of Equity Shares accepted under the Buyback, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholder may also accept a part of their entitlement. Eligible Shareholder also have the option of tendering Additional Equity Shares (i.e. Equity Shares over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholders shall be in terms of procedure outlined herein. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and the Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.

13.13. If the Buy-back entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buy-back.

13.14. The maximum tender under the Buy-back by any eligible shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account as on record date.

13.15. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buy-back Regulations. The settlement of the tenders under the Buy-back will be done using the Stock Exchange Mechanism notified by SEBI vide the SEBI Circulars. Eligible Shareholders will receive a Letter of Offer along with a tender/offer form indicating their respective entitlement for participating in the Buyback as on Record Date.

13.16. The Buy-back from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident shareholders themselves.

13.17. Detailed instructions for participation in the Buy-back (tender of Equity Shares in the Buy-

back) as well as the relevant timetable will be included in the Letter of Offer which will be sent through email along with the tender form in due course to the shareholders holding Equity Shares of the Company as on the Record Date, who have their email IDs registered with the Company/Registrar and Transfer Agent to the Company/ Depository. However, on receipt of a request by the Company/Manager to the Buy-back or Registrar to the Buy-back to receive a copy of Letter of Offer in physical format from such Shareholder (to whom Letter of Offer and tender form were emailed), the same will be sent physically.

14. PROCESS AND METHODOLOGY FOR THE BUY-BACK

14.1. The Buyback is open to all eligible shareholders/beneficial owners of the Equity Shares of the Company, holding Equity Shares either in physical form ("**Physical Shares**") or in the dematerialized form ("**Demat Shares**") on the Record Date. Any person who does not hold Equity Shares of our Company as on the Record Date will not be eligible to participate in the Buyback and Equity Shares tendered by such person(s) shall be rejected.

14.2. The Buy-back shall be implemented using the "**Mechanism for acquisition of shares through Stock Exchange**", as prescribed under the SEBI Buyback regulations to the extent permissible and shall be implemented using the Stock Exchange Mechanism notified by SEBI vide SEBI Circulars and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations and as may be determined by the Board (including Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

14.3. For implementation of the Buy-back, the Company has appointed Choice Equity Broking Private Limited as the registered broker to the Company ("**Company Broker**") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buy-back and 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)
Tel: + 91 22-67079857;
Email: jeetender.joshi@choicendia.com;
Website: www.choicendia.com
Investor Grievance Email: ig@choicendia.com;
SEBI Registration No: INZ000160131

14.4. The Company will request Stock Exchanges to provide a separate acquisition window ("**Acquisition Window**") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buy-back. BSE has been appointed as the designated stock exchange for the purpose of this Buy-back. The details of the Acquisition Window will be specified by the Stock Exchanges from time to time.

14.5. At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Company through the Company's Broker. 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 Stock-Brokers ("**Shareholder Broker**") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares.

14.6. In the event the Shareholder Broker is not registered with BSE/NSE as a trading member/stock broker, then that Eligible Shareholder can approach any BSE/NSE registered stock broker and can register themselves by using web based Unique Client Code application ("**UCI online**") facility through that BSE/NSE registered stock broker (after submitting all details as may be required by such BSE/NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCI online facility through any other BSE/NSE registered stockbroker, then that Eligible Shareholder may approach the Company's Broker to place their bids subject to completion of 'know your customer' requirements as required by the Company's Broker.

14.7. Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were holding such Equity 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. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buy-back.

14.8. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buy-back. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.

14.9. The cumulative quantity of Equity Shares tendered under the Buy-back shall be made available on the website of the BSE (www.bseindia.com) and NSE (www.nseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.

14.10. Further, the Company will not accept Equity Shares tendered for Buy-back which are under restraint order of the court or any other competent authority for transfer/sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

14.11. In accordance with Regulation 24(v) of the SEBI Buy-back Regulations, the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable. The Company shall also not accept the Equity Shares offered for Buyback where the title to such Equity Shares is under dispute or otherwise not clear.

14.13. Procedure to be followed by Equity Shareholders holding Equity Shares in the dematerialised form:

a) Eligible Shareholders who desire to tender their Equity 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 Shareholders who wish to tender Equity Shares in the Buy-back using the Acquisition Window of the Stock Exchanges. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Equity Shares to the special account of the Indian Clearing Corporation Limited or the National Securities Clearing Corporation ("**Clearing Corporation**"), by using the early pay in mechanism as prescribed by the Stock Exchanges or the Clearing Corporation prior to placing the bid by the Stock Broker.

c) The relevant details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buy-back shall be informed in a separate circular that will be issued by the Stock Exchanges and/or the Clearing Corporation.

d) The lien shall be marked by the Shareholder Broker in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buy-back. The details of the shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the National Securities Depository Limited and Central Depository Services (India) Limited ("**Depositories**") to the Clearing Corporation. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buy-back shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer ("**IDT**") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and 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/bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period ("Buyback Window Closing Date"). Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian 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 on whose behalf the order/bid has been placed. TRS will contain details of order submitted like bid ID number, application number, DP ID, Client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

g) It is clarified that in case of demat shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buy-back shall be deemed to have been accepted for Eligible Shareholders holding Equity Shares in demat form.

h) Eligible shareholders who have tendered their demat shares in the buy-back shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the eligible shareholder has signed the tender form; (ii) duly attested/notarized copy of death certificate and succession certificate/ legal heirship certificate or probated will, in case any eligible shareholder is deceased, or court approved scheme of merger/ amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).

i) The Eligible Shareholders will have to ensure that they keep the depository participant ("**DP**") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated buy-back decided by the Company. 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. In the event if any equity shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the eligible shareholders would be returned to them by the respective Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account on onward transfer to the eligible shareholder. On the date of the settlement, in case of Custodian Participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.

j) In case the Equity Shares are held on repatriation basis, the Eligible Shareholders, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorized dealer/bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a 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, 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 under the Buyback.

14.13. Procedure to be followed by registered Equity Shareholders holding Equity Shares in the Physical Form:

a) In accordance with SEBI Mater Circular No. HO/49/14/14(7)/2025-CFD-POD2/13762/2026 dated January 30, 2026, Eligible Shareholders holding equity shares in physical form can participate in the buy-back undertaken through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buy-back Regulations and terms of Letter of Offer.

b) Eligible Shareholders who are holding physical 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 (a) 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), (b) original share certificate(s), (c) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferees (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, (d) self-attested copy of PAN Card(s) of all Eligible Shareholders, (e) 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

Continued From page No. 2.....

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-addressed 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 Stock Broker shall place the bid on behalf of the Eligible Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Buy-back using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Stock Broker shall provide a TRS generated by the Stock Exchanges' bidding system to the Eligible Shareholder. The TRS will contain the details of the order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered, etc.

d) Any Shareholder Broker/ Eligible Shareholder who places a bid for physical shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buy-back (at the address mentioned at paragraph 17 below) on or before the Buy-back closing date. The envelope should be superscribed as "Orbit Exports Limited Buy-back Offer 2026". One copy of the TRS will be retained by the 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 is 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. Registrar to the Buy-back will verify such bids based on the documents submitted on a daily basis and till such time the Designated Stock Exchange shall display such bids as 'Unconfirmed Physical Bids'. Once, Registrar to the Buy-back confirms the bids it will be treated as 'Confirmed Bids'. The reasons for Registrar's rejection will be available as download to the Seller Member.

f) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised 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.

g) An unregistered shareholder holding physical shares may also tender their Equity Shares in the Buy-back by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN Card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any. In the tendering process, the Shareholder's Broker may also process the orders received from the Eligible Shareholders.

In case the Equity Shares are held on repatriation basis, the Eligible Shareholders, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorized dealer/bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a 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, 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 under the Buyback

15. METHOD OF SETTLEMENT

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

i. The settlement of trades shall be carried out in a manner similar to settlement of trade(s) in the secondary market and as intimated by the Clearing Corporation from time to time, and in compliance with the SEBI Circulars.

ii. The Company will pay the consideration to the Company Broker, which will transfer the consideration 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 demat shares accepted under the Buy-back, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation. If Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by the RBI/ the concerned bank(s), due to any reason, then the amount payable to the concerned shareholders will be transferred to the settlement account of the Shareholder Broker for onward transfer to such Eligible Shareholders.

iii. For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Shareholder broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account.

iv. In case of certain Eligible Shareholders viz., NRIs, non-residents etc. (where there are specific RBI and other regulatory requirements pertaining to funds payout) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account. 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 BSE and the Clearing Corporation from time to time.

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 lien on the excess or unaccepted blocked shares in the demat account of the shareholder. On the settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.

If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the Eligible Shareholder.

Any excess demat shares or unaccepted demat shares, if any, tendered by the Eligible Shareholders would be returned to them by the Clearing Corporation directly to the respective Eligible Shareholders' DP Account. In case of custodian participant orders, excess demat shares or unaccepted demat shares, if any, will be returned to the respective custodian depository pool account. In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. The 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.

The Equity Shares bought back in demat form would be transferred directly to the demat account of the Company opened for the Buy-back ("Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.

The Eligible Shareholders of the demat shares will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of demat shares, due to rejection or due to non-acceptance in the 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.

In relation to the physical Equity Share, if physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificate would be returned to such Eligible Shareholders by ordinary/speed post or courier at the Eligible Shareholder's sole risk. The Company also encourages Eligible Shareholders holding physical shares to dematerialize their physical shares.

The Shareholder Broker(s) would issue a contract note to their respective Eligible Shareholders for the Equity Shares accepted under the Buy-back. The Company Broker would issue a contract note to the Company for the Equity Shares accepted under the Buy-back.

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

The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Buy-back are completed.

The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow 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 SEBI Buy-back Regulations.

Participation in the Buyback by Eligible Shareholders may trigger capital gains taxation in India and in their country of residence. The transaction of Buyback would also be chargeable to securities transaction tax in India. Eligible Shareholders will receive a letter of offer, which will contain more detailed note on taxation, in due course. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.

16. COMPLIANCE OFFICER

The Company has designated the following as Compliance Officer for the Buy-back ("Compliance Officer"):

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

In case of any clarifications or to address investor grievance, the Eligible Shareholders may contact the Compliance Officer, from 10.00 a.m. (IST) to 5.00 p.m. (IST) on all working days except Saturday, Sunday and public holidays at the above mentioned address.

17. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUY-BACK

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



MUFG Intime India Private Limited
(formerly known as Link Intime India Private)
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 Eligible Shareholders may contact the Registrar to the Buy-back, appointed as the Investor Service Centre for the purpose of the Buy-back, from 10.00 a.m. (IST) to 5.00 p.m. (IST) on all working days except Saturday, Sunday and public holidays at the above mentioned address.

18. MANAGER TO THE BUY-BACK

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



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

TORRENT POWER
CIN: L31200GJ2004PLC044068
Website: www.torrentpower.com
E-mail: cs@torrentpower.com

TORRENT POWER LIMITED
Registered Office: "Samanvay",
600 Tapovan, Ambawadi,
Ahmedabad - 380 015, Gujarat, India
Phone: + 91 79 26628300
Fax: + 91 79 26764159

NOTICE OF 22nd ANNUAL GENERAL MEETING
NOTICE is hereby given that 22nd Annual General Meeting ("AGM") of the Members of Torrent Power Limited will be held on Monday, August 03, 2026 at 09:30 am IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the businesses as set out in the Notice of AGM, which is being circulated for convening the AGM.
The Ministry of Corporate Affairs ("MCA") vide its circular no. 20/2020 dated May 05, 2020 read with circular nos. 14/2020, 17/2020 and 03/2025 dated April 08, 2020, April 13, 2020 and September 22, 2025 respectively (collectively referred to as "Circulars") have permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with these Circulars and relevant provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the AGM of the Members of the Company will be held through VC/OAVM.
Notice of the AGM along with the Integrated Annual Report for FY 2025-26 is being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company / Depositories in accordance with the above Circulars. Further, letter providing a weblink for accessing the Notice of AGM and Integrated Annual Report for FY 2025-26 will be sent to those Members who have not registered their email address. Members may note that the Notice of AGM and Integrated Annual Report for FY 2025-26 will also be available on the Company's website – www.torrentpower.com and website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and AGM Notice is also available on the website of Central Depository Services (India) Limited ("CDSL") (agency for providing the e-Voting and Remote e-Voting facility) i.e. <https://www.evotingindia.com>. Members can attend and participate in the AGM through the VC / OAVM facility only. The instructions for joining the AGM are provided in the Notice of the AGM. Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum as per Section 103 of the Companies Act, 2013.
The Company is providing remote e-voting facility ("remote e-voting") to all its Members to cast their votes on all resolutions as set out in the Notice of AGM. Additionally, the Company is providing the facility of voting through e-voting system during the AGM ("e-voting"). Detailed procedure for remote e-voting / e-voting is provided in the Notice of the AGM.
In case you have any queries or issues regarding e-voting / remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and / or e-voting manual available at www.evotingindia.com, under help section or contact Mr. Rakesh Dalvi, Assistant Vice President, CDSL, A Wing, 25th Floor, Marathon Futrex, Mafatlal Mill Compounds, N.M. Joshi Marg, Lower Parel (East), Mumbai – 400013 or write an email to helpdesk.evoting@cdslindia.com or call on Toll free no – 1800 21 09911 during working hours on all working days.
The Company has fixed Friday, June 19, 2026 as the "Record Date" for determining entitlement of Members to final dividend for FY 2025-26, if approved at the AGM.
Process for those Members whose email ids / KYC / bank details are not registered:

Physical Holding	By clicking on the below link, the Member may register his / her email address, mobile number and bank details: For Email registration: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html For KYC registration: https://web.in.mpms.mufg.com/KYC-downloads.html The Member can also update email id and mobile no. by providing Form ISR-1 and Form ISR-2 available on the website of the Company / RTA.
Demat Holding	For any kind of updation, the Member may contact their respective DPs.

Effective April 01, 2024, SEBI has mandated the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz. (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Bank Account Details and (v) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, payment of final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios.
Pursuant to the Income Tax Act, 2025, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source from dividend paid to the Members at the prescribed rates. For the prescribed rates of Income Tax for various categories, please refer to the Income Tax Act, 2025 and amendments thereto.
Detailed instructions for the same are uploaded on website of the Company at <https://www.torrentpower.com/public/pdf/download/Communication%20to%20Shareholders%20-%20Tax%20on%20Final%20Dividend%202026-27%20-%20Clean.pdf> and website of the Stock Exchanges.
By order of the Board
FOR TORRENT POWER LIMITED
RAHUL SHAH
COMPANY SECRETARY
Place: Ahmedabad
Date: July 08, 2026

**ICICI Prudential Asset Management Company Limited**
Corporate Identity Number: L99999DL1993PLC054135

Registered Office: 12th Floor, Narain Manzil, 23, Barakhamba Road, New Delhi - 110 001.
Corporate Office: ICICI Prudential Mutual Fund Tower, Santacruz East, Mumbai – 400 055; Tel: +91 22 6647 0200/2652 5000 Fax: +91 22 6666 6582/83, Website: www.icicipruamc.com, Email id: enquiry@icicipruamc.com
Central Service Office: 2nd Floor, Block B-2, Nirlon Knowledge Park, Western Express Highway, Goregaon (E), Mumbai - 400 063. Tel: 022 2685 2000 Fax: 022 26868313

Notice to the Investors/Unit holders of ICICI Prudential All Seasons Bond Fund and ICICI Prudential Medium Term Bond Fund (the Schemes)
Notice is hereby given that ICICI Prudential Trust Limited, Trustee to ICICI Prudential Mutual Fund has approved the following distribution under Income Distribution cum capital withdrawal option (IDCW option) of the Schemes, subject to availability of distributable surplus on the record date i.e. on July 13, 2026*:

Name of the Schemes/Plans	Quantum of IDCW (₹ per unit) (Face value of ₹ 10/- each) ^{5*}	NAV as on July 7, 2026 (₹ Per unit)
ICICI Prudential All Seasons Bond Fund		
Quarterly IDCW	0.1077	12.0706
Direct Plan – Quarterly IDCW	0.1302	12.4053
ICICI Prudential Medium Term Bond Fund		
Quarterly IDCW	0.0796	11.0765
Direct Plan – Quarterly IDCW	0.0933	11.6869

5 The distribution will be subject to the availability of distributable surplus and may be lower depending upon the extent of distributable surplus available on the record date under the IDCW option of the Schemes.
Subject to deduction of applicable statutory levy, if any.
* or the immediately following Business Day, if that day is a Non – Business Day.
The distribution with respect to IDCW will be done to all the unit holders/beneficial owners whose names appear in the register of unit holders/Statement of beneficial owners maintained by the Depositories, as applicable under the IDCW option of the Schemes, at the close of business hours on the record date.
It should be noted that pursuant to payment of IDCW, the NAV of the IDCW option of the Schemes would fall to the extent of payout and statutory levy (if applicable).

Place: Mumbai
Date : July 8, 2026
No. 007/07/2026
To know more, call 1800 222 999/1800 200 6666 or visit www.icicipruamc.com
Investors are requested to periodically review and update their KYC details along with their mobile number and email id.
To increase awareness about Mutual Funds, we regularly conduct Investor Awareness Programs across the country. To know more about it, please visit <https://www.icicipruamc.com> or visit AMFI's website <https://www.amfiindia.com>
Mutual Fund investments are subject to market risks, read all scheme related documents carefully.



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orbit exports ltd.

ORBIT EXPORTS LTD.

Corporate Identification Number (CIN): L40300MH1983PLC030872

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Contact Person: Omprakash Jat, Company Secretary & Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF ORBIT EXPORTS LIMITED ("COMPANY") IN CONNECTION WITH THE BUY-BACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH A TENDER OFFER ROUTE USING STOCK EXCHANGE MECHANISM TO THE PUBLIC SHAREHOLDERS OF THE COMPANY ("BUYBACK").

This Public Announcement ("Public Announcement" or "PA") is being made, in relation to the buy-back of fully paid-up equity shares, having a face value of ₹ 10/- (Rupees Ten only) each ("Equity Shares"), by Orbit Exports Limited ("Company") from the Equity Shareholders/ Beneficial Owners of the Company ("Buy-back/Buyback Offer/ Offer") through the tender offer route 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 and the SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/P/2023/35 dated March 8, 2023, such other circulars or notifications, as may be applicable including any amendments or statutory modifications for the time being in force ("SEBI Circulars") pursuant to the provisions of Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("SEBI Buyback Regulations"), as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) ("SEBI Buy-back Regulations") and contains the disclosures as specified in Schedule II read with Schedule I of the SEBI Buy-back Regulations.

OFFER TO BUY-BACK UP TO 11,04,000 (ELEVEN LAKH FOUR THOUSAND) FULLY PAID-UP EQUITY SHARES HAVING FACE VALUE OF ₹ 10/- (RUPEES TEN ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF ₹ 250/- (RUPEES TWO HUNDRED FIFTY ONLY) ("BUY-BACK PRICE") PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE AMOUNT NOT EXCEEDING ₹ 27,60,00,000/- (RUPEES TWENTY SEVEN CRORE SIXTY LAKH ONLY), FROM THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF THE COMPANY AS ON THE RECORD DATE, ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (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 row in certain tables may not conform exactly to the total figure given for that column or row.

1. DETAILS OF THE BUY-BACK OFFER AND BUY-BACK PRICE

- The Board of Directors of the Company, which expression shall include any committee constituted and authorized by the Board to exercise its powers ("Board"), at its meeting held on July 7, 2026, ("Board Meeting") has, pursuant to the provisions of Article 8.2 of the Articles of Association of the Company, Sections 68, 69, 70 and 179 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014, to the extent applicable, the Companies (Management and Administration) Rules, 2014 and in compliance with the Buyback Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and subject to such other approvals, permissions, consents, sanctions and exemptions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed or imposed by the Securities and Exchange Board of India ("SEBI"), Registrar of Companies, Mumbai, Maharashtra ("ROC"), BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and/ or other authorities, institutions or bodies (together with SEBI, BSE and NSE, the "Appropriate Authorities"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed by the Board, approved the buyback by the Company of up to 11,04,000 (Eleven Lakh Four Thousand) fully paid up Equity Shares of face value of ₹ 10/- (Rupees Ten only), representing up to 4.16% of the total number of Equity Shares in the existing total paid-up Equity Share Capital at a price of ₹ 250/- (Rupees Two Hundred Fifty only) per Equity Share ("Buy-back Price") payable in cash for an aggregate consideration of up to ₹ 27,60,00,000/- (Rupees Twenty Seven Crore Sixty Lakh only) ("Buy-back Size") which represents 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% of the total paid up equity share capital and free reserves, excluding Transaction Costs (as defined below), on a proportionate basis through the tender offer route ("tender offer") as prescribed under the SEBI Buy-back Regulations, from all of the Equity Shareholders/Beneficial owners of the Company who hold Equity Shares as of the Record Date (as defined below) ("Buy-back").
- In accordance with Regulation 5(via) of the SEBI Buy-back Regulations, the Board/Buy-back Committee may increase the maximum Buy-back Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buy-back Size, till one working day prior to the Record Date fixed for the purpose of Buy-back.
- The Buy-back Size constitutes 9.88% and 9.16% of the aggregate 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 prescribed limit of 10%.
- Since the Buy-back is less than 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 for the financial year ended March 31, 2026, the approval of the shareholders is not required for the Buy-back in terms of the SEBI Buy-back Regulations and the Companies Act.
- The Company proposes to Buy-back up to 11,04,000 (Eleven Lakh Four Thousand) fully paid up Equity Shares of the Company, representing 4.16% of the total number of Equity Shares of the existing total paid-up Equity Share capital of the Company for the financial year ended March 31, 2026, which is within the limit of 25% as per the provisions of the Companies Act and the SEBI Buy-back Regulations.
- The Company confirms that as required under Section 68(2)(d) of the Companies Act and Regulation 4(ii) of SEBI Buy-back Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company to the fully paid-up share capital and free reserves shall be less than 2:1 on Standalone and Consolidated financial statements of the Company after the proposed Buy-back.
- The Buy-back Size does not include any expenses or transaction costs incurred or to be incurred for the buyback, such as, brokerage, filing fees, advisory fees, intermediaries' fees, public announcement publication expenses, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc. and other incidental and related expenses. ("Transaction Costs").
- The Equity Shares are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (hereinafter together referred to as the "Stock Exchanges").
- The Buy-back shall be undertaken on a proportionate basis from the Equity shareholders/Beneficial owners of the Company as on the Record Date (as defined below) (except any shareholders/ beneficial owners who may be specifically prohibited under the applicable laws by Appropriate Authorities), excluding the Promoters and members of the Promoter Group, who hold Equity Shares as on Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations and subject to applicable laws, shall be implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the Stock Exchange Mechanism as specified in the SEBI Circulars. In this regard, the Company will request the BSE & NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback and for the purposes of this Buyback, BSE will be the designated stock exchange ("Designated Stock Exchange").
- 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.
- Participation in the Buyback by Eligible Shareholders may trigger capital gains taxation in India and in their country of residence. The transaction of Buyback would also be chargeable to securities transaction tax in India. Eligible Shareholders will receive a letter of offer ("Letter of Offer"), which will contain more detailed note on taxation, in due course. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.
- A copy of this Public Announcement is available on the website of the Company at www.orbitexports.com, website of the Manager to the Buy-back at www.saffronadvisors.com, will be available on the website of the SEBI at www.sebi.gov.in and on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com.
- The Buyback from the Eligible Shareholders who are residents outside India including n-on-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.
- The Buyback will not result in any benefit to the Promoters and members of the Promoter Group, persons in control of the Company or any directors of the Company except to the extent of increase in their shareholding percentage 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. The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the SEBI Listing Regulations, as amended. Any change in voting rights of the Promoters and member of the Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

2. NECESSITY FOR THE BUYBACK

It is proposed to do Buy-back up to 11,04,000 (Eleven Lakh Four Thousand) Fully Paid-Up Equity Shares having a face value of Rs. 10/- each from the eligible shareholders of the Company which will help the Company to achieve the following objectives:

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

3. 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

- The maximum amount required under the Buyback will not exceed ₹ 27,60,00,000/- (Rupees Twenty Seven Crore Sixty Lakh only) ("Buy-back Size"), excluding Transaction Costs. The said amount constitutes 9.88% and 9.16% 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 (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 prescribed limit of 10%.
- The Buyback is 10% or less of aggregate of the total paid up equity share capital and free reserves of the Company based on both 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 Buyback Regulations.
- The funds for the implementation of the Buyback (including the Transaction Costs) will be sourced out of the free reserves or securities premium account of the Company and/or such other source as may be permitted by the SEBI Buy-back Regulations or the Companies Act.
- 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 standalone and consolidated financial statements.
- The funds borrowed, if any, from banks and financial institutions will not be used for the purpose of the Buyback.

4. MAXIMUM BUY-BACK PRICE AND THE BASIS OF ARRIVING AT THE BUY-BACK PRICE

- 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.
- The Buy-back Price has been arrived at after considering various factors including, but not limited to (i) trends in the volume weighted average prices, closing prices of the Equity Shares traded on the Stock Exchanges where the Equity Shares are listed, (ii) the network of the Company, and (iii) Earnings Per Equity Share (iv) the closing market price of the Equity Shares on the Stock Exchanges where the Equity Shares are listed as on the date of intimation of the Board Meeting for considering Buy-back (v) Book Value (vi) the closing market price of the Equity Shares on the Stock Exchanges where the Equity Shares are listed as on the date of the Board Meeting for considering Buy-back.
- In line with the recent market practice in relation to the Buybacks, the Buy-back Price represents:
 - 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").
 - 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.
 - 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.
 - 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.
 - 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.
 - 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.

5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUY-BACK

At Buyback Price and Buyback Size, the Company proposes to Buy-back of not exceeding 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 4.16% of the total number of Equity Shares in the existing total paid-up Equity capital of the Company as on March 31, 2026, which shall not exceed 25% of the total number of Equity Shares in the existing total paid-up Equity Share Capital of the Company.

6. METHOD TO BE ADOPTED FOR THE BUY-BACK

The Buy-back shall be on a proportionate basis, through the tender offer route, as prescribed under the SEBI Buy-back Regulations, to the extent permissible, and the "Mechanism for acquisition of shares through Stock Exchanges" 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/P/2023/35 dated March 8, 2023 including any amendments or statutory modifications for the time being in force ("SEBI Circulars"). The Buy-back will be implemented in accordance with the Companies Act read with the rules framed there under, to the extent applicable, the SEBI Buy-back Regulations and on such terms and conditions as may be deemed fit by the Company. In this regard, the Company will request the BSE & NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buy-back. For the purposes of this Buy-back, BSE will be the designated stock exchange.

7. DETAILS OF THE SHAREHOLDING AND TRANSACTIONS OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP, DIRECTORS OF PROMOTERS/MEMBERS OF THE PROMOTER GROUP, DIRECTORS, KEY MANAGERIAL PERSONNEL AND PERSON IN CONTROL OF THE COMPANY, IN THE EQUITY SHARES OF THE COMPANY

- The aggregate shareholding of (i) promoters, members of the promoter group ("Promoter Group") and persons in control of the Company if any; (ii) the Directors/Partners/Trustees of the Promoter and 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, and on the date of the Public Announcement i.e. Wednesday, July 8, 2026:

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

S. No.	Name of the Shareholder	Category	No. of Equity Shares held	% of Shareholding
1.	Pankaj Seth	Promoter	1,09,34,072	41.24
2.	Anisha Seth	Promoter	39,13,484	14.76
3.	Parth Seth	Promoter	1,16,590	0.44
4.	Vishakha Pankaj Seth	Promoter	16,301	0.06
5.	Pankaj S Seth (HUF)	Promoter	9,247	0.03
6.	Mediaman Multitrade Pvt Ltd	Promoter Group	25,21,965	9.51
TOTAL			1,75,11,659	66.05

- 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 Parth Seth	39,13,484 1,16,590	14.76 0.44
TOTAL			40,30,074	15.20

- Aggregate Shareholding of the Directors and Key Managerial personnel of the Company as on the Board Meeting Date and on the date of the Public Announcement:

S. No.	Name of the Shareholder	Designation	No. of Equity Shares held	% of Shareholding
1.	Pankaj Seth	Chairperson & Managing Director	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			1,57,68,460	59.46

- (iv) 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

- No Equity Shares of the Company were either purchased or sold by the Promoter and Promoter Group, Directors of the Promoter Group Company and persons who are in control of the Company, Directors and Key Managerial Personnel of the Company, during a period of 6 (six) months preceding the date of the Board Meeting at which the buyback was proposed and from the date of the Board Meeting till the date of the Public Announcement.
- The maximum and minimum price at which purchases and sales referred at point 7.2 above were made along with the relevant dates: **Not Applicable**

8. 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

- 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.

- 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.

- Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoters and Promoter Group in the Company which constitutes 66.05% as on date, may change. We confirm that after the completion of the Buyback, the Public shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the SEBI (LODR) Regulations, 2015.

9. NO DEFAULTS

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.

10. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUY-BACK REGULATIONS AND THE COMPANIES ACT

- all the equity shares of the Company are fully paid-up;
- 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");
- 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;
- 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;
- 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;
- 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;
- 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;
- 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;
- 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;
- the Company shall not withdraw the Buy-back offer after the Public Announcement of the Buy-back offer is made;
- 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;
- 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;
- 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;
- 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;
- the company is in compliance with the provisions of Section 92, 123, 127 and 129 of the Companies Act;
- 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;
- 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;
- 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;
- the consideration for the Buy-back shall be paid by the Company only in cash;
- 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;
- 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;
- 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");
- 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;
- 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;
- 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;
- The Buy-back will not be in contravention of Regulation 4(vii) of SEBI Buy-back Regulations, i.e. the Company has not made the offer of Buy-back within a period of one year reckoned from the date of expiry of buy-back period of the preceding offer of buy-back; and
- As on the date this Public Announcement, 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.
- The Letter of Offer with the tender form shall be dispatched to Eligible Shareholders within 2 (two) working days from the Record Date.

11. CONFIRMATIONS FROM THE BOARD OF DIRECTORS OF THE COMPANY

As required under 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 has formed an opinion that:

- immediately following the date of board meeting, being July 7, 2026 ("Board Resolution") approving the Buy-back, there will be no grounds on which the Company could be found unable to pay its debts;
- as regards the Company's prospects for the year immediately following date of the Board Resolution, 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 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 1 (one) year from the date of the Board Resolution; and
- in forming the aforementioned opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company was being wound up under the provisions of the Companies Act or Insolvency and Bankruptcy Code, 2016 (to the extent notified).

12. 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 SECTION 70 OF THE COMPANIES ACT, 2013 AND CLAUSE (XII) OF SCHEDULE I OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018 AS AMENDED

(Page No.1) Continued to next page.....

Continued From page No. 1.....

To,
Board of Directors,
Orbit Exports Limited
122, 2nd Floor, Mistry Bhavan,
Dinshaw Wacha Road,
Near K.C. College,
Churchgate, Mumbai - 400020
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")

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

- 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.
- 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).
- 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:

- Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide a reasonable assurance whether:
 - 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;
 - 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
 - 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.
- 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.
- 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:
 - 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;
 - 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;
 - Examined Director's declarations for the purpose of buy back and solvency of the Company;
 - 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;
 - 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;
 - 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;
 - Examined that all the shares for buy-back are fully paid-up;
 - Verified the arithmetical accuracy of the amounts mentioned in the Statement;
 - Obtained appropriate representations from the Management of the Company;
 - 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.
- 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.
- 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.
- We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

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

- This report has been issued at the request of the Company solely for use of the Company 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
- 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
 - the Registrar of Companies, Securities and Exchange Board of India, Stock Exchanges, public shareholders and any other regulatory authority as per applicable law;
 - the Central Depository Services (India) Limited, National Securities Depository Limited and
 - 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 such 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

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

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

Annexure A

Computation of amount of permissible capital payment towards buy-back of equity shares of Orbit Exports Ltd in compliance with Section 68(2)(B) of the Companies Act, 2013 ("the Act") and read with proviso to Regulation 5(i)(b) of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, based on annual audited standalone and consolidated financial statements as at March 31, 2026:

Particulars	A	Standalone	Consolidated
Paid-up Capital as at March 31, 2026 (2,65,11,152 equity shares of face value ₹ 10 each fully paid up)	A	2,651.12	2,651.12
Free Reserves as at March 31, 2026*			
- Surplus in the statement of Profit & Loss Account		25,206.02	27,421.91
- Security premium		142.18	142.18
- Change in carrying amount of Asset/Liability on measurement of the Asset/Liability at fair value		(68.21)	(68.21)

Total Free Reserves	B	25,279.99	27495.88
Total Paid-up Capital and Free Reserves as at March 31, 2026	C=A+B	27,931.11	30,147.00
Maximum amount permissible for buy-back under Section 68(2)(b) of the Act and proviso to Regulation 5(i)(b) of the Buy-back Regulations, i.e. 10% of the total paid up capital and free reserves	C*10%	2,793.11	3,014.70
Maximum amount permissible for buyback lower of Standalone and Consolidated amounts		2793.11	

* 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:

- 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.
- 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 Exports 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 Exports Limited**Signed For Identification By**

Rahul Tiwari
Chief Financial Officer

Nayan Parikh & Co.

Place: Mumbai
Date: July 07, 2026

Unquote**13. RECORD DATE AND SHAREHOLDER ENTITLEMENT**

- As required under the SEBI Buy-back Regulations, the Company has fixed Wednesday, July 15, 2026, as the record date (**"Record Date"**) for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buy-back. The tendering period for the Buyback offer will commence from not later than 4 (four) working days from the Record Date and shall remain open for a period of 5 (Five) working days.
- The tendering period for the Buy-back offer will commence from July 21, 2026, i.e., not later than 4 (four) working days from the Record Date and shall remain open for a period of 5 (Five) working days, i.e., until July 27, 2026.
- As per the SEBI Buy-back Regulations and such other circulars or notifications, as may be applicable, the Eligible Shareholders as on the Record Date will receive a Letter of Offer along with a Tender Form including Form SH-4, as applicable, (**"Letter of Offer"**) indicating the entitlement of the Eligible Shareholder for participating in the Buy-back. Even if the Eligible Shareholder does not receive the Letter of Offer, the Eligible Shareholder may participate and tender Equity Shares in the Buy-back. All of the Equity Shareholders of the Company as on Record Date will be eligible to participate in the Buyback.
- As required under the SEBI Buy-back Regulations, the dispatch of the Letter of Offer shall be through electronic mode, in accordance with the provisions of the Act, within two (2) working days from the Record Date and that if any Eligible shareholder has not registered an email address with the Depositories, or in the case of a request from any Eligible Shareholder to receive a copy of the Letter of Offer in physical form, a physical copy shall be sent by speed post or registered post or courier to such shareholders registered postal address as available with the Company.
- After dispatch of the Letter of Offer, the Company will publish an advertisement in all editions of an English National daily and all editions of a Hindi National daily, and Mumbai edition of a regional language Marathi daily to inform the Eligible Shareholders about the completion of dispatch of Letter of Offer. The dispatch advertisement will also include the link for shareholders to check their entitlement under the Buyback.
- The Equity Shares proposed to be bought back as a part of the Buy-back is divided in two categories:
 - reserved category for small shareholders (**"Reserved Category"**); and
 - general category for all other Eligible Shareholders (**"General Category"**).
- As defined in Regulation 2(i)(n) of the SEBI Buy-back Regulations, a **"Small Shareholder"** is a shareholder of the Company who holds Equity Shares having market value, on the basis of closing price of such Equity Shares on Stock Exchanges on which the highest trading volume in respect of Equity Shares as on Record Date, is not more than ₹ 2,00,000/- (Rupees Two Lakh only).
- In accordance with the proviso to Regulation 6 of the SEBI Buy-back Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buy-back or number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buy-back. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as **"Small Shareholder"**. Given that the promoters and member of the promoter group of the Company have expressed their intention not to participate in the Buyback, the Equity Shares held by promoters and member of the promoter group shall not be considered for computing the entitlement ratio, in accordance with the proviso to Regulation 4(iv)(a) of the SEBI Buyback Regulations, and to that extent, the Eligible Shareholders will have a higher Buyback Entitlement Ratio.
- Based on the shareholding on the Record Date, the Company will determine the entitlement of each eligible shareholder, including small shareholders, to tender their Equity Shares in the Buy-back. This entitlement for each eligible shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buy-back applicable in the category to which such shareholder belongs (**"Buyback Entitlement"**). The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. The Company shall accept all the Equity Shares validly tendered in the Buy-back by Eligible Shareholders, on the basis of their Buy-back Entitlement as on the Record Date. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buy-back.
- In accordance with Regulation 9(x) of the SEBI Buy-back Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/folios does not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and their entitlement under the Buy-back. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical Equity Shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buy-back will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar and Transfer Agent as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body-broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
- After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
- The participation of the Eligible Shareholders' in the Buyback is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in lieu of Equity Shares accepted under the Buyback, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholder may also accept a part of their entitlement. Eligible Shareholder also have the option of tendering Additional Equity Shares (i.e. Equity Shares over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholders shall be in terms of procedure outlined herein. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and the Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.
- If the Buy-back entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buy-back.
- The maximum tender under the Buy-back by any eligible shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account as on record date.
- The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buy-back Regulations. The settlement of the tenders under the Buy-back will be done using the Stock Exchange Mechanism notified by SEBI vide the SEBI Circulars. Eligible Shareholders will receive a Letter of Offer along with a tender/offer form indicating their respective entitlement for participating in the Buyback as on Record Date.
- The Buy-back from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident shareholders themselves.
- Detailed instructions for participation in the Buy-back (tender of Equity Shares in the Buy-

back) as well as the relevant timetable will be included in the Letter of Offer which will be sent through email along with the tender form in due course to the shareholders holding Equity Shares of the Company as on the Record Date, who have their email IDs registered with the Company/Registrar and Transfer Agent to the Company/Depository. However, on receipt of a request by the Company/Manager to the Buy-back or Registrar to the Buy-back to receive a copy of Letter of Offer in physical format from such Shareholder (to whom Letter of Offer and tender form were emailed), the same will be sent physically.

14. PROCESS AND METHODOLOGY FOR THE BUY-BACK

- The Buyback is open to all eligible shareholders/beneficial owners of the Equity Shares of the Company, holding Equity Shares either in physical form (**"Physical Shares"**) or in the dematerialized form (**"Demat Shares"**) on the Record Date. Any person who does not hold Equity Shares of our Company as on the Record Date will not be eligible to participate in the Buyback and Equity Shares tendered by such person(s) shall be rejected.
- The Buy-back shall be implemented using the **"Mechanism for acquisition of shares through Stock Exchange"**, as prescribed under the SEBI Buyback regulations to the extent permissible and shall be implemented using the Stock Exchange Mechanism notified by SEBI vide SEBI Circulars and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations and as may be determined by the Board (including Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- For implementation of the Buy-back, the Company has appointed Choice Equity Broking Private Limited as the registered broker to the Company (**"Company Broker"**) to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buy-back and 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)
Tel: + 91 22-67079857;
Email: jeetender.joshi@choicendia.com;
Website: www.choicendia.com
Investor Grievance Email: ig@choicendia.com;
SEBI Registration No: INZ000160131
- The Company will request Stock Exchanges to provide a separate acquisition window (**"Acquisition Window"**) to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buy-back. BSE has been appointed as the designated stock exchange for the purpose of this Buy-back. The details of the Acquisition Window will be specified by the Stock Exchanges from time to time.
- At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Company through the Company's Broker. 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 Stock-Brokers (**"Shareholder Broker"**) during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares.
- In the event the Shareholder Broker is not registered with BSE/NSE as a trading member/stock broker, then that Eligible Shareholder can approach any BSE/NSE registered stock broker and can register themselves by using web based Unique Client Code application (**"UCI online"**) facility through that BSE/NSE registered stock broker (after submitting all details as may be required by such BSE/NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCI online facility through any other BSE/NSE registered stockbroker, then that Eligible Shareholder may approach the Company's Broker to place their bids subject to completion of 'know your customer' requirements as required by the Company's Broker.
- Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were holding such Equity 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. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buy-back.
- Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buy-back. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- The cumulative quantity of Equity Shares tendered under the Buy-back shall be made available on the website of the BSE (www.bseindia.com) and NSE (www.nseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
- Further, the Company will not accept Equity Shares tendered for Buy-back which are under restraint order of the court or any other competent authority for transfer/sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
- In accordance with Regulation 24(v) of the SEBI Buy-back Regulations, the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable. The Company shall also not accept the Equity Shares offered for Buyback where the title to such Equity Shares is under dispute or otherwise not clear.
- 14.13. Procedure to be followed by Equity Shareholders holding Equity Shares in the dematerialised form:**
 - Eligible Shareholders who desire to tender their Equity 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.
 - The Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buy-back using the Acquisition Window of the Stock Exchanges. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Equity Shares to the special account of the Indian Clearing Corporation Limited or the National Securities Clearing Corporation (**"Clearing Corporation"**), by using the early pay in mechanism as prescribed by the Stock Exchanges or the Clearing Corporation prior to placing the bid by the Stock Broker.
 - The relevant details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buy-back shall be informed in a separate circular that will be issued by the Stock Exchanges and/or the Clearing Corporation.
 - The lien shall be marked by the Shareholder Broker in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buy-back. The details of the shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the National Securities Depository Limited and Central Depository Services (India) Limited (**"Depositories"**) to the Clearing Corporation. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buy-back shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer ("IDT") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and 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.
 - For custodian participant orders for demat shares, early pay-in is mandatory prior to confirmation of order/bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period ("Buyback Window Closing Date"). Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
 - 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 on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like bid ID number, application number, DP ID, Client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.
 - It is clarified that in case of demat shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buy-back shall be deemed to have been accepted for Eligible Shareholders holding Equity Shares in demat form.
 - Eligible shareholders who have tendered their demat shares in the buy-back shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the eligible shareholder has signed the tender form; (ii) duly attested/notarized copy of death certificate and succession certificate/ legal heirship certificate or probated will, in case any eligible shareholder is deceased, or court approved scheme of merger/ amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).
 - The Eligible Shareholders will have to ensure that they keep the depository participant (**"DP"**) account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated buy-back decided by the Company. 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. In the event if any equity shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the eligible shareholders would be returned to them by the respective Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the eligible shareholder. On the date of the settlement, in case of Custodian Participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.
 - In case the Equity Shares are held on repatriation basis, the Eligible Shareholders, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorized dealer/bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a 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, 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 under the Buyback.

14.13. Procedure to be followed by registered Equity Shareholders holding Equity Shares in the Physical Form:

- In accordance with SEBI Mater Circular No. HO/49/14/14(7)/2025-CFD-POD2/II/3762/2026 dated January 30, 2026, Eligible Shareholders holding equity shares in physical form can participate in the buy-back undertaken through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buy-back Regulations and terms of Letter of Offer.
- Eligible Shareholders who are holding physical 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 (a) 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), (b) original share certificate(s), (c) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferees (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, (d) self-attested copy of PAN Card(s) of all Eligible Shareholders, (e) 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

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Continued From page No. 2.....

- 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 Stock Broker shall place the bid on behalf of the Eligible Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Buy-back using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Stock Broker shall provide a TRS generated by the Stock Exchanges' bidding system to the Eligible Shareholder. The TRS will contain the details of the order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered, etc.
- d) Any Shareholder Broker/ Eligible Shareholder who places a bid for physical shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buy-back (at the address mentioned at paragraph 17 below) on or before the Buy-back closing date. The envelope should be superscribed as **"Orbit Exports Limited Buy-back Offer 2026"**. One copy of the TRS will be retained by the 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 is 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. Registrar to the Buy-back will verify such bids based on the documents submitted on a daily basis and till such time the Designated Stock Exchange shall display such bids as 'Unconfirmed Physical Bids'. Once, Registrar to the Buy-back confirms the bids it will be treated as 'Confirmed Bids'. The reasons for Registrar's rejection will be available as download to the Seller Member.
- f) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised 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.
- g) An unregistered shareholder holding physical shares may also tender their Equity Shares in the Buy-back by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN Card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any. In the tendering process, the Shareholder's Broker may also process the orders received from the Eligible Shareholders.
- In case the Equity Shares are held on repatriation basis, the Eligible Shareholders, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorized dealer/bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a 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, 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 under the Buyback
- 15. METHOD OF SETTLEMENT**
- Upon finalization of the basis of acceptance as per the SEBI Buy-back Regulations:
- i. The settlement of trades shall be carried out in a manner similar to settlement of trade(s) in the secondary market and as intimated by the Clearing Corporation from time to time, and in compliance with the SEBI Circulars.
- ii. The Company will pay the consideration to the Company Broker, which will transfer the consideration 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 demat shares accepted under the Buy-back, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation. If Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by the RBI/ the concerned bank(s), due to any reason, then the amount payable to the concerned shareholders will be transferred to the settlement account of the Shareholder Broker for onward transfer to such Eligible Shareholders.
- iii. For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Shareholder broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- iv. In case of certain Eligible Shareholders viz., NRIs, non-residents etc. (where there are specific RBI and other regulatory requirements pertaining to funds payout) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account. 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 BSE and the Clearing Corporation from time to time.
- v. 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 lien on the excess or unaccepted blocked shares in the demat account of the shareholder. On the settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- vi. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the Eligible Shareholder.
- vii. Any excess demat shares or unaccepted demat shares, if any, tendered by the Eligible Shareholders would be returned to them by the Clearing Corporation directly to the respective Eligible Shareholders' DP Account. In case of custodian participant orders, excess demat shares or unaccepted demat shares, if any, will be returned to the respective custodian depository pool account. In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. The 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.
- viii. The Equity Shares bought back in demat form would be transferred directly to the demat account of the Company opened for the Buy-back ("**Company Demat Escrow Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- ix. The Eligible Shareholders of the demat shares will have to ensure that they keep the depository participant ("**DP**") account active and unblocked to receive credit in case of return of demat shares, due to rejection or due to non-acceptance in the 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.
- x. In relation to the physical Equity Share, if physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificate would be returned to such Eligible Shareholders by ordinary/speed post or courier at the Eligible Shareholder's sole risk. The Company also encourages Eligible Shareholders holding physical shares to dematerialize their physical shares.
- xi. The Shareholder Broker(s) would issue a contract note to their respective Eligible Shareholders for the Equity Shares accepted under the Buy-back. The Company Broker would issue a contract note to the Company for the Equity Shares accepted under the Buy-back.
- xii. Eligible Shareholders who intend to participate in the Buy-back should consult their respective Shareholder Broker(s) for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Shareholder Broker(s) upon the Eligible Shareholders for tendering Equity Shares in the Buy-back (secondary market transaction). The Buy-back consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company and the Manager to the Buy-back accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- xiii. The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Buy-back are completed.
- xiv. The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow 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 SEBI Buy-back Regulations.
- xv. Participation in the Buyback by Eligible Shareholders may trigger capital gains taxation in India and in their country of residence. The transaction of Buyback would also be chargeable to securities transaction tax in India. Eligible Shareholders will receive a letter of offer, which will contain more detailed note on taxation, in due course. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.
- 16. COMPLIANCE OFFICER**
- The Company has designated the following as Compliance Officer for the Buy-back ("**Compliance Officer**"):

Name	Omprakash Jat
Designation	Company Secretary & Compliance Officer
Membership No.	A75445
Registered office:	2 nd 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

In case of any clarifications or to address investor grievance, the Eligible Shareholders may contact the Compliance Officer, from 10.00 a.m. (IST) to 5.00 p.m. (IST) on all working days except Saturday, Sunday and public holidays at the above mentioned address.

17. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUY-BACK

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



MUFG Intime India Private Limited
(formerly known as Link Intime India Private)
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 Eligible Shareholders may contact the Registrar to the Buy-back, appointed as the Investor Service Centre for the purpose of the Buy-back, from 10.00 a.m. (IST) to 5.00 p.m. (IST) on all working days except Saturday, Sunday and public holidays at the above mentioned address.

18. MANAGER TO THE BUY-BACK

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



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

19. DIRECTORS' RESPONSIBILITY

As per Regulation 24(ii)(a) of the SEBI Buy-back Regulations, the Board accepts full and final responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, 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.

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 8, 2026

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ltd.

Corporate Identification Number (CIN): L40300MH1983PLC030872

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

Contact Person: Omprakash Jat, Company Secretary & Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF ORBIT EXPORTS LIMITED ("COMPANY") IN CONNECTION WITH THE BUY-BACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH A TENDER OFFER ROUTE USING STOCK EXCHANGE MECHANISM TO THE PUBLIC SHAREHOLDERS OF THE COMPANY ("BUYBACK").

This Public Announcement ("Public Announcement or "PA") is being made, in relation to the buy-back of fully paid-up equity shares, having a face value of ₹ 10/- (Rupees Ten only) each ("Equity Shares"), by Orbit Exports Limited ("Company") from the Equity Shareholders/ Beneficial Owners of the Company ("Buy-back/Buyback Offer/ Offer") through the tender offer route 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/DCR/2/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 and the SEBI circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, such other circulars or notifications, as may be applicable including any amendments or statutory modifications for the time being in force ("SEBI Circulars") pursuant to the provisions of Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("SEBI Buyback Regulations") as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) ("SEBI Buy-back Regulations") and contains the disclosures as specified in Schedule II read with Schedule I of the SEBI Buy-back Regulations.

OFFER TO BUY-BACK UP TO 11,04,000 (ELEVEN LAKH FOUR THOUSAND) FULLY PAID-UP EQUITY SHARES HAVING FACE VALUE OF ₹ 10/- (RUPEES TEN ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF ₹ 250/- (RUPEES TWO HUNDRED FIFTY ONLY) ("BUY-BACK PRICE") PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE AMOUNT NOT EXCEEDING ₹ 27,60,00,000/- (RUPEES TWENTY SEVEN CRORE SIXTY LAKH ONLY), FROM THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF THE COMPANY AS ON THE RECORD DATE, ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (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 row in certain tables may not conform exactly to the total figure given for that column or row.

1. DETAILS OF THE BUY-BACK OFFER AND BUY-BACK PRICE

- The Board of Directors of the Company, which expression shall include any committee constituted and authorized by the Board to exercise its powers ("Board"), at its meeting held on July 7, 2026, ("Board Meeting") has, pursuant to the provisions of Article 8.2 of the Articles of Association of the Company, Sections 68, 69, 70 and 179 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014, to the extent applicable, the Companies (Management and Administration) Rules, 2014 and in compliance with the Buyback Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and subject to such other approvals, permissions, consents, sanctions and exemptions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed or imposed by the Securities and Exchange Board of India ("SEBI"), Registrar of Companies, Mumbai, Maharashtra ("ROC"), BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and/or other authorities, institutions or bodies (together with SEBI, BSE and NSE, the "Appropriate Authorities"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed by the Board, approved the buyback by the Company of up to 11,04,000 (Eleven Lakh Four Thousand) fully paid up Equity Shares of face value of ₹ 10/- (Rupees Ten only), representing up to 4.16% of the total number of Equity Shares in the existing total paid-up Equity Share Capital at a price of ₹ 250/- (Rupees Two Hundred Fifty only) per Equity Share ("Buy-back Price") payable in cash for an aggregate consideration of up to ₹ 27,60,00,000/- (Rupees Twenty Seven Crore Sixty Lakh only) ("Buy-back Size") which represents 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% of the total paid up equity share capital and free reserves, excluding Transaction Costs (as defined below), on a proportionate basis through the tender offer route ("tender offer") as prescribed under the SEBI Buy-back Regulations, from all of the Equity Shareholders/Beneficial owners of the Company who hold Equity Shares as of the Record Date (as defined below) ("Buy-back").
- In accordance with Regulation 5(via) of the SEBI Buy-back Regulations, the Board/Buy-back Committee may increase the maximum Buy-back Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buy-back Size, till one working day prior to the Record Date fixed for the purpose of Buy-back.
- The Buy-back Size constitutes 9.88% and 9.16% of the aggregate 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 prescribed limit of 10%.
- Since the Buy-back is less than 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 for the financial year ended March 31, 2026, the approval of the shareholders is not required for the Buy-back in terms of the SEBI Buy-back Regulations and the Companies Act.
- The Company proposes to Buy-back up to 11,04,000 (Eleven Lakh Four Thousand) fully paid up Equity Shares of the Company, representing 4.16% of the total number of Equity Shares of the existing total paid-up Equity Share capital of the Company for the financial year ended March 31, 2026, which is within the limit of 25% as per the provisions of the Companies Act and the SEBI Buy-back Regulations.
- The Company confirms that as required under Section 68(2)(d) of the Companies Act and Regulation 4(ii) of SEBI Buy-back Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company to the fully paid-up share capital and free reserves shall be less than 2:1 on Standalone and Consolidated financial statements of the Company after the proposed Buy-back.
- The Buy-back Size does not include any expenses or transaction costs incurred or to be incurred for the buyback, such as, brokerage, filing fees, advisory fees, intermediaries' fees, public announcement publication expenses, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc. and other incidental and related expenses. ("Transaction Costs").
- The Equity Shares are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (hereinafter together referred to as the "Stock Exchanges").
- The Buy-back shall be undertaken on a proportionate basis from the Equity shareholders/Beneficial owners of the Company as on the Record Date (as defined below) (except any shareholders/ beneficial owners who may be specifically prohibited under the applicable laws by Appropriate Authorities), excluding the Promoters and members of the Promoter Group, who hold Equity Shares as on Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations and subject to applicable laws, shall be implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the Stock Exchange Mechanism as specified in the SEBI Circulars. In this regard, the Company will request the BSE & NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback and for the purposes of this Buyback, BSE will be the designated stock exchange ("Designated Stock Exchange").
- 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.
- Participation in the Buyback by Eligible Shareholders may trigger capital gains taxation in India and in their country of residence. The transaction of Buyback would also be chargeable to securities transaction tax in India. Eligible Shareholders will receive a letter of offer ("Letter of Offer"), which will contain more detailed note on taxation, in due course. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.
- A copy of this Public Announcement is available on the website of the Company at www.orbitexports.com, website of the Manager to the Buy-back at www.saffronadvisor.com, will be available on the website of the SEBI at www.sebi.gov.in and on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com.
- The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.
- The Buyback will not result in any benefit to the Promoters and members of the Promoter Group, persons in control of the Company or any directors of the Company except to the extent of increase in their shareholding percentage 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. The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the SEBI Listing Regulations, as amended. Any change in voting rights of the Promoters and member of the Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.
- NECESSITY FOR THE BUYBACK**
It is proposed to do Buy-back up to 11,04,000 (Eleven Lakh Four Thousand) Fully Paid-Up Equity Shares having a face value of Rs. 10/- each from the eligible shareholders of the Company which will help the Company to achieve the following objectives:
 - The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares, thereby, enhancing the overall return to shareholders;
 - 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;
 - 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
 - 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.

3. 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

- The maximum amount required under the Buyback will not exceed ₹ 27,60,00,000/- (Rupees Twenty Seven Crore Sixty Lakh only) ("Buy-back Size"), excluding Transaction Costs. The said amount constitutes 9.88% and 9.16% 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 (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 prescribed limit of 10%.
- The Buyback is 10% or less of aggregate of the total paid up equity share capital and free reserves of the Company based on both 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 Buyback Regulations.
- The funds for the implementation of the Buyback (including the Transaction Costs) will be sourced out of the free reserves or securities premium account of the Company and/or such other source as may be permitted by the SEBI Buy-back Regulations or the Companies Act.
- 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 standalone and consolidated financial statements.
- The funds borrowed, if any, from banks and financial institutions will not be used for the purpose of the Buyback.
- MAXIMUM BUY-BACK PRICE AND THE BASIS OF ARRIVING AT THE BUY-BACK PRICE**
 - 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.
 - The Buy-back Price has been arrived at after considering various factors including, but not limited to (i) trends in the volume weighted average prices, closing prices of the Equity Shares traded on the Stock Exchanges where the Equity Shares are listed, (ii) the networth of the Company, and (iii) Earnings Per Equity Share (iv) the closing market price of the Equity Shares on the Stock Exchanges where the Equity Shares are listed as on the date of intimation of the Board Meeting for considering Buy-back (v) Book Value (vi) the closing market price of the Equity Shares on the Stock Exchanges where the Equity Shares are listed as on the date of the Board Meeting for considering Buy-back.
 - In line with the recent market practice in relation to the Buybacks, the Buy-back Price represents:
 - 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").
 - 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.
 - 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.
 - 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.
 - 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.
 - 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.
 - 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.
- MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUY-BACK**
At Buyback Price and Buyback Size, the Company proposes to Buy-back of not exceeding 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 4.16% of the total number of Equity shares in the existing total paid-up Equity capital of the Company as on March 31, 2026, which shall not exceed 25% of the total number of Equity Shares in the existing total paid-up Equity Share Capital of the Company.
- METHOD TO BE ADOPTED FOR THE BUY-BACK**
The Buy-back shall be on a proportionate basis, through the tender offer route, as prescribed under the SEBI Buy-back Regulations, to the extent permissible, and the "Mechanism for acquisition of shares through Stock Exchanges" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI Circular CFD/DCR/2/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"). The Buy-back will be implemented in accordance with the Companies Act read with the rules framed there under, to the extent applicable, the SEBI Buy-back Regulations and on such terms and conditions as may be deemed fit by the Company. In this regard, the Company will request the BSE & NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buy-back. For the purposes of this Buy-back, BSE will be the designated stock exchange.
- DETAILS OF THE SHAREHOLDING AND TRANSACTIONS OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP, DIRECTORS OF PROMOTERS/MEMBERS OF THE PROMOTER GROUP, DIRECTORS, KEY MANAGERIAL PERSONNEL AND PERSON IN CONTROL OF THE COMPANY, IN THE EQUITY SHARES OF THE COMPANY**
 - The aggregate shareholding of (i) promoters, members of the promoter group ("Promoter Group") and persons in control of the Company if any; (ii) the Directors/Partners/Trustees of the Promoter and 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, and on the date of the Public Announcement i.e. Wednesday, July 8, 2026:
 - Aggregate shareholding of the Promoter, Promoter Group and persons in control of the Company is as follows:

S. No.	Name of the Shareholder	Category	No. of Equity Shares held	% of Shareholding
1.	Pankaj Seth	Promoter	1,09,34,072	41.24
2.	Anisha Seth	Promoter	39,13,484	14.76
3.	Parth Seth	Promoter	1,16,590	0.44
4.	Vishakha Pankaj Seth	Promoter	16,301	0.06
5.	Pankaj S Seth (HUF)	Promoter	9,247	0.03
6.	Mediaman Multitrade Pvt Ltd	Promoter Group	25,21,965	9.51
TOTAL			1,75,11,659	66.05

- 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 Parth Seth	39,13,484 1,16,590	14.76 0.44
TOTAL			40,30,074	15.20

- Aggregate Shareholding of the Directors and Key Managerial personnel of the Company as on the Board Meeting Date and on the date of the Public Announcement:

S. No.	Name of the Shareholder	Designation	No. of Equity Shares held	% of Shareholding
1.	Pankaj Seth	Chairperson & Managing Director	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			1,57,68,460	59.46

- (iv) 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

- No Equity Shares of the Company were either purchased or sold by the Promoter and Promoter Group, Directors of the Promoter Group Company and persons who are in control of the Company, Directors and Key Managerial Personnel of the Company, during a period of 6 (six) months preceding the date of the Board Meeting at which the buyback was proposed and from the date of the Board Meeting till the date of the Public Announcement.
- The maximum and minimum price at which purchases and sales referred at point 7.2 above were made along with the relevant dates: **Not Applicable**
- 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**
 - 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 (iii) 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.

- 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.
- Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoters and Promoter Group in the Company which constitutes 66.05% as on date, may change. We confirm that after the completion of the Buyback, the Public shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the SEBI (LODR) Regulations, 2015.
- NO DEFAULTS**
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.
- CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUY-BACK REGULATIONS AND THE COMPANIES ACT**
 - all the equity shares of the Company are fully paid-up;
 - 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");
 - 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;
 - 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;
 - 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;
 - 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;
 - 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;
 - 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;
 - 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;
 - the Company shall not withdraw the Buy-back offer after the Public Announcement of the Buy-Back offer is made;
 - 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;
 - 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;
 - 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;
 - 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;
 - the company is in compliance with the provisions of Section 92, 123, 127 and 129 of the Companies Act;
 - 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;
 - 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;
 - 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;
 - the consideration for the Buy-back shall be paid by the Company only in cash;
 - 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;
 - 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;
 - 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");
 - 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;
 - 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;
 - 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;
 - The Buy-back will not be in contravention of Regulation 4(vii) of SEBI Buy-back Regulations, i.e. the Company has not made the offer of Buy-back within a period of one year reckoned from the date of expiry of buy-back period of the preceding offer of buy-back; and
 - As on the date this Public Announcement, 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.
 - The Letter of Offer with the tender form shall be dispatched to Eligible Shareholders within 2 (two) working days from the Record Date.
- CONFIRMATIONS FROM THE BOARD OF DIRECTORS OF THE COMPANY**
As required under 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 has formed an opinion that:
 - immediately following the date of board meeting, being July 7, 2026 ("Board Resolution") approving the Buy-back, there will be no grounds on which the Company could be found unable to pay its debts;
 - as regards the Company's prospects for the year immediately following date of the Board Resolution, 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 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 1 (one) year from the date of the Board Resolution; and
 - in forming the aforementioned opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company was being wound up under the provisions of the Companies Act or Insolvency and Bankruptcy Code, 2016 (to the extent notified).
- 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 SECTION 70 OF THE COMPANIES ACT, 2013 AND CLAUSE (XII) OF SCHEDULE I OF 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 Wacha Road,
Near K.C. College,
Churchgate, Mumbai - 400020
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")

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 initiated 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. 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

1. 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 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
Place: Mumbai
Membership No: 060639
UDIN:26060639WGBSSU7603
Dated this 7th day of July, 2026

Annexure A

Computation of amount of permissible capital payment towards buy-back of equity shares of Orbit Exports Ltd in compliance with Section 68(2)(B) of the Companies Act, 2013 ("the Act") and read with proviso to Regulation 5(i)(b) of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, based on annual audited standalone and consolidated financial statements as at March 31, 2026:

Particulars	Standalone	Consolidated
Paid-up Capital as at March 31, 2026	A	2,651.12
2,65,11,152 equity shares of face value ₹ 10 each fully paid up)		2,651.12
Free Reserves as at March 31, 2026*		
-Surplus in the statement of Profit & Loss Account	25,206.02	27,421.91
- Security premium	142.18	142.18
- Change in carrying amount of Asset/Liability on measurement of the Asset/Liability at fair value	(68.21)	(68.21)

Total Free Reserves	B	25,279.99	27495.88
Total Paid-up Capital and Free Reserves as at March 31, 2026	C=A+B	27,931.11	30,147.00
Maximum amount permissible for buy-back under Section 68(2)(b) of the Act and proviso to Regulation 5(i)(b) of the Buy-back Regulations, i.e. 10% of the total paid up capital and free reserves	C*10%	2,793.11	3,014.70
Maximum amount permissible for buyback lower of Standalone and Consolidated amounts		2793.11	

* 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 Exports 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 Paidup 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 Exports Limited

Signed For Identification By

Rahul Tiwari
Chief Financial Officer

Nayan Parikh & Co.

Place: Mumbai
Date: July 07, 2026

Unquote

13. RECORD DATE AND SHAREHOLDER ENTITLEMENT

- 13.1. As required under the SEBI Buy-back Regulations, the Company has fixed Wednesday, July 15, 2026, as the record date (**"Record Date"**) for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buy-back. The tendering period for the Buyback offer will commence from not later than 4 (four) working days from the Record Date and shall remain open for a period of 5 (Five) working days.
13.2. The tendering period for the Buy-back offer will commence from July 21, 2026, i.e., not later than 4 (four) working days from the Record Date and shall remain open for a period of 5 (Five) working days, i.e., until July 27, 2026.
13.3. As per the SEBI Buy-back Regulations and such other circulars or notifications, as may be applicable, the Eligible Shareholders as on the Record Date will receive a Letter of Offer along with a Tender Form including Form SH-4, as applicable, (**"Letter of Offer"**) indicating the entitlement of the Eligible Shareholder for participating in the Buy-back. Even if the Eligible Shareholder does not receive the Letter of Offer, the Eligible Shareholder may participate and tender Equity Shares in the Buy-back. All of the Equity Shareholders of the Company as on Record Date will be eligible to participate in the Buyback.
13.4. As required under the SEBI Buy-back Regulations, the dispatch of the Letter of Offer shall be through electronic mode, in accordance with the provisions of the Act, within two (2) working days from the Record Date and that if any Eligible shareholder has not registered an email address with the Depositories, or in the case of a request from any Eligible Shareholder to receive a copy of the Letter of Offer in physical form, a physical copy shall be sent by speed post or registered post or courier to such shareholders registered postal address as available with the Company.
13.5. After dispatch of the Letter of Offer, the Company will publish an advertisement in all editions of an English National daily and all editions of a Hindi National daily, and Mumbai edition of a regional language Marathi daily to inform the Eligible Shareholders about the completion of dispatch of Letter of Offer. The dispatch advertisement will also include the link for shareholders to check their entitlement under the Buyback.
13.6. The Equity Shares proposed to be bought back as a part of the Buy-back is divided in two categories:
(a) reserved category for small shareholders (**"Reserved Category"**); and
(b) general category for all other Eligible Shareholders (**"General Category"**).
13.7. As defined in Regulation 2(i)(n) of the SEBI Buy-back Regulations, a **"Small Shareholder"** is a shareholder of the Company who holds Equity Shares having market value, on the basis of closing price of such Equity Shares on Stock Exchanges on which the highest trading volume in respect of Equity Shares as on Record Date, is not more than ₹ 2,00,000/- (Rupees Two Lakh only).
13.8. In accordance with the proviso to Regulation 6 of the SEBI Buy-back Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buy-back or number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buy-back. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as **"Small Shareholder"**. Given that the promoters and member of the promoter group of the Company have expressed their intention not to participate in the Buyback, the Equity Shares held by promoters and member of the promoter group shall not be considered for computing the entitlement ratio, in accordance with the proviso to Regulation 4(iv)(a) of the SEBI Buyback Regulations, and to that extent, the Eligible Shareholders will have a higher Buyback Entitlement Ratio.
13.9. Based on the shareholding on the Record Date, the Company will determine the entitlement of each eligible shareholder, including small shareholders, to tender their Equity Shares in the Buy-back. This entitlement for each eligible shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buy-back applicable in the category to which such shareholder belongs (**"Buyback Entitlement"**). The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. The Company shall accept all the Equity Shares validly tendered in the Buy-back by Eligible Shareholders, on the basis of their Buy-back Entitlement as on the Record Date. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buy-back.
13.10. In accordance with Regulation 9(ix) of the SEBI Buy-back Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/folios does not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and their entitlement under the Buy-back. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical Equity Shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buy-back will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar and Transfer Agent as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body-broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
13.11. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
13.12. The participation of the Eligible Shareholders' in the Buyback is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in lieu of Equity Shares accepted under the Buyback, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholder may also accept a part of their entitlement. Eligible Shareholder also have the option of tendering Additional Equity Shares (i.e. Equity Shares over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholders shall be in terms of procedure outlined herein. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and the Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.
13.13. If the Buy-back entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buy-back.
13.14. The maximum tender under the Buy-back by any eligible shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account as on record date.
13.15. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buy-back Regulations. The settlement of the tenders under the Buy-back will be done using the Stock Exchange Mechanism notified by SEBI vide the SEBI Circulars. Eligible Shareholders will receive a Letter of Offer along with a tender/offer form indicating their respective entitlement for participating in the Buyback as on Record Date.
13.16. The Buy-back from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident shareholders themselves.
13.17. Detailed instructions for participation in the Buy-back (tender of Equity Shares in the Buy-

back) as well as the relevant timetable will be included in the Letter of Offer which will be sent through email along with the tender form in due course to the shareholders holding Equity Shares of the Company as on the Record Date, who have their email IDs registered with the Company/Registrar and Transfer Agent to the Company/ Depository. However, on receipt of a request by the Company/Manager to the Buy-back or Registrar to the Buy-back to receive a copy of Letter of Offer in physical format from such Shareholder (to whom Letter of Offer and tender form were emailed), the same will be sent physically.

14. PROCESS AND METHODOLOGY FOR THE BUY-BACK

- 14.1. The Buyback is open to all eligible shareholders/beneficial owners of the Equity Shares of the Company, holding Equity Shares either in physical form (**"Physical Shares"**) or in the dematerialized form (**"Demat Shares"**) on the Record Date. Any person who does not hold Equity Shares of our Company as on the Record Date will not be eligible to participate in the Buyback and Equity Shares tendered by such person(s) shall be rejected.
14.2. The Buy-back shall be implemented using the **"Mechanism for acquisition of shares through Stock Exchange"**, as prescribed under the SEBI Buyback regulations to the extent permissible and shall be implemented using the Stock Exchange Mechanism notified by SEBI vide SEBI Circulars and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations and as may be determined by the Board (including Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
14.3. For implementation of the Buy-back, the Company has appointed Choice Equity Broking Private Limited as the registered broker to the Company (**"Company Broker"**) to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buy-back and 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, JB Nagar, Andheri (East), Mumbai-400099, Maharashtra, India;
Contact Person: Jeetender Joshi (Senior Manager)
Tel: + 91 22-67079857;
Email: jeetender.joshi@choiceindia.com;
Website: www.choiceindia.com;
Investor Grievance Email: ig@choiceindia.com;
SEBI Registration No: INZ000160131

- 14.4. The Company will request Stock Exchanges to provide a separate acquisition window (**"Acquisition Window"**) to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buy-back. BSE has been appointed as the designated stock exchange for the purpose of this Buy-back. The details of the Acquisition Window will be specified by the Stock Exchanges from time to time.
14.5. At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Company through the Company's Broker. 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 Stock-Brokers (**"Shareholder Broker"**) during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares.
14.6. In the event the Shareholder Broker is not registered with BSE/NSE as a trading member/stock broker, then that Eligible Shareholder can approach any BSE/NSE registered stock broker and can register themselves by using web based Unique Client Code application (**"UCI online"**) facility through that BSE/NSE registered stock broker (after submitting all details as may be required by such BSE/NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCI online facility through any other BSE/NSE registered stockbroker, then that Eligible Shareholder may approach the Company's Broker to place their bids subject to completion of 'know your customer' requirements as required by the Company's Broker.
14.7. Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were holding such Equity 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. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buy-back.
14.8. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buy-back. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
14.9. The cumulative quantity of Equity Shares tendered under the Buy-back shall be made available on the website of the BSE (www.bseindia.com) and NSE (www.nseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
14.10. Further, the Company will not accept Equity Shares tendered for Buy-back which are under restraint order of the court or any other competent authority for transfer/sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
14.11. In accordance with Regulation 24(v) of the SEBI Buy-back Regulations, the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable. The Company shall also not accept the Equity Shares offered for Buyback where the title to such Equity Shares is under dispute or otherwise not clear.

14.13. Procedure to be followed by Equity Shareholders holding Equity Shares in the dematerialised form:

- a) Eligible Shareholders who desire to tender their Equity 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 Shareholders who wish to tender Equity Shares in the Buy-back using the Acquisition Window of the Stock Exchanges. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Equity Shares to the special account of the Indian Clearing Corporation Limited or the National Securities Clearing Corporation (**"Clearing Corporation"**), by using the early pay in mechanism as prescribed by the Stock Exchanges or the Clearing Corporation prior to placing the bid by the Stock Broker.
c) The relevant details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buy-back shall be informed in a separate circular that will be issued by the Stock Exchanges and/or the Clearing Corporation.
d) The lien shall be marked by the Shareholder Broker in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buy-back. The details of the shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the National Securities Depository Limited and Central Depository Services (India) Limited (**"Depositories"**) to the Clearing Corporation. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buy-back shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer (**"IDT"**) instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and 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/bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period ("Buyback Window Closing Date"). Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian 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 on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like bid ID number, application number, DP ID, Client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.
g) It is clarified that in case of demat shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buy-back shall be deemed to have been accepted for Eligible Shareholders holding Equity Shares in demat form.
h) Eligible shareholders who have tendered their demat shares in the buy-back shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the eligible shareholder has signed the tender form; (ii) duly attested/notarized copy of death certificate and succession certificate/ legal heirship certificate or probated will, in case any eligible shareholder is deceased, or court approved scheme of merger/ amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).
i) The Eligible Shareholders will have to ensure that they keep the depository participant (**"DP"**) account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated buy-back decided by the Company. 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. In the event if any equity shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the eligible shareholders would be returned to them by the respective Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the eligible shareholder. On the date of the settlement, in case of Custodian Participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.
j) In case the Equity Shares are held on repatriation basis, the Eligible Shareholders, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorized dealer/bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a 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, 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 under the Buyback.

14.13. Procedure to be followed by registered Equity Shareholders holding Equity Shares in the Physical Form:

- a) In accordance with SEBI Mater Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026, Eligible Shareholders holding equity shares in physical form can participate in the buy-back undertaken through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buy-back Regulations and terms of Letter of Offer.
b) Eligible Shareholders who are holding physical 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 (a) 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), (b) original share certificate(s), (c) 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, (d) self-attested copy of PAN Card(s) of all Eligible Shareholders, (e) 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
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