

DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer is being sent to you as a registered Eligible Shareholder/Beneficial owner of Orbit Exports Limited (“OEL”/ the “Company”) as on the Record Date in accordance with Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended (the “Buyback Regulations”). If you require any clarifications about the action to be taken, you should consult your stock broker or your investment consultant or the Manager to the Buyback i.e. Keynote Financial Services Limited or the Registrar to the Buyback i.e. Link Intime India Private Limited. Please refer to the section on ‘Definition of Key Terms’ for the definition of the capitalized terms used herein.



ORBIT EXPORTS LIMITED

Registered Address: 122, Mistry Bhavan, 2nd Floor, Dinshaw Wachha Road, Near K C College , Churchgate, Mumbai, Maharashtra, 400020

Tele. No. 022-66256262

Website: www.orbitexports.com ; **Email:** investors@orbitexports.com

Corporate Identification Number (CIN): L40300MH1983PLC030872

Contact Person: Ankit Kumar Jain, Company Secretary & Compliance Officer

OFFER FOR BUYBACK OF UPTO 4,08,163 (FOUR LAKHS EIGHT THOUSAND ONE HUNDRED SIXTY THREE) FULLY PAID UP EQUITY SHARES OF THE COMPANY OF FACE VALUE OF ₹10 (RUPEES TEN ONLY) EACH REPRESENTING 1.49% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARES OF THE COMPANY FROM ALL THE ELIGIBLE SHAREHOLDERS AS ON THE RECORD DATE, I.E, NOVEMBER 18 2022, AT A PRICE OF ₹245/- (RUPEES TWO HUNDRED FORTY FIVE ONLY) PER FULLY PAID UP EQUITY SHARE FOR AN AGGREGATE MAXIMUM CONSIDERATION NOT EXCEEDING ₹ 10,00,00,000/- (RUPEES TEN CRORES ONLY) (“BUYBACK SIZE”) IN CASH ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

- 1 The Buyback is in accordance with the provisions contained in Article 8.2 of the Articles of Association of the Company and provisions of Sections 68, 69, 70 and all other applicable provisions if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable), the Companies (Management and Administration) Rules, 2014, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions contained in the Buyback Regulations, as amended (including any statutory modifications or re-enactments that may be introduced from time to time), and subject to such other applicable approvals, permissions, sanctions and exemptions, as may be necessary, from time to time from statutory and/or regulatory authorities including but not limited to Securities and Exchange Board of India, National Stock Exchange of India Limited, BSE Limited, Registrar of Companies, Reserve Bank of India, etc.
- 2 The Buyback Size represents 5.53% and 5.17% of the aggregate of the fully paid-up equity share capital and free reserves as per the last audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022 and is within the limit of 10% (for a Buyback under the board approval route as provided for under the first proviso to Section 68(2)(b) of the Companies Act) of the aggregate of the fully paid-up equity share capital and free reserves as per the last audited accounts of the Company for the financial year ended March 31, 2022.
- 3 The Letter of Offer shall be sent to the Eligible Shareholder(s)/ Beneficial Owner(s) of Equity Shares as on the Record Date i.e; November 18, 2022.
- 4 For details pertaining to the procedure for tendering and settlement, please refer to “Procedure For Tender Offer And Settlement” as set out in paragraph 20 on page 46 of this Draft Letter of Offer.
- 5 The Form of Acceptance-cum-Acknowledgement (the “Tender Form”) is enclosed together with this Draft Letter of Offer.
- 6 For details of the methodology adopted for the Buyback, please refer to the “Process and Methodology for the Buyback” as set out in paragraph 19 on page 41 of this Draft Letter of Offer. For mode of payment of cash consideration to the Eligible Shareholders, please refer to “Procedure for Tender Offer and Settlement- Method of Settlement” as set out in paragraph 20.22 on page 52 of this Draft Letter of Offer.
- 7 A copy of the Public Announcement and the Draft Letter of Offer (including the Tender Form) will be available on the website of Securities and Exchange Board of India at www.sebi.gov.in and the company at www.orbitexports.com.
- 8 Eligible Shareholders are advised to refer to “Details of the Statutory Approvals” and “Note on Taxation” in paragraph 17 on page 39 and paragraph 21 on page 55, respectively, of this Draft Letter of Offer, before tendering their Equity Shares in the Buyback.

BUYBACK OFFER OPENS ON: [●]

BUYBACK OFFER CLOSES ON: [●]

LAST DATE OF RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIED DOCUMENTS BY THE REGISTRAR TO THE BUY BACK OFFER: [●]

MANAGER TO THE BUY BACK

KEYNOTE

KEYNOTE FINANCIAL SERVICES LIMITED

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West),
Mumbai – 400028

Tel: +91-22- 68266000-3; **Fax:** +91-22- 6826 6088

E-mail: mbd@keynoteindia.net

Website: www.keynoteindia.net

Contact Person: Sunu Thomas

SEBI Registration No.: INM 000003606

Validity Period: Permanent Registration

REGISTRAR TO THE BUY BACK

LINK Intime

LINK INTIME INDIA PRIVATE LIMITED

C101, 247 Park, LBS Marg,
Vikhroli (West), Mumbai 400 083

Tel: +91 810 811 4949

Fax: +91 22 49186195

E-mail: orbitexport.buyback@linkintime.co.in;

Website: www.linkintime.co.in

Contact Person: Sumeet Deshpande

SEBI Registration No.: INR000004058

Validity Period: Permanent Registration



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**1. SCHEDULE OF ACTIVITIES**

Sr.No	Activity	Day and Date
1	Date of the Board meeting to approve the proposal for Buyback of Equity Shares	Friday, November 04, 2022
2	Date of publication of Public Announcement for the Buyback	Wednesday, November 09, 2022
3	Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	Friday, November 18, 2022
4	Date of opening of Buyback	[●]
5	Date of closing of Buyback	[●]
6	Last date of receipt of completed Tender Form and other specified documents including physical share certificates by the Registrar to the Buyback for Eligible Shareholders holding Equity Shares in physical form	[●]
7	Last date of verification by Registrar to the Buyback	[●]
8	Last date of providing Acceptance to the Stock Exchange by the Registrar to the Buyback	[●]
9	Last date of settlement of bids on the Stock Exchange / Clearing Corporation	[●]
10	Last date of dispatch of share certificate(s) by RTA/ unblocking of unaccepted demat Equity Shares in the account of the Eligible Shareholders	[●]
11	Last date of extinguishment of Equity Shares	[●]

2. DEFINITION OF KEY TERMS

Term	Description
Acceptance / Accept / Accepted	Acceptance of fully paid up Equity Shares tendered by Eligible Shareholders in the Buyback Offer.
Act or Companies Act	The Companies Act, 2013, with Rules notified therein as amended.
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange in the form of a separate window in accordance with SEBI circulars
Additional Equity Shares or Additional Shares	Additional Equity Shares tendered by an Eligible Shareholders over and above the Buyback Entitlement of such Eligible Shareholders not exceeding the Equity Shares held by such Eligible Shareholders as on the Record Date.
Articles / AOA	Articles of Association of the Company, as amended from time to time



Term	Description
Board or Board of Directors	Board of Directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Committee' thereof).
Board Meeting	Meeting of the Board of Directors of the Company held on Friday, November 04, 2022, approving the Buyback.
BSE	BSE Limited
Buyback or Buyback Offer or Offer	Buyback of 4,08,163 Equity Shares at a price of ₹245/- (Rupees Two Hundred Forty Five Only) per Equity Share for an aggregate amount not exceeding ₹10,00,00,000/- (Rupees Ten Crores Only) through Tender Offer.
Buyback Closing Date	[●] being the last date up to which the tendering of shares by Eligible Shareholders will be allowed.
Buyback Entitlement or Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender, in the Buyback, based on the number of Equity Shares held by such Eligible Shareholders, on the Record Date and the ratio / percentage of Buyback applicable in the category to which such Eligible Shareholder belongs
Buyback Opening Date	[●] being the date from which the tendering of Equity Shares by Eligible Shareholders will be allowed
Buyback Period	The period between the date of passing of Board resolution i.e., November 04, 2022, till the date on which the payment of consideration to shareholders who have accepted the Buyback offer will be made.
Buyback Price or Offer Price	Price at which Equity Shares will be bought back from the Equity Shareholders i.e., ₹245/- (Rupees Two Hundred and Forty Five Only) per Equity Share, payable in cash.
Buyback Size	Number of Equity Shares proposed to be bought back i.e., 4,08,163 (Four Lakhs Eight Thousand One Hundred Sixty Three) fully paid-up Equity Shares multiplied by the Buyback Price i.e., a price of ₹ 245/- (Rupees Two Hundred Forty Five Only) per Equity Share aggregating to ₹10,00,00,000/- (Rupees Ten Crores Only) excluding Transaction Costs, on a proportionate basis, from the Eligible Shareholders by way of a Tender Offer through the stock exchange mechanism in terms of the Buyback Regulations read with SEBI Circular.
Buyback Regulations	The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 including any amendments, statutory modifications or re-enactments thereof, for the time being in force and the SEBI Circulars.
Clearing Corporation / CCIL	Clearing Corporation of India Limited
"Company" or "Our Company" or "we" or "us" or "our"	Orbit Exports Limited unless the context states otherwise.
Company's Broker	Keynote Capitals Limited
Compliance Officer	Ankit Kumar Jain



Term	Description
DP	Depository Participant
Depositories	Collectively, National Securities Depository Limited and Central Depository Services (India) Limited
Designated Stock Exchange	The designated stock exchange for the Buyback is BSE.
Director	Director(s) of the Company.
Draft Letter of Offer (DLOF)	The Draft Letter of Offer dated November 16, 2022, filed with SEBI.
Eligible Shareholders or Eligible Person or Equity Shareholder or beneficial owner	Person(s) eligible to participate in the Buyback Offer and would mean all equity shareholders/ beneficial owner(s) of Equity Shares of the Company as on Record Date i.e. November 18, 2022 and excludes Person(s) who do not have the capacity under applicable law to tender equity shares
Equity Shares	Fully paid-up equity shares of the Company each having a face value of ₹10 (Rupees Ten Only).
Escrow Account	The Escrow Account titled “Orbit Exports Limited-Escrow-Buyback 2022” opened with DBS Bank India Limited
Escrow Agent	DBS Bank India Limited
Escrow Agreement	The Escrow Agreement dated November 09, 2022, entered into between the Company, the Manager to the Buyback and the Escrow Agent
FEMA	Foreign Exchange Management Act, 1999 including the regulations, circulars, directions and notifications issued thereunder
FIIs/FPI(s)	Foreign Institutional Investors / Foreign Portfolio Investors
General Category	Eligible Shareholders other than the Small Shareholders.
IT Act or Income Tax Act	Income-tax Act, 1961, as amended
LOF or Letter of Offer	This Letter of Offer dated [●], 2022 to be filed with SEBI containing disclosures in relation to the Buyback as specified in the Buyback Regulations, including comments received from SEBI on the Draft Letter of Offer.
LODR Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
Manager to the Buyback or Manager to the Offer	Keynote Financial Services Limited
N.A.	Not Applicable
Non-Resident Indians	A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000.
Non-Resident Shareholders	Includes Non-resident Indians (NRI), Foreign Institutional Investors (FII) and Foreign Portfolio Investors (FPI) and erstwhile Overseas Corporate Bodies (OCB) and Foreign



Term	Description
	Nationals
NSE	National Stock Exchange of India Limited
PA or Public Announcement	The public announcement, made in accordance with the Buyback Regulations, dated November 08, 2022, published on November 09, 2022, in the newspapers set out in paragraph 5 of this Draft Letter of Offer
PAN	Permanent Account Number
Promoter and Promoter Group	Promoter and promoter group as have been disclosed under the filings made by the Company under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
Physical Shares	Equity Share(s) of the Company in physical form.
RBI	Reserve Bank of India
Record Date	The date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders to whom the Letter of Offer and Tender Form will be sent, and who are eligible to participate in the proposed Buyback offer in accordance with the Buyback Regulations. The Record Date for the Offer is November 18, 2022.
Registrar to the Buyback	Link Intime India Private Limited
SEBI	Securities and Exchange Board of India
SEBI Circulars	Tendering of Equity Shares by Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI circular bearing number CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and circular bearing number CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021.
Seller Member or Seller Broker	A stockbroker (who is a member of the BSE) of an Eligible Shareholder, through whom the Eligible Shareholder wants to participate in the Buyback
Shareholders	Holders of Equity Shares and includes beneficial owners thereof.
Shareholder Broker	A Stockbroker of an Eligible Shareholder through whom the Eligible Shareholder wants to participate in the Buyback.
Stock Exchange Mechanism	The "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and SEBI circular CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021



Term	Description
Small Shareholder	'Small Shareholder' means a shareholder of the Company, who holds shares whose market value, on the basis of closing price of shares, on the recognized stock exchange in which highest trading volume in respect of such security, as on Record Date (i.e. November 18, 2022), is not more than ₹ 2,00,000/- (Rupees Two Lakh Only).
Stock Exchanges	BSE and NSE, being the stock exchanges where the Equity Shares of the Company are listed.
Takeover Regulations/ SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
Tender Form	The form to be filled in by the Shareholders to participate in the Buyback.
Tender Offer	Method of Buyback as defined in Regulation 2(i)(q) of the Buyback Regulations.
Tendering Period	Period of 10 (Ten) Working Days from the Buyback Opening Date until the Buyback Closing Date(both days inclusive).
TRS	Transaction Registration Slip generated by the exchange bidding system.
U.S A/U.S	United States/ United States of America
Working Day	Working day shall have the meaning ascribed to it under the Buyback Regulations.

3. DISCLAIMER CLAUSE

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

It should also be clearly understood that, while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the Draft Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback, Keynote Financial Services Limited, has furnished to SEBI a due diligence certificate dated November 16, 2022, in accordance with the Buyback Regulations, which reads as follows:

"We have examined various documents and materials contained in the annexures to the Draft Letter of Offer relevant to the Buyback, as part of the due diligence carried out by us in connection with the finalization of the Public Announcement published on November 09, 2022



and the Draft Letter of Offer dated November 16, 2022. On the basis of such examination and the discussions with the Company, we hereby state that:

- i. the Public Announcement and the Draft Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback;
- ii. all the legal requirements connected with the said offer including the SEBI (Buyback of Securities) Regulations, 2018, as amended, have been duly complied with;
- iii. the disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the Eligible Shareholders to make a well-informed decision in respect of the captioned Buyback;
- iv. funds used for Buyback shall be as per the provisions of the "Companies Act, 2013 as amended."

The filing of the Draft Letter of Offer with SEBI, does not, however, absolve the Company from any liability under the provisions of the Companies Act or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

The Directors/ Promoters declare and confirm that no information or material likely to have a bearing on the decision of Eligible Shareholders has been suppressed, withheld and/ or incorporated in a manner that would amount to misstatement or misrepresentation and in the event of it transpiring at any point of time that any information or material has been suppressed or withheld, or amounts to a misstatement or misrepresentation, the Promoters and Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buyback Regulations.

The Directors/ Promoters and Promoter Group, also declare and confirm that, funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

Disclaimer for Persons from the United States of America:

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

Disclaimer for Persons in foreign countries other than the United States of America:

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

**Important Notice to All Eligible Shareholders**

This Draft Letter of Offer has been prepared for the purposes of compliance with the Buyback Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of the Letter of Offer. This Draft Letter of Offer does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. The Letter of Offer shall be emailed/dispatched to all Eligible Shareholders whose names appear on the register of members of the Company, as of the Record Date. However, receipt of the Letter of Offer by any Eligible Shareholders in a jurisdiction in which it would be illegal to make this Tender Offer, or where making this Tender Offer would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws), shall not be treated by such Eligible Shareholders as an offer being made to them. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any such restrictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

Forward Looking Statements:

This Draft Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as 'aim', 'anticipate', 'believe', 'expect', 'estimate', 'intend', 'objective', 'plan', 'project', 'will', 'will continue', 'will pursue' or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about the Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which the Company operates.

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

The Company and the Manager to the Buyback undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.



Currency and Unit of Presentation: In this Draft Letter of Offer, references to “₹” and “Rupees” are to Indian Rupees i.e. the legal currency of India. Further, all data related to financials are given in ₹ Lakhs, unless otherwise stated.

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

The Buyback through Tender Offer was considered and approved by the Board of Directors of the Company at their meeting held on November 04, 2022. The extracts of the Board resolution are as follows:

“RESOLVED THAT pursuant to Article 8.2 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70 and other applicable provisions, if any, of the Companies Act 2013 (**“Companies Act”**), the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, to the extent applicable (hereinafter referred to as the **“Share Capital Rules”**), the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (**“Buyback Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), each as amended (including any statutory modifications or re-enactments that may be introduced) from time to time, subject to approvals, permissions and sanctions of Securities and Exchange Board of India (**“SEBI”**), Registrar of Companies, Mumbai, Maharashtra (the **“ROC”**) and/ or other authorities, institutions or bodies, as may be applicable (the **“Appropriate Authorities”**) and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent of the Board be and is hereby accorded for the buyback by the Company of its up to 4,08,163 (Four Lakhs Eight Thousand One Hundred And Sixty- Three) fully paid-up equity shares of face value of ₹ 10 (Rupees Ten) each (**“Equity Shares”**), at a price of ₹ 245/- (Rupees Two Hundred and Forty- five Only) per Equity Share (**“Buyback Price”**) payable in cash for an aggregate consideration not exceeding ₹ 10,00,00,000/- (**Rupees Ten Crore Only**) (excluding Transaction Costs such as securities transaction tax, GST, stamp duty, filing fees, advisors’ fees, brokerage, public announcement expenses, printing and dispatch expenses, applicable taxes and other incidental and related expenses (hereinafter referred to as **“Transaction Costs”**)) (**“Buyback Size”**), representing approximately **5.53% and 5.17 %** of the aggregate of the total paid-up equity share capital and free reserves of the Company based on the audited standalone and consolidated financial statements of the Company respectively as at March 31, 2022 (being the date of the last audited financial statements of the Company), which is not exceeding 25% of the aggregate of the paid-up share capital and free reserves as per audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2022, to be sourced out of the free reserves of the Company (retained earnings) and/or such other source as may be permitted by the Buyback Regulations or the Act or any other applicable law for the time being in force, from the members of the Company as on the record date, on a proportionate basis, through the Tender Offer route under the Stock Exchange mechanism as prescribed under the Buyback Regulations, as amended from time-to-time (**“Buyback”**) and the Buyback Size is excluding Transaction Costs.

RESOLVED FURTHER THAT all of the shareholders of the Company will be eligible to participate in the Buyback including promoters and promoter group of the Company (including members thereof) and their associates who hold Equity Shares as of the Record Date, persons in control (including such persons acting in concert) who hold Equity Shares as of the Record Date.



RESOLVED FURTHER THAT the Company may buyback Equity Shares from all the existing Members holding Equity Shares of the Company on a proportionate basis, provided that 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under Regulation 6 of the Buyback Regulations.

RESOLVED FURTHER THAT the Buyback from the shareholders who are residents outside India including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies), Foreign Institutional Investors/Foreign Portfolio Investors, Non-Resident Indians and shareholders of foreign nationality 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 (“RBI”) under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, provided that such approvals shall be required to be taken by such non-resident shareholders.

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

RESOLVED FURTHER THAT in terms of Regulation 24(iii) of the Buyback Regulations, **Ankit Kumar Jain**, Company Secretary, be and is hereby appointed as the Compliance Officer for the purpose of proposed Buyback.

RESOLVED FURTHER THAT the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion in terms of clause (x) of Schedule I of Buyback Regulations:

- a) that immediately following the date on which the meeting of the board of directors is convened, i.e. **November 04, 2022**, approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts;
- b) that as regards the Company’s prospects for the year immediately following the date on which the meeting of the board of directors is convened, i.e. **November 04, 2022** approving the Buyback; that, having regard to the Board’s intentions with respect to the management of the Company’s business during that year and to the amount and character of the financial resources which will, in the Board’s view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board meeting, i.e. **November 04, 2022**.
- c) that in forming an opinion for the above purposes, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act 1956, Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016 as amended from time to time, as applicable .

RESOLVED FURTHER THAT Auditors certificate as placed before the Board be and is hereby noted and draft Declaration of Solvency prepared in the prescribed form and supporting affidavit and other documents, placed before the meeting be and are hereby approved and **Mr. Pankaj Seth**, Chairman & Managing Director, and **Mrs. Anisha Seth**, Whole Time Director, be and are hereby jointly authorized to sign the same, for and on behalf of the Board and file the same with the Registrar of Companies and the Securities and Exchange Board of India and/or any other Appropriate Authorities, as may be required in accordance with applicable law.



RESOLVED FURTHER THAT confirmation is hereby made by the Board that:

- (a) all Equity Shares of the Company for the Buyback are fully paid up;
- (b) The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of expiry of the Buyback period;
- (c) except in discharge of its subsisting obligations, the Company shall not raise further capital for a period of one year from the expiry of the Buyback period, as may be applicable in accordance with the Buyback Regulations, the Companies Act, 2013 or any circulars or notifications issued by SEBI in connection therewith;
- (d) there are no defaults subsisting in repayment of deposits or interest thereon, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be
- (e) that the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act read with relevant rules thereunder;
- (f) in accordance with the Buyback Regulations read with relevant provisions of Companies Act, the Company shall not make further issue of the same kind of shares or other specified securities including by way of allotment of new shares under Section 62(1)(a) of the Companies Act, 2013, within a period of one year after the expiry of the Buyback period except by way of a bonus issue or in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- (g) The Company shall not buyback its Equity Shares 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 Buyback;
- (h) 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 Buyback shall be made during pendency of any such Scheme;
- (i) in accordance with Section 68(2) of the Companies Act, the Maximum Buyback Size of ₹ 10,00,00,000/- (Indian Rupees Ten Crore Only), does not exceed 25% of the aggregate of the total paid-up capital and free reserves of the Company as per the latest audited standalone and consolidated balance sheet of the Company respectively as at March 31, 2022;
- (j) the maximum number of Equity Shares proposed to be purchased under the Buyback, upto 4,08,163 (Four Lakhs Eight Thousand One Hundred and Sixty Three Only) , does not exceed 25% of the total number of Equity Shares in the paid-up Equity Share capital as per the latest audited standalone and consolidated balance sheet of the Company as at March 31, 2022;
- (k) the ratio of the aggregate of secured and unsecured debts owed by the Company to the paid-up Equity Share capital and free reserves of the Company after the Buyback shall be less than or equal to 2:1 based on latest audited standalone and consolidated financial statements of the Company respectively as at March 31, 2022; and



- (l) the Company shall not make any further offer of buyback within a period of one year reckoned from the date of closure of the Buyback;
- (m) the Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies.
- (n) The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the public announcement of the offer to Buy back is made;
- (o) the Company shall comply with the statutory and regulatory timelines in respect of the Buyback, on the terms and conditions as may be decided by the Board and in such manner as prescribed under the Companies Act, the Buyback Regulations and any other applicable laws;
- (p) The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares purchased through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- (q) The Company shall not buyback locked-in shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable;
- (r) the Buyback shall not result in the delisting of the Equity Shares from the stock exchanges;
- (s) the consideration for the Equity Shares bought back by the Company shall be paid only by way of cash, through normal banking channels;

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

RESOLVED FURTHER THAT a committee of the Board be and is hereby constituted for the purposes of the proposed Buyback ("Buyback Committee"), comprising of

- 1) **Mr. Pankaj Seth**
- 2) **Mrs. Anisha Pankaj Seth**
- 3) **Mr. Varun Daga**

who are hereby jointly and severally authorised to do or cause to be done all such acts, deeds, matters and things and execute and sign all such documents and papers and provide all such information and confirmations, as may be necessary for the implementation of the Buyback, including but not limited to:

- a. seeking all regulatory approvals, if any, including of SEBI and the Reserve Bank of India for implementing the Buyback;
- b. deciding and announcing the Record Date for the purpose of Buyback;



- c. appointing, authorizing, entering into agreements with and issuing necessary instructions to the investor service center and escrow agent;
- d. opening one or more bank accounts, including an escrow account, depository account and special escrow account as required, and entering into agreements with and to give instructions to the bankers in connection therewith;
- e. finalizing the terms and timeline of the Buyback including the entitlement ratio, opening date and closing date of the offer period and the timeframe for completing the Buyback and re-affirming declaration of solvency as and when required;
- f. deciding and appointing BSE Limited and/or the National Stock Exchange of India Limited as designated stock exchange(s) for the Buyback;
- g. depositing and/or instructing the deposit of the requisite amount into escrow account and finalizing the composition/combination of such deposit into escrow account in accordance with the provisions of Regulation 9 of the Buyback Regulations (including cash deposit or arranging for bank guarantee including the amounts of the cash deposit and the bank guarantee) and the escrow agreement entered into with the escrow agent;
- h. preparing, finalizing, dating, approving, modifying, signing (in accordance with applicable law), issuing, re-issuing and filing with the appropriate statutory/other authorities the public announcement, draft letter of offer, letter of offer and all other documents, resolutions, advertisements, confirmations, intimations and declarations, and the certificate for extinguishment and physical destruction of shares certificates, if any, and other documents required in connection with the Buyback upon receiving the requisite shareholder approval for the Buyback, and causing the declaration of solvency and supporting affidavit to be executed in accordance with applicable law and such alterations, additions, omissions, variations, amendments or corrections will be deemed to have been approved by the Board of Directors;
- i. taking all actions to verify offers and acceptances received, finalize the basis of acceptance, pay the shareholders consideration for shares bought back, approve split of physical share certificates and transfer of shares, extinguish dematerialised shares and ensure the physical destruction of the share certificates with respect to the Equity Shares bought back by the Company;
- j. uploading all required information such as details of the Equity Shares bought back on the website and filing the same with the stock exchanges as required under applicable law;
- k. settling and resolving any queries raised by SEBI, stock exchanges, Registrar of Companies and any other authorities whatsoever in connection to any matter incidental to and ancillary of the Buyback;
- l. creating and maintaining requisite statutory registers and records as required under the Companies Act and to furnish appropriate returns to the appropriate authorities;
- m. closing the Buyback and completing all the required formalities as specified under the Companies Act, Buyback Regulations and the Listing Regulations and other applicable laws;
- n. altering, modifying, amending the appointment/engagement and terms and conditions (including terms pertaining to remuneration/payment of commission, brokerage fees and charges) of the intermediaries and other third parties appointed for the Buyback;



- o. obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law,
- p. doing such other acts, deeds, matters or things, and executing such documents, forms, letters, confirmations, including the execution of documents under common seal of the Company as may be required, and taking all steps as may be necessary to sign, submit and file all necessary forms, letters, applications, e-forms and other documents as may be necessary or desirable in connection with or incidental to the Buyback or as they may in their absolute discretion, deem necessary, expedient, usual or proper or are necessary, expedient, usual or proper with regard to the implementation in connection with or in furtherance of the Buyback; and
- q. delegating all or any of the authorities conferred above to any other Director(s) or Executive(s) or Officer(s) of the Company as may be necessary to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any two members of the Buyback Committee.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer and/ or any obligation on the Company or the Board or the Buyback Committee to buyback any shares and / or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by Law.

RESOLVED THAT Keynote Financial Services Limited, a SEBI Registered Category I Merchant Banker, be and is hereby appointed as the **“Manager to the Buyback offer”** to the proposed Buyback of Equity Shares of the Company, to inter alia carry out the activities as merchant banker under the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (“Buyback Regulations”), on terms and conditions as may be mutually decided.

RESOLVED FURTHER THAT Mr. Panakj Seth (DIN: 00027554), Managing Director of the Company and/or Mr. Rahul Tiwari, Chief Financial Officer and/ or Mr. Ankit Jain, Company Secretary of the Company is /are jointly or severally authorized to finalize the fees payable to the ‘Manager to the Buyback Offer’ so appointed and execute all documents in relation thereto including but not limited to executing Engagement Letter, Memorandum of Understanding and do all acts and deeds as may be necessary to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the DBS Bank India Limited is hereby authorised to act upon the written instructions issued by Keynote Financial Services Limited, being the manager to the buyback offer, in relation to the setting up and operation of the Escrow Account and Special Escrow Account (including, without limitation, to make appropriations and/or payments from the amounts lying to the credit of the Escrow Account and release of escrow amount from the Escrow Account, in accordance with the provisions of the Buyback Regulations and the Escrow Agreement.

RESOLVED FURTHER THAT Keynote Capitals Limited, a registered member of the BSE Limited (BSE) and National Stock Exchange of India Ltd. (NSE), be and is hereby appointed as the Broker for the Company for the proposed Buyback on the BSE Limited (“BSE”) / National Stock Exchange of India Limited (“NSE”), through whom the purchases and settlements on account of the Buyback would be made by the Company

RESOLVED FURTHER THAT Mr. Panakj Seth (DIN: 00027554), Managing Director of the Company and/or Mr. Rahul Tiwari, Chief Financial Officer Mr. Ankit Jain, Company Secretary of the Company is /are jointly



or severally authorized to finalize the fees payable to the 'Broker' so appointed and execute all documents in relation thereto including but not limited to executing Engagement Letter and do all acts and deeds as may be necessary to give effect to the aforesaid resolution.

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

RESOLVED FURTHER THAT approval of the Board of Directors be and is hereby accorded for fixing Friday, November 18, 2022 date for ascertaining the eligibility of the Shareholders to participate in the Buyback of Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Mr. Pankaj Seth (DIN:00027554), Managing Director, Mrs. Anisha Pankaj Seth (DIN: 00027611), Whole-time Director. Mr. Rahul Tiwari, Chief Financial Officer and Mr. Ankit Kumar Jain, Company Secretary, be and are hereby severally authorized to sign, execute and deliver such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, ROC, stock exchanges, depositories and/or other Appropriate Authorities and to exercise such powers, and to do all such acts, deeds, things and matters as may be required or considered necessary, or incidental thereto and to settle any question(s) or difficulty or doubt(s) that may arise in connection therewith in the manner it may deem fit and appropriate.

RESOLVED FURTHER THAT a copy of this resolution duly certified to be true by any of the Director(s) or Company Secretary or any other person as may be authorized by the Board be issued to any authority(ies) or party(ies) as may be necessary."

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

- 5.1. The Public Announcement dated November 08, 2022 was published on November 09,2022 in accordance with Regulation 7(i) of the Buyback Regulations, within two Working Days from the date of passing the board resolution approving the buyback i.e., November 04, 2022.

The Public Announcement, was published in the following newspapers

Publication	Language	Editions
Business Standard	English	All Editions
Business Standard	Hindi	All Editions
Mumbai Lakshadweep	Marathi	Mumbai

- 5.2. A copy of the Public Announcement is available on the Company's website www.orbitexports.com and on the website of SEBI www.sebi.gov.in and on the website of Stock Exchanges i.e., www.bseindia.com and www.nseindia.com.



6. DETAILS OF THE BUY BACK

- 6.1. The Board of Directors of the Company (the “**Board**”, which expression includes any committee constituted by the Board to exercise the powers, including the powers conferred by the resolution) passed a resolution at its meeting held on November 04, 2022 (“**Board Meeting**”) approving the proposal of buyback of up to 4,08,163 (Four Lakhs Eight Thousand One Hundred Sixty Three) fully paid-up equity shares of face value of ₹10/- each of the Company from the Equity Shareholders of the Company as on Record Date being November 18, 2022, on a proportionate basis, through tender offer route at a price of ₹245/- (Rupees Two Hundred Forty Five Only) per Equity Share payable in cash, for an aggregate maximum consideration not exceeding ₹10,00,00,000 (Rupees Ten Crores Only) (excluding Transaction Costs such as securities transaction tax, GST, stamp duty, filing fees, advisors’ fees, brokerage, public announcement expenses, printing and dispatch expenses, other applicable taxes and other incidental and related expenses (hereinafter referred to as “**Transaction Costs**”)
- 6.2. The Buyback is in accordance with Article 8.2 of the Articles of Association of the Company and the provisions of the provisions of Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act 2013, as amended (“Companies Act” or “the Act”) and, the Companies (Share Capital and Debentures) Rules, 2014 (the “Share Capital Rules”), the Companies (Management and Administration) Rules, 2014 (the “Management Rules”), and other applicable provisions contained in the Buyback Regulations, as amended (including any statutory modifications or re-enactments that may be introduced from time to time).
- 6.3. The Buyback is subject to receipt of any approvals of lenders, statutory, regulatory, or governmental authorities as may be required under applicable laws from time to time, including the SEBI, and the Stock Exchanges on which the Equity Shares of the Company are listed, namely, BSE and NSE and from any other statutory and/or regulatory authority, as may be required and which Board and/or any committee thereof deem fit.
- 6.4. The Company will adopt the **Tender Offer** route for the purpose of Buyback. The Buyback will be implemented using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and SEBI circular CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, (the “SEBI Circulars”), which prescribe mechanism for acquisition, tendering and settlement of shares through Stock Exchange pursuant to the Buyback. In this regard, the Company will request BSE to provide the acquisition window. For the purpose of the proposed Buyback, BSE would be the Designated Stock Exchange.
- 6.5. The Buyback size is ₹10,00,00,000/- (Rupees Ten Crores Only) excluding Transaction Cost which is 5.53% and 5.17% of the fully paid-up equity share capital and free reserves as per the audited standalone and consolidated financial statements, respectively of the Company for the financial year ended March 31, 2022 (the last audited financial statements available as on the date of the Board Meeting approving the Buyback) and is within the statutory limits of 10% of the fully paid-up equity share capital and free reserves as per audited standalone and consolidated financial statements of the Company under the Board of Directors approval route as per the provisions of the Companies Act. Further the Company proposes to Buyback up to 4,08,163 (Four Lakhs Eight Thousand One Hundred Sixty Three) Equity Shares representing 1.49% of the total number of fully paid up Equity Shares of the Company, which is within the 25% limit as per the provisions of the Companies Act.



6.6. The maximum amount required by the Company for the proposed Buyback aggregating to ₹10,00,00,000/- (Rupees Ten Crores Only), is within the permitted limits. The funds for the proposed Buyback will be met out of internally generated cash resources of the Company. The Company confirms that as required under Section 68(2)(d) of the Companies Act and Regulation 4(ii) of Buyback 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 or equal to 2:1 on Standalone and Consolidated basis after the proposed Buyback.

6.7. The aggregate shareholding of the Promoters and Promoter Group (and directors of the promoter where the promoter is a company) and persons who are in control of the Company, as on the date of the Public Announcement, is as follows:

a) The aggregate shareholding of the Promoter and Promoter Group and persons who are in control of the Company:

Sr. No	Name of the Shareholder	Number of Shares	% w.r.t total share/voting capital wherever applicable
1	Pankaj Seth	1,12,54,361	41.10
2	Anisha Seth	40,69,270	14.86
3	Parth Seth	1,26,411	0.46
4	Vishakha Seth	17,674	0.06
5	Pankaj S Seth (Huf)	10,026	0.04
6	Mediaman Multitrade Pvt Ltd	26,28,940	9.60
	TOTAL	1,81,06,682	66.12

b) The aggregate shareholding of the directors of companies, where the promoter is a company:

Sr. no	Name of the promoter Company	Name of Director	No. of Shares held in OEL	Percentage (%)
1.	Mediaman Multitrade Pvt Ltd	1. Anisha Seth	40,69,270	14.86
		2. Parth Seth	1,26,411	0.46

c) Aggregate shareholding of the Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting i.e. November 04, 2022:

Sr. No.	Name	Designation	Number of Shares	Percentage (%)
1	Pankaj Seth	Managing Director	1,12,54,361	41.10
2	Anisha Seth	Whole-Time Director	40,69,270	14.86
3	Varun Daga	Non-Executive Director	18,82,546	6.87
4.	Pardeep Khosla	Independent Director	100	0.00
5	Sunil Buch	Independent Director	Nil	0.00



Sr. No.	Name	Designation	Number of Shares	Percentage (%)
6	Chetna Malaviya	Independent Director	Nil	0.00
7	Rahul Tiwari	Chief Financial Officer	Nil	0.00
8	Ankit Kumar Jain	Company Secretary	Nil	0.00

- 6.9 The Promoter and Promoter Group of the Company hold 66.12% of Equity Shares in the total outstanding equity share capital of the Company. The Buyback will not result in any benefit to the Promoter and Promoter Group or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as Equity Shareholders of the Company, and the change 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.
- 6.10 Assuming that all the public Shareholders participate up to their entitlement (full Acceptance), then the aggregate shareholding of the Promoters and Promoter Group, post Buyback may increase from 66.12% to [●] % and the aggregate shareholding of the public in the Company may decrease from 33.88% to [●] % of the post Buyback equity share capital of the Company.

7. AUTHORITY FOR THE BUY BACK

- 7.1. The Buyback is in accordance with Article 8.2 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in compliance with the Buyback Regulations as amended (including any statutory modifications or re-enactments that may be introduced from time to time), and subject to such other applicable approvals, permissions, sanctions and exemptions, as may be necessary, from time to time from statutory and/or regulatory authorities including but not limited to SEBI, the Stock Exchanges and the ROC.
- 7.2. The Board of Directors of the Company at its meeting held on November 04, 2022 approved and passed the proposal of Buyback upto 4,08,163 (Four Lakhs Eight Thousand One Hundred Sixty Three) fully paid-up equity shares of face value of ₹10/- each, at a price of ₹245/- (Rupees Two Hundred Forty Five Only) per Equity Share payable in cash, for an aggregate maximum consideration not exceeding ₹10,00,00,000 (Rupees Ten Crores Only) excluding Transaction Costs, from the Equity Shareholders of the Company as on the Record Date, on a proportionate basis through the “**Tender Offer route**”.
- 7.3. The Buyback is subject to receipt of any approvals of lenders, statutory, regulatory, or governmental authorities as may be required under applicable laws from time to time, including the SEBI, and the Stock Exchanges on which the Equity Shares of the Company are listed, namely, BSE and NSE and from any other statutory and/or regulatory authority, as may be required and which Board and/or any committee thereof deem fit.



8. NECESSITY OF THE BUY BACK

- 8.1. The Buyback will help the company to return surplus cash to its shareholders broadly in proportion to their shareholding thereby enhancing overall return to the shareholders.
- 8.2. The Buyback which is implemented through tender offer route as prescribed under the Sebi Buyback regulations would involve allocation to small shareholders the higher of no. of shares entitled as per their shareholding or 15% of the total no. of shares to be bought back. The Company believes that this reservation for small shareholders would benefit public shareholders who would get classified as small shareholders as per Regulation 2(i)(n) of the SEBI Buyback Regulation.
- 8.3. The Buyback would give an option to the equity shareholders to either participate in the Buyback and receive cash in lieu of Equity Shares accepted under the Buyback or not participate in the Buyback and enjoy a resultant increase in their percentage shareholding in the company post the buyback without additional investment.

9. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF THE BUYBACK ON THE COMPANY

- 9.1. The management believes that the Buyback is not likely to cause any material impact on the profitability or earnings of the Company, except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming that there would be full response to the Buyback offer, the funds deployed by the Company towards the Buyback would not exceed Rs. 10,00,00,000/- (Rupees Ten Crore Only) excluding Transaction Costs.
- 9.2. The Buyback is not expected to impact growth opportunities for the Company.
- 9.3. The Buyback will not result in change in control or otherwise affect the existing management structure of the Company.
- 9.4. In terms of the Buyback Regulations, under the Tender Offer route, the Promoter and Promoter Group of the Company have the option to participate in the Buyback. In this regard, the Promoter and Promoter Group of the Company have expressed their intention vide their letters dated November 04, 2022 to participate in the Buyback and offer up to such equity shares in aggregate or any such lower number of shares as required in compliance with the Buyback Regulations/terms of the Buyback.
- a) The details of intention of Promoters and Promoters Group to tender their equity shares in the Buyback offer as received by the Company is as follows:-

Sr.no	Name of Promoter/Promoter Group	No. of Shares held	Maximum number of Shares to be tendered
1	Pankaj Seth	1,12,54,361	4,08,163
2	Anisha Seth	40,69,270	4,08,163
3	Parth Seth	1,26,411	1,26,411
4	Vishakha Pankaj Seth	17,674	17,674
5	Pankaj S Seth (Huf)	10,026	10,026
6	Mediaman Multitrade Pvt Ltd	26,28,940	4,08,163
	TOTAL	1,81,06,682	



b) Details of the date and price of acquisition of the equity shares from which the Promoter / Promoter Group entities intend to tender their equity shares are set-out below:

A.	PANKAJ SETH				
Date of Acquisition	No. of Shares	Nominal Value in ₹	Price	Consideration	Nature of Transaction
	*2,000	10			
06-04-2004	11,78,700	10	4.70	Cash	Open Offer Acquisition from erstwhile promoters through open market
03-08-2004	1,00,540	10	6.00	Cash	Open Offer
20-11-2007	12,81,240	10	10.00	Cash	Right issue
23-01-2008	1,75,000	10	32.15	Cash	Preferential issue
07-08-2009	1,80,000	10	13.10	Cash	Open Market
31-03-2011	1,12,280	10	38.00	Cash	Conversion of Warrants
30-05-2011	11,000	10	81.50	Cash	Open Market
31-05-2011	7,500	10	84.02	Cash	Open Market
22-03-2012	1,75,000	10	38.00	Cash	Conversion of Warrants
27-04-2012	1,12,720	10	38.00	Cash	Conversion of Warrants
12-07-2012	16,67,990	10	-	-	Bonus Issue
17-12-2012	2,151	10	64.80	Cash	Open Market
18-12-2012	10,500	10	65.00	Cash	Open Market
19-12-2012	7,500	10	64.93	Cash	Open Market
20-12-2012	12,471	10	64.99	Cash	Open Market
03-01-2013	7,500	10	65.00	Cash	Open Market
26-02-2013	85,000	10	70.00	Cash	Open Market
07-11-2013	1	10	101.85	Cash	Open Market
16-12-2013	2,00,000	10	76.57	Cash	Conversion of Warrants
20-03-2014	75,000	10	76.57	Cash	Conversion of Warrants
27-03-2014	5,000	10	100.35	Cash	Open Market
28-03-2014	7,500	10	103.03	Cash	Open Market
18-06-2014	2,25,000	10	76.57	Cash	Conversion of Warrants
16-02-2017	56,41,593	10	-	-	Bonus Issue
10-08-2018	30,000	10	145.29	Cash	Open Market
26-06-2018	149	10	128.38	Cash	Open Market
26-06-2018	8,777	10	128.97	Cash	Open Market
18-02-2020	15,000	10	80.15	Cash	Open Market
19-08-2020	-1,00,000	10	-	-	Gift to Son
04-11-2021	5,000	10	80.43	Cash	Open Market



Date of Acquisition	No. of Shares	Nominal Value in ₹	Price	Consideration	Nature of Transaction
18-02-2022	12,249	10	122.80	Cash	Open Market
Total	1,12,54,361				
B.	ANISHA SETH				
Date of Acquisition	No. of Shares	Nominal Value in ₹	Price	Consideration	Nature of Transaction
	*7100	10			
03-08-2004	3700	10	6	Cash	Open Offer Acquisition from erstwhile promoters through open market
20-11-2007	10,800	10	10	Cash	Rights Issue
22-04-2008	1,75,000	10	32.15	Cash	Preferential issue
07-08-2009	1,80,000	10	13.10	Cash	Open Market
31-03-2011	1,12,280	10	38.00	Cash	Conversion of Warrants
30-05-2011	5,350	10	81.50	Cash	Open Market
31-05-2011	10,000	10	83.72	Cash	Open Market
22-03-2012	1,75,000	10	38.00	Cash	Conversion of Warrants
27-04-2012	1,12,720	10	38.00	Cash	Conversion of Warrants
15-05-2012	500	10	81.55	Cash	Open Market
12-07-2012	3,96,225	10	-	-	Bonus Issue
19-12-2012	7,500	10	65.00	Cash	Open Market
03-01-2013	7,500	10	65.00	Cash	Open Market
04-01-2013	220	10	63.00	Cash	Open Market
11-02-2013	5,000	10	74.93	Cash	Open Market
12-02-2013	50,000	10	73.99	Cash	Open Market
19-02-2013	56,000	10	69.51	Cash	Open Market
20-02-2013	50,000	10	68.03	Cash	Open Market
02-05-2013	13,500	10	72.00	Cash	Open Market
16-12-2013	2,00,000	10	76.57	Cash	Conversion of Warrants
20-03-2014	75,000	10	76.57	Cash	Conversion of Warrants
27-03-2014	5,000	10	100.48	Cash	Open Market
28-03-2014	7,500	10	102.36	Cash	Open Market
18-06-2014	2,25,000	10	76.57	Cash	Conversion of Warrants
16-02-2017	18,90,895	10	-	-	Bonus Issue
10-08-2018	20,000	10	145.29	Cash	Open Market
24-08-2018	10,000	10	140.78	Cash	Open Market



Date of Acquisition	No. of Shares	Nominal Value in ₹	Price	Consideration	Nature of Transaction
12-06-2018	2,063	10	130.04	Cash	Open Market
23-03-2020	1,80,450	10	51.98	Cash	Open Market
26-03-2020	25,255	10	61.88	Cash	Open Market
04-11-2021	5,000	10	80.80	Cash	Open Market
14-02-2022	2,089	10	115.41	Cash	Open Market
18-02-2022	42,623	10	120.53	Cash	Open Market
Total	40,69,270				
C.	PARTH SETH				
Date of Acquisition	No. of Shares	Nominal Value in ₹	Price	Consideration	Nature of Transaction
21-08-2017	1,000	10	150.09	Cash	Open Market
24-10-2017	500	10	160.75	Cash	Open Market
28-06-2018	1,038	10	121.65	Cash	Open Market
15-11-2019	1,400	10	84.99	Cash	Open Market
19-11-2019	2,358	10	83.24	Cash	Open Market
20-11-2019	3,307	10	82.50	Cash	Open Market
27-11-2019	1,877	10	84.30	Cash	Open Market
28-11-2019	884	10	84.00	Cash	Open Market
29-11-2019	1,631	10	84.88	Cash	Open Market
12-05-2019	1	10	81.50	Cash	Open Market
12-06-2019	1,412	10	83.71	Cash	Open Market
12-09-2019	3,500	10	86.34	Cash	Open Market
12-11-2019	56	10	83.50	Cash	Open Market
12-12-2019	168	10	85.10	Cash	Open Market
13-12-2019	1,108	10	88.53	Cash	Open Market
20-12-2019	2,670	10	84.01	Cash	Open Market
23-12-2019	1	10	84.50	Cash	Open Market
27-12-2019	2,000	10	84.50	Cash	Open Market
20-03-2020	1,500	10	61.00	Cash	Open Market
19-08-2020	1,00,000	10	-	-	Gift from Father
Total	1,26,411				
D.	Vishaka Seth				
Date of Acquisition	No. of Shares	Nominal Value in ₹	Price	Consideration	Nature of Transaction
20-07-2016	1,000	10	241.20	Cash	Open Market
22-07-2016	35	10	240.20	Cash	Open Market
25-07-2016	870	10	245.58	Cash	Open Market
26-07-2016	2,095	10	249.61	Cash	Open Market
23-02-2017	4,000	10	-	-	Bonus
28-08-2017	1,326	10	149.58	Cash	Open Market



Date of Acquisition	No. of Shares	Nominal Value in ₹	Price	Consideration	Nature of Transaction
28-08-2017	2,674	10	148.10	Cash	Open Market
20-11-2019	1,409	10	83.30	Cash	Open Market
21-11-2019	404	10	84.42	Cash	Open Market
25-11-2019	838	10	83.90	Cash	Open Market
26-11-2019	2,525	10	84.61	Cash	Open Market
27-11--2019	500	10	84.11	Cash	Open Market
08-07-2021	-2	10	72.00	Cash	Market Sale
Total	17,674				
E	PANKAJ S SETH (HUF)				
Date of Acquisition	No. of Shares	Nominal Value in ₹	Price	Consideration	Nature of Transaction
20-11-2019	123	10	83.50	Cash	Open Market
27-11-2019	1,140	10	84.00	Cash	Open Market
29-11-2019	1,000	10	85.45	Cash	Open Market
03-12-2019	226	10	80.25	Cash	Open Market
05-12-2019	1	10	81.30	Cash	Open Market
06-12-2019	553	10	83.50	Cash	Open Market
09-12-2019	1,000	10	86.15	Cash	Open Market
10-12-2019	2	10	84.15	Cash	Open Market
12-12-2019	3,200	10	85.80	Cash	Open Market
13-12-2019	1,000	10	88.77	Cash	Open Market
30-12-2019	58	10	84.50	Cash	Open Market
31-12-2019	1,723	10	84.50	Cash	Open Market
Total	10,026				
F	MEDIAMAN MULTITRADE PVT LTD				
Date of Acquisition	No. of Shares	Nominal Value in ₹	Price	Consideration	Nature of Transaction
01-12-2009	2,48,236	10	14.02	Cash	Open market
16-12-2009	3,15,000	10	19.66	Cash	Open market
08-02-2010	25,000	10	28.09	Cash	Open market
26-05-2010	1,60,000	10	35.00	Cash	Preferential Allotment
16-12-2010	20,000	10	54.60	Cash	Open market
05-08-2011	2,000	10	92.61	Cash	Open market
11-08-2011	1,000	10	88.06	Cash	Open market
12-08-2011	1,000	10	88.63	Cash	Open market
04-04-2012	500	10	82.22	Cash	Open market
09-04-2012	500	10	84.49	Cash	Open market
10-04-2012	300	10	87.28	Cash	Open market
11-04-2012	800	10	87.57	Cash	Open market
12-04-2012	2,100	10	84.84	Cash	Open market



Date of Acquisition	No. of Shares	Nominal Value in ₹	Price	Consideration	Nature of Transaction
13-04-2012	1,631	10	82.70	Cash	Open market
16-04-2012	602	10	83.06	Cash	Open market
17-04-2012	253	10	82.12	Cash	Open market
19-04-2012	400	10	84.37	Cash	Open market
20-04-2012	6,600	10	91.10	Cash	Open market
24-04-2012	1,000	10	91.23	Cash	Open market
25-04-2012	5,500	10	93.05	Cash	Open market
12-07-2012	3,97,093	10	-	-	Bonus
18-02-2013	200	10	73.01	Cash	Open market
16-05-2013	24,000	10	71.85	Cash	Open market
06-08-2013	4,500	10	77.40	Cash	Open market
13-08-2013	1,156	10	75.13	Cash	Open market
30-08-2013	1,676	10	72.85	Cash	Open market
03-09-2013	1	10	98.04	Cash	Open market
04-09-2013	325	10	73.26	Cash	Open market
06-09-2013	101	10	72.36	Cash	Open market
12-03-2014	2,770	10	98.30	Cash	Open market
14-03-2014	73	10	100.49	Cash	Open market
27-03-2014	1,764	10	99.49	Cash	Open market
13-06-2016	4,000	10	221.54	Cash	Open market
21-06-2016	2,000	10	235.97	Cash	Open market
21-06-2016	5,000	10	235.67	Cash	Open market
23-06-2016	3,000	10	236.47	Cash	Open market
23-06-2016	3,000	10	236.47	Cash	Open market
29-07-2016	6,002	10	229.16	Cash	Open market
01-08-2016	1,998	10	231.55	Cash	Open market
28-11-2016	672	10	263.91	Cash	Open market
28-11-2016	12	10	265.67	Cash	Open market
29-11-2016	548	10	265.51	Cash	Open market
29-11-2016	59	10	265.26	Cash	Open market
30-11-2016	98	10	264.79	Cash	Open market
30-11-2016	70	10	259.68	Cash	Open market
01-12-2016	200	10	264.53	Cash	Open market
01-12-2016	152	10	264.53	Cash	Open market
02-12-2016	767	10	264.00	Cash	Open market
02-12-2016	2	10	266.50	Cash	Open market
05-12-2016	499	10	265.18	Cash	Open market
09-12-2016	97	10	265.53	Cash	Open market
09-12-2016	670	10	264.87	Cash	Open market
12-12-2016	228	10	268.81	Cash	Open market



Date of Acquisition	No. of Shares	Nominal Value in ₹	Price	Consideration	Nature of Transaction
12-12-2016	2,041	10	270.25	Cash	Open market
22-02-2017	12,57,196	10	-	-	Bonus
06-03-2017	7,715	10	146.20	Cash	Open market
06-03-2017	2,615	10	145.69	Cash	Open market
07-03-2017	3,162.00	10	145.28	Cash	Open market
07-03-2017	115.00	10	145.07	Cash	Open market
03-10-2017	1,150.00	10	145.26	Cash	Open market
03-10-2017	9,631.00	10	144.99	Cash	Open market
23-03-2017	90,160.00	10	52.36	Cash	Open market
Total	26,28,940				

*The details in respect of 2,000 equity shares of Pankaj Seth and 7,100 Equity shares of Anisha Seth are not available.

- 9.5. Consequent to Buyback and based on number of shares bought back within each category of shareholders, the shareholding pattern of the company would undergo a change. For further details, please refer to paragraph 13.8 on page no.29
- 9.6. Pursuant to the proposed Buyback and depending on the response to the Buyback, the aggregate shareholding of the Promoters and Promoter Group in the Company post Buyback may increase from the existing holding of 66.12% to [●]% and the aggregate shareholding of the public may decrease from 33.88% to [●]% of the post Buyback equity share capital of the Company. The Promoter and Promoter Group of the Company are already in control over the Company and therefore such further increase in voting rights of the Promoters and Promoter Group will not result in any change in control over the Company. However, the Promoter/ Promoter Group of the Company will comply with the applicable provisions of the SEBI Takeovers Regulations and subsequent amendments thereto, as per the specified timelines therein.
- 9.7. As required under Section 68(2)(d) of the Companies Act read with Regulation 4(ii) of Buyback 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 or equal to 2:1 on Standalone and Consolidated basis after the proposed Buyback., even if the response to the Buyback is to the extent of 100% (full acceptance).
- 9.8. The Company shall not issue any equity shares or other securities including by way of bonus till the date of closure of Buyback.
- 9.9. The Company, as per the provisions of Section 68(8) of the Companies Act, will not make a further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) of the Companies Act or other specified securities within a period of six months except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares
- 9.10. The Company is not undertaking the Buyback so as to delist its shares from the Stock Exchanges.



- 9.11. The Promoter and Promoter Group shall not deal in the equity shares of the Company including any inter se transfer of shares amongst the Promoter and Promoter Group for the period between the date of passing of Board resolution i.e. November 04, 2022 and the date of closure of Buyback in accordance with the Buyback Regulations.
- 9.12. Salient financial parameters pursuant to the Buyback based on the audited financial statements as of March 31, 2022, of the Company are as under:

Parameters (based upon audited results for the year ended 31/03/2022)	Standalone		Consolidated	
	Pre Buyback	Post Buyback*	Pre Buyback	Post Buyback*
Net Worth (₹ in Lakhs) ⁽¹⁾	18,278.16	17,278.16	19,458.84	18,458.84
Return on the Net Worth (%) ⁽²⁾	8.52%	9.01%	9.05%	9.54%
Earnings Per Share (in ₹) ⁽³⁾	5.80	5.89	6.50	6.60
Book Value Per Share (in ₹) ⁽⁴⁾	66.75	64.05	71.06	68.43
Price / Earnings (NSE) ⁽⁵⁾	32.20	31.70	28.73	28.30
Price / Earnings (BSE) ⁽⁵⁾	32.04	31.55	28.59	28.17
Debt /Equity Ratio ⁽⁶⁾	0.21	0.23	0.09	0.10

* Assuming full acceptance of Equity shares in the Buyback offer in the ratio of Buyback

Notes: The key ratios have been computed as below:

(1) Net worth	Equity Share Capital +Other Equity
(2) Return on net worth	Net profit after tax / Net worth
(3) Basic and Diluted Earnings per share	Profit After Tax / Weighted average number of shares outstanding for the period
(4) Book value per share	Networth/Number of Shares at the end of the period
(5) P/E	Market Price/Earnings. Equity Share price used to calculate P/E has been taken as closing price of 28 Oct, 2022 (date of notice of Board Meeting convened to consider the proposal of the Buyback) on BSE i.e ₹186.75 and NSE i.e ₹185.75
(6) Debt - Equity ratio	Total debts / Net worth
(7) Total debts	Non-current borrowings + current borrowings + Current maturity of long term borrowings

10. BASIS OF CALCULATING THE BUYBACK PRICE

- 10.1. The Buyback Price shall be ₹245/- (Rupees Two Hundred Forty Five Only) per equity share of ₹10/- each. The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average market prices of the Equity Shares on BSE and NSE where the Equity Shares are listed, the networth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the Earnings Per Share.
- 10.2. The Buyback Price represents:
- Premium of 59.74 % & 58.01% over the volume weighted average market price of the Equity Shares of NSE and BSE, respectively, during the three months preceding October 29, 2022, being the date of intimation to Stock Exchanges for the Board Meeting to consider the proposal of the Buyback.



- b) Premium of 31.83% and 31.19 % over the closing price of the Equity Share on NSE and BSE, respectively, as on October 28, 2022, being the last trading date prior to the Company's intimation to the Stock Exchanges of the date of the Meeting of the Board of Directors wherein proposal of the Buyback was considered.
- 10.3. The book value per Equity Share of the Company Pre-Buyback as on March 31, 2022 on Standalone and Consolidated basis, was ₹66.75 & ₹71.06 respectively, which will decrease to ₹64.05 & ₹68.43 respectively, post Buyback Offer assuming full acceptance of the Buyback as stated in paragraph 9.12 above.
- 10.4. The earning per Equity Share of the Company pre-Buyback as on March 31, 2022, on Standalone and Consolidated basis, was ₹5.80 & ₹6.50 respectively, which will increase to ₹5.89 & ₹6.60 respectively, post Buyback Offer assuming full acceptance of the Buyback as stated in paragraph 9.12 above.
- 10.5. The return on net-worth of the Company pre Buyback as on March 31, 2022, on Standalone and consolidated basis, was 8.52% & 9.05% respectively which will increase to 9.01% & 9.54% respectively, post Buyback Offer assuming full acceptance of the Buyback as stated in paragraph 9.12 above.
- 10.6. For trends of the market price of equity shares please refer to "stock market data" on page no.37. For details of salient financial parameters both pre and post Buyback based on the latest audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 please refer to paragraph 15 on page no 34.

11. SOURCES OF FUNDS FOR THE BUY BACK

- 11.1. Assuming full acceptance, the funds that would be utilized by the Company for the purpose of the Buyback would be ₹10,00,00,000/- (Rupees Ten Crores Only) excluding Transaction Costs.
- 11.2. The funds for the implementation of the proposed Buyback (including the Transaction Costs) will be sourced out of the free reserves of the Company and no funds will be borrowed from banks and financial institutions for the Buyback.
- 11.3. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares bought back through the Buyback to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent audited financial statement.
- 11.4. The Company confirms that as required under Section 68(2) (d) of the Companies Act and Regulation 4(ii) of the Buyback 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 or equal to 2:1 on Standalone and Consolidated basis after the proposed Buyback.

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

- 12.1. In accordance with Regulation 9(xi) of the Buyback Regulations, the Company has appointed DBS Bank India Limited having its registered office at DBS Bank India Limited, Ground Floor Nos. 11 & 12, Capitol Point, Baba Kharak Singh Marg, Connaught Place, New Delhi and acting through its branch situated at Express Towers, Ground Floor, Nariman Point, Mumbai, Maharashtra 400021,



as the Escrow Agent for the aforementioned Buyback. The Company, the Manager to the Offer and the Escrow Agent have entered into an Escrow Agreement dated November 09, 2022 pursuant to which an Escrow Account in the name and style “**ORBIT EXPORTS LIMITED – ESCROW-BUYBACK 2022**” and Special Account in the name and style “**ORBIT EXPORTS LIMITED – SPECIAL-BUYBACK 2022**” has been opened with the Escrow Agent. The Company has deposited an amount ₹ 2,50,00,000 (Rupees Two Crores Fifty Lakhs Only) in cash, being an amount equivalent to 25% of ₹10,00,00,000/- (Rupees Ten Crores Only), by way of security for the fulfillment of its obligations under the Buyback, on or before the Buyback Opening Date in compliance with the provisions of Regulation 9(xi) of the Buyback Regulations. The Manager to the Buyback is empowered to operate the Escrow Account in accordance with the Buyback Regulations.

- 12.2. The Company has adequate and firm financial resources to fulfill the obligations under the Buyback and the same has been certified vide certificate dated November 04, 2022 issued by M/s B Mundra & Associates, Chartered Accountants, (Proprietor Name: Mr. B L Mundra, Firm Registration Number:136180W, Member No. 148343), having his office at A/302.Girit Paradise, Ghat Kopar Mankhurd Link Road, Indian Oil Nagar, Chembur (West), Mumbai-400043
- 12.3. Based on the above, the Manager to the Buyback confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the Buyback Regulations.

13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- 13.1. The present and post capital structure of the Company is as follows:

(^ in Lakhs)

Sr. No.	Particulars	Pre-Buyback
1	Authorized Share Capital:	
	3,50,00,000 Equity Shares of ₹10/- each	3500.00
2	Issued, Subscribed and Paid-up Capital:	
	2,73,83,065 Equity Shares of ₹10/- each fully paid	2738.30

- 13.2. Assuming full acceptance in the Buyback, the capital structure of the Company post Buyback would be as follows:

(^ in Lakhs)

Sr. No.	Particulars	Post-Buyback
1	Authorized Share Capital:	
	3,50,00,000 Equity Shares of ₹10/- each	3500.00
2	Issued, Subscribed and Paid-up Capital:	
	2,69,74,902 Equity Shares of ₹10/- each	2697.49

- 13.3. The Company has not undertaken any Buyback of its Equity Shares in the last one year from the date of the meeting of the Board in which the proposal for this Buyback was approved, i.e. November 04, 2022.

- 13.4. Details of Buyback done by the Company in the past three financial years:

Opening Date	Closing Date	Method of Buyback	Equity Shares bought back
March 29, 2019	September 04, 2019	Open Market	8,74,791



- 13.5. There are no partly paid up equity shares in the Company.
- 13.6. There are no outstanding instruments convertible into equity shares.
- 13.7. There are no amounts under calls in arrears
- 13.8. The shareholding pattern of the Company, as on the Board Meeting date i.e. November 04, 2022 and after the Buyback (assuming full acceptance of 4,08,163 equity shares in the Buyback), is as follows:

Category of Shareholder	Pre Buyback		Post Buyback [*]	
	Number of equity shares	% to the existing Equity Share	Number of equity shares	% to post Buyback Equity
Promoter and Promoter Group	1,81,06,682	66.12	[●]	[●]
Foreign Investors (Including ADRs, Non-Resident Indians, FIIs, FPIs, Foreign Nationals, and Overseas Corporate Bodies)	45,602	0.17	[●]	[●]
Others (Public, Bodies Corporate, Clearing Members, Trusts and HUF)	92,30,781	33.71		
Total	2,73,83,065	100.00	2,69,74,902	100.00

** Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Equity Shareholders of the Equity Shares up to their Buyback Entitlement.*

- 13.9. There is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Companies Act.
- 13.10. Assuming response to the Buyback to the extent of 100% (full acceptance) from all the Equity Shareholders up to their Buyback Entitlement, the aggregate shareholding of the Promoter and Promoter Group post the Buyback may increase to [●]% from 66.12% prior to the Buyback.
- 13.11. The Promoter/ Promoter Group of the Company will comply with the applicable provisions of the SEBI Takeovers Regulations and subsequent amendments thereto, as per the specified timelines therein.

14. BRIEF INFORMATION OF THE COMPANY

14.1 History of the Company

- Orbit Exports Limited (“OEL” / the “Company”) was incorporated on September 16, 1983, as “Orbit Exports Private Limited” as a Private Limited Company. The name of the Company was changed from “Orbit Exports Private Limited” to “Orbit Exports Limited” and Fresh Certificate of Incorporation consequent to Change of Name was obtained on September 13, 1994, from Registrar of Companies, Mumbai, Maharashtra. The registered office of the Company is situated at 122, Mistry Bhavan, 2nd Floor, Dinshaw Wachha Road, Churchgate, Mumbai, Maharashtra,



400020 and the manufacturing plant of the Company is located at Kosamba, Gujarat, Kalyan, Maharashtra and process house at Vapi, Gujarat.

- The present Promoters of the Company Mr. Pankaj Seth and Mrs. Anisha Seth took over the management of the OEL along with other PACs in 2004 from erstwhile promoters and made an open offer to the remaining shareholders under the erstwhile SEBI (SAST) Regulations, 1997.
- The Company manufactures a wide range of products - from women's apparel to Christmas crafts and home décor to occasion-specific fabrics and finished products. The Company's products are marketed in USA, Latin America, Africa, Europe and the Far East.
- The Equity Shares of the Company are listed on the BSE and NSE since February 24, 1995 and November 05, 2013 respectively.

14.2 The details of changes in the share capital of the Company since incorporation is as follows:

Date of allotment of shares	Number of shares allotted/ subdivided	Face value (₹)	Issue price/ conversion price (₹)	Nature of consideration	Reasons of allotment	Cumulative number of Equity Shares	Paid –up equity share capital (₹)
September 16, 1983	30	100	100	Cash	Subscriber to the Memorandum and Articles of Association	30	3,000
March 25, 1984	4980	100	100	Cash	Private Placement	5010	5,01,000
June 18, 1985	1000	100	100	Cash	Private Placement	6010	6,01,000
October 31, 1985	5990	100	100	Cash	Private Placement	12000	12,00,000
August 5, 1994	192000	100	-	-	Bonus Issue(16:1)	204000	2,04,00,000
August 25, 1994	2040000	10	10	-	Subdivision into shares of ₹10/- each	2040000	2,04,00,000
August 25, 1994	72000	10	25	Cash	Conversion of Preference Share to Equity Shares	2112000	2,11,20,000
August 25, 1994	456000	10	25	Cash	Further Issue to Promoter	2568000	2,56,80,000
February 13, 1995	952700	10	25	Cash	Public Issue	3520700	3,52,07,000
November 14, 2007	3520400	10	10	Cash	Rights Issue (1:1)	7041000	7,04,10,000
April 22, 2008	350000	10	32.15	Cash	Preferential Allotment	73,91,000	7,39,10,000
May 27,2010	275000	10	35	Cash	Preferential Allotment	7666000	7,66,60,000



Date of allotment of shares	Number of shares allotted/ subdivided	Face value (₹)	Issue price/ conversion price (₹)	Nature of consideration	Reasons of allotment	Cumulative number of Equity Shares	Paid –up equity share capital (₹)
March 31, 2011	224560	10	38	Cash	Preferential Allotment - Conversion of Warrants	7890660	7,89,06,600
March 22, 2012	350000	10	38	Cash	Preferential Allotment - Conversion of Warrants	8240660	8,24,06,600
April 27, 2012	225440	10	38	Cash	Preferential Allotment - Conversion of Warrants	8466100	8,46,61,000
July 12, 2012	4233050	10	-	-	Bonus Issue(1:2)	12699150	12,69,91,500
January 16, 2013	400000	10	79.3	Cash	Preferential Allotment - Conversion of Warrants	13099150	13,09,91,500
January 16, 2013	200000	10	--	-	Bonus Issue held in Abeyance(1:2) #	13299150	13,29,91,500
December 16, 2013	400000	10	76.57	Cash	Preferential Allotment - Conversion of Warrants	13699150	13,69,91,500
March 20, 2014	150000	10	76.57	Cash	Preferential Allotment - Conversion of Warrants	13849150	13,84,91,500
June 18, 2014	450000	10	76.57	Cash	Preferential Allotment - Conversion of Warrants	14299150	14,29,91,500
November 05, 2015	30000	10	69.75	Cash	ESOS	14329150	14,32,91,500
January 29, 2016	13000	10	69.75	Cash	ESOS	14342150	14,34,21,500
April 02, 2016	9000	10	69.75	Cash	ESOS	14351150	14,35,11,500
February 07, 2017	14351150	10	-	-	Bonus Issue (1:1)	28702300	28,70,23,000
January 05, 2018	(444444)	10	180	Cash	Buyback	28257856	28,25,78,560



Date of allotment of shares	Number of shares allotted/subdivided	Face value (₹)	Issue price/conversion price (₹)	Nature of consideration	Reasons of allotment	Cumulative number of Equity Shares	Paid –up equity share capital (₹)
March 18, 2019	(874891)	10	130	Cash	Buyback	27383065	27,38,30,650
Total number of outstanding Equity Shares						2,73,83,065	27,38,30,650

The Bonus Shares were held in abeyance in relation to allotment of 400000 warrants on August 11, 2011 which were later converted on January 16, 2013.

14.3 The Details of the Board of Directors of the Company as on date are as follows:.

Name, Designation, Age, Qualification and Occupation	Date of Appointment/ re-appointment at current designation	Other directorship/Partner (name of the company)
<p>Pankaj Shyam Sundar Seth</p> <p>Designation: Chairman & Managing Director</p> <p>Age-58 years</p> <p>Qualification: Commerce Graduate and Masters in Management Studies.</p> <p>Occupation- Business</p>	September 01,2004	Nil
<p>Anisha Pankaj Seth</p> <p>Designation: Whole Time Director</p> <p>Age-58 years</p> <p>Qualification: Graduation in Economics (Hons) and Masters in Management Studies</p> <p>Occupation- Business</p>	September 01,2004	<ul style="list-style-type: none"> • Mediaman Multitrade Private Limited • Newvenue Multitrade Private Limited
<p>Varun Pramod Daga</p> <p>Designation: Non-executive non-Independent Director</p> <p>Age-37 years</p> <p>Qualification: Commerce Graduate</p> <p>Occupation- Business</p>	July 26, 2011	<ul style="list-style-type: none"> • Girik Wealth Advisors Private Limited • Dream 11 Gaming Zone LLP • Girik Advisors LLP



Name, Designation, Age, Qualification and Occupation	Date of Appointment/ re-appointment at current designation	Other directorship/Partner (name of the company)
<p>Pardeep Anant Ram Khosla</p> <p>Designation: Non-executive and Independent Director</p> <p>Age-69 years</p> <p>Qualification: M.A, M.Sc (Hons.) in Physics, MA History, DCM, CAIIB</p> <p>Occupation- Service</p>	July 18, 2014	<ul style="list-style-type: none"> Aban Offshore Limited (Nominee Director) Acumedia Consulting Private Limited Eyeskape Medicals Private Limited
<p>Chetna Manish Malaviya</p> <p>Designation: Non-executive and Independent Director</p> <p>Age-50 years</p> <p>Qualification: MBA in Human Resources</p> <p>Occupation- Service</p>	June 22,2020	<ul style="list-style-type: none"> Kitchenopedia Appliances Private Limited EFSL Comtrade Limited Serenity Business Park Limited Auris Corporate Centre Limited
<p>Sunil Ramesh Buch</p> <p>Designation: Non-executive and Independent Director</p> <p>Age-58 years</p> <p>Qualification: Science Graduate and MBA from Mumbai University</p> <p>Occupation- Business</p>	February 04,2019	<ul style="list-style-type: none"> Wellness Niyamas LLP

14.4 The details of changes in the Board of Directors during the last 3 (Three) years are as under:-

Name	Nature of Change	Effective date	Reasons
Anisha Pankaj Seth	Appointment	01/04/2020	-
Chetna Manish Malaviya	Appointment	22/06/2020	-
Balkrishna Vithalrao Patil	Resignation	30/09/2019	Retirement
Sunil Ramesh Buch	Change in Designation	30/09/2019	-
Bruce Larry Kieval	Resignation	25/09/2019	Personal Reasons
Gopikrishna Bubna Bilasrai	Resignation	04/02/2019	Personal Reasons



15. FINANCIAL INFORMATION ABOUT THE COMPANY

15.1. The salient financial information of the Company as extracted from the audited financial statements for the last three years being March 31, 2022, March 31, 2021, and March 31, 2020, and unaudited limited review financial statement for the half year ended September 30, 2022 are as under:

Standalone

(₹ in Lakhs unless stated otherwise)

Particulars	Limited Reviewed	Audited		
	For Six-months ended on September 30, 2022	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Revenue from Operations	10,399.00	12,310.70	6,451.88	13,969.65
Other Income	238.69	442.17	462.76	419.65
Total Income	10,637.69	12,752.87	6,914.64	14,389.30
Total Expenses (Excluding Interest and Depreciation & Amortization)	7,103.04	9,211.72	5,452.96	9,964.89
EBITDA	3,534.65	3,541.15	1,461.68	4,424.41
Depreciation & Amortization	674.52	1,186.09	1,096.37	1,167.47
Interest	165.14	194.87	129.76	145.52
Profit Before Exceptional Item	2,694.99	2,160.19	235.55	3,111.42
Exceptional Items	-	51.68	178.73	-
Profit Before Tax	2,694.99	2,108.51	56.82	3,111.42
Provision for tax (including deferred tax)	664.38	519.58	(36.75)	798.29
Profit/ (Loss) after tax	2030.61	1588.93	93.57	2313.13
Other Comprehensive Income	(1.87)	(32.10)	29.12	(25.32)
Total Comprehensive Income	2,028.74	1,556.83	122.69	2,287.81
Equity Share Capital	2,738.31	2,738.31	2,738.31	2,738.31
Reserves & Surplus	17,598.57	15,539.85	13,971.43	13,848.74
Net worth	20,336.88	18,278.16	16,709.74	16,587.05
Total Debt	3,939.88	3,917.24	1,436.68	1,607.94



Key Financial Ratios

Particulars	Limited Reviewed	Audited		
	For Six-months ended on September 30, 2022	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Key Ratios				
Earnings per Share:				
– Basic (₹) ⁽¹⁾	7.42	5.80	0.34	8.28
– Diluted (₹) ⁽²⁾	7.39	5.80	0.34	8.28
Networth (₹ in Lakhs) ⁽³⁾	20,336.88	18,278.16	16,709.74	16,587.05
Book Value per Share (₹) ⁽⁴⁾	74.27	66.75	61.02	60.57
Return on Net Worth(%) ⁽⁵⁾	9.98%	8.69%	0.56%	13.95%
Debt-Equity Ratio ⁽⁶⁾	0.19	0.21	0.09	0.10

Consolidated

(₹ in Lakhs unless stated otherwise)

Particulars	Limited Reviewed	Audited		
	For Six-months ended on September 30, 2022	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Revenue from Operations	10,674.82	12,674.82	6,844.37	14,603.30
Other Income	238.69	442.17	462.76	419.65
Total Income	10,913.51	13,116.99	7,307.13	15,022.95
Total Expenses (Excluding Interest and Depreciation & Amortization)	7,347.86	9,638.86	5,773.95	10,512.70
EBITDA	3,565.65	3,478.13	1,533.18	4,510.25
Depreciation & Amortization	674.56	1186.53	1,097.89	1,169.15
Interest	165.14	194.87	129.76	145.52
Profit Before Exceptional Item	2,725.95	2,096.73	305.53	3,195.58
Exceptional Items	-	51.68	178.73	-
Share of Profits/(Loss) of Associates and Joint Venture	164.64	259.97	77.44	234.65
Profit Before Tax	2,890.59	2,305.02	204.24	3,430.23
Provision for tax (including deferred tax)	667.65	525.20	(34.23)	803.75
Profit/ (Loss) after tax	2222.94	1779.82	238.47	2,626.48
Other Comprehensive Income	76.63	(18.85)	39.12	(81.80)
Total Comprehensive Income	2,299.57	1,760.97	277.59	2544.68
Equity Share Capital	2,738.31	2,738.31	2,738.31	2,738.31
Reserves & Surplus	19,050.08	16,720.53	14,947.96	14,670.37
Net worth	21,788.39	19,458.84	17,686.27	17,408.68
Total Debt	3,939.88	3,917.24	1,436.68	1,607.94

**Key Financial Ratios**

Particulars	Limited Reviewed	Audited		
	For Six-months ended on September 30, 2022	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Key Ratios				
Earnings per Share:				
– Basic (₹) ⁽¹⁾	8.12	6.50	0.87	9.40
– Diluted (₹) ⁽²⁾	8.09	6.50	0.87	9.40
Networth (₹ in Lakhs) ⁽³⁾	21,788.38	19,458.84	17,686.27	17,408.68
Book Value per Share (₹) ⁽⁴⁾	79.57	71.06	64.59	63.57
Return on Net Worth(%) ⁽⁵⁾	10.20%	9.15%	1.35%	15.09%
Debt-Equity Ratio ⁽⁶⁾	0.18	0.20	0.08	0.09

Notes: The key ratios have been computed as below:

1)	Basic Earnings per Share	Profit After Tax/Weighted Average Number of Shares outstanding for the period
2)	Diluted Earnings per Share	Profit After Tax/Weighted Average Number of Diluted Shares outstanding for the period
3)	Net Worth	Equity Share Capital + Other Equity
4)	Book value per share	Net Worth/Number of Shares at the end of the period
5)	Return on net worth	Profit after tax / Net worth
6)	Debt - Equity Ratio	Total debts / Net worth
7)	Total Debts	Non-current + current borrowings incurrent maturity of long term borrowings

16. STOCK MARKET DATA

16.1. The Equity Shares are currently listed and traded on BSE and NSE.

16.2. The high, low and average market prices in preceding three financial years and the monthly high, low and average market prices during the six months preceding the date of publication of Public Announcement and the corresponding volumes on BSE and NSE being the stock exchange where the shares are traded are as follows:



BSE

Period	High Price (₹)	Date of High Price & Number of shares traded on that date	Low Price (₹)	Date of Low Price & Number of shares traded on that date	Average Price (₹)	Total Volume Traded in the period (No. of shares)
PRECEDING 3 YEARS						
FY 2021-22	144.50	22-03-2022 (1,10,284)	56.10	20-04-2021 (1,179)	81.71	38,58,304
FY 2020-21	84.95	08-01-2021 (71,703)	48.35	27-05-2020 (140)	63.13	11,40,904
FY 2019-20	124.35	02-07-2019 (695)	52.65	23-03-2020 (90,654)	95.27	6,60,072
PRECEDING 6 MONTHS						
Oct 2022	186.75	28-10-2022 (69,325)	155.35	03-10-2022 (515)	164.80	1,51,337
Sep 2022	171.8	19-09-2022 (5,043)	146.90	26-09-2022 (17,327)	157.90	1,98,974
Aug 2022	158.6	18-08-2022 (37,180)	114.65	01-08-2022 (4,367)	140.09	3,22,933
Jul 2022	113.25	29-07-2022 (243)	101.45	06-07-2022 (767)	107.92	19,753
Jun 2022	115.55	02-06-2022 (4,381)	97.85	17-06-2022 (1,087)	106.88	57,058
May 2022	117.95	02-05-2022 (8,442)	98.75	13-05-2022 (16,473)	107.82	1,04,213

Source: www.bseindia.com

**NSE**

Period	High Price (₹)	Date of High Price & Number of shares traded on that date	Low Price (₹)	Date of Low Price & Number of shares traded on that date	Average Price (₹)	Total Volume Traded in the period (No. of shares)
PRECEDING 3 YEARS						
FY 2021-22	72.60	20-05-2021 (1,06,390)	56.10	20-04-2021 (7,519)	63.04	8,46,296
FY 2020-21	84.35	08-01-2021 (5,47,397)	49.20	27-05-2020 (4,205)	63.10	78,69,158
FY 2019-20	120.2	03-07-2019 (2,038)	50.75	23-03-2020 (1,87,011)	97.25	20,04,747
PRECEDING 6 MONTHS						
Oct 2022	185.85	28-10-2022 (4,63,592)	155.50	03-10-2022 (24,656)	164.79	11,02,508
Sep 2022	172.25	19-09-2022 (1,07,968)	147.75	27-09-2022 (58,319)	158.12	18,51,545
Aug 2022	158.4	18-08-2022 (10,17,000)	115.05	01-08-2022 (31,872)	140.02	39,14,068
Jul 2022	114	29-07-2022 (13,665)	102.05	06-07-2022 (9,774)	108.16	3,99,888
Jun 2022	115.45	02-06-2022 (27,696)	98.15	17-06-2022 (8,834)	106.88	3,37,520
May 2022	117.85	02-05-2022 (56,475)	99.80	13-05-2022 (34,396)	107.70	8,35,688

Source: www.nseindia.com

Note: High and Low price for the period are based on closing prices and Average Price is based on average of closing price.

- 16.3. As on October 28, 2022 being the last trading day before the intimation of Board meeting, the closing price was ₹ 186.75 and ₹ 185.85 on BSE and NSE, respectively. The closing market price as on November 04, 2022, i.e., being the date of Board Meeting approving the Buyback was ₹ 191.25 & ₹ 191.10 per Equity Share on BSE and NSE, respectively. The closing market price as on the date of publication of Public Announcement being November 09, 2022 was ₹ 185.20 & ₹ 185.40 on BSE and NSE respectively.

17. DETAILS OF THE STATUTORY APPROVALS

- 17.1. The Board of Directors of the Company at its meeting held on November 04, 2022 approved and passed the proposal of Buyback.
- 17.2. The Buyback Offer is subject to approval, if any required, under the provisions of the Companies Act, FEMA, the Buyback Regulations and/or such other applicable rules and regulations in force for the time being.



- 17.3. Buyback from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities as applicable. NRIs and erstwhile OCBs must obtain all approvals required to tender the Equity Shares held by them in this Buyback (including without limitation the approval from the RBI). It is the obligation of such non-resident shareholders, NRI, OCB shareholders, to obtain such approvals and submit the same along with the Tender Form, so as to enable them to tender Equity Shares in the Buyback and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment to the Eligible Shareholders in respect of whom no prior RBI approval is required and not accept Equity Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted.
- 17.4. By agreeing to participate in the Buyback, the non-resident Eligible Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting.
- 17.5. As of date of this Draft Letter of Offer, there is no other statutory or regulatory approval required to implement the Buyback Offer, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buyback Offer will be subject to such statutory or regulatory approval(s). In the event of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buyback Offer, if any, shall be intimated to the Stock Exchanges

18. DETAILS OF THE REGISTRAR TO THE BUY BACK

- 18.1. The Seller Member/Shareholder are required to send the Tender Form and requisite documents by superscribing the envelope as “**Orbit Exports Limited-Buyback 2022**”, either by hand delivery, registered post or courier, to the Registrar to the Buyback Offer at their address given below, so that the documents are received on or before closing date i.e. [•] (by 5 PM):

REGISTRAR TO THE BUY BACK:

LINK Intime

Link Intime India Private Limited

C 101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai 400 083, Maharashtra, India.

Tel. No.: +91 810 811 4949; **Fax:** +91-22-4918 6195

Contact Person: Sumeet Deshpande

Email: orbitexport.buyback@linkintime.co.in

Website: www.linkintime.co.in

SEBI Registration Number: INR000004058

CIN: U67190MH1999PTC118368

THE TENDER FORM AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK OFFER.

EQUITY SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS OTHERWISE SUCH DOCUMENTS ARE LIABLE TO BE REJECTED.



19. PROCESS AND METHODOLOGY FOR THE BUYBACK

- 19.1.** The Company proposes to Buyback up to 4,08,163 (Four Lakhs Eight Thousand One Sixty three) fully paid-up Equity Shares representing 1.49% of the total number of fully paid up Equity Shares of the Company, from the Eligible Shareholders as on the Record Date, on a proportionate basis, through the Tender Offer route at the Buyback Price, i.e. ₹245/- (Rupees Two Hundred Forty Five Only) per Equity Share, payable in cash for an amount not exceeding ₹10,00,00,000/- (Rupees Ten Crores Only) which represents 5.53% and 5.17% of the fully paid-up equity share capital and free reserves as per the audited standalone and consolidated financial statements, respectively of the Company for the financial year ended March 31, 2022 (the last audited financial statements available as on the date of the Board Meeting approving the Buyback) and is within the statutory limits of 10% of the fully paid-up equity share capital and free reserves as per audited standalone and consolidated financial statements of the Company under the Board of Directors approval route as per the provisions of the Section 68(2)(b) of the Companies Act. The Buyback is in accordance with Article 8.2 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and other applicable provisions, if any, of the Companies Act, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in compliance with the Buyback Regulations.
- 19.2.** The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buyback.
- 19.3.** The aggregate shareholding of the Promoter and Promoter Group as at the date of the Public Announcement is 1,81,06,682 Equity Shares which represents 66.12% of the paid-up equity share capital of the Company. In terms of the Buyback Regulations, under the Tender Offer route, the Promoter and Promoter Group of the Company have the option to participate in the Buyback. In this regard, the Promoter and Promoter Group of the Company, have expressed their intention vide their letters dated November 04, 2022 to participate in the Buyback and offer up to such equity shares in compliance with the Buyback Regulations/terms of the Buyback as detailed in page 20 of this Draft Letter of Offer.
- 19.4.** Assuming Acceptance of all Equity Shares tendered in the Buyback from the Eligible Shareholders up to their respective Buyback Entitlement, the shareholding of the Promoter and Promoter Group after the completion of the Buyback may increase from 66.12% to [●]% of the post-Buyback total paid-up equity share capital of the Company.
- 19.5.** The Promoter/ Promoter Group of the Company will comply with the applicable provisions of the SEBI Takeover Regulations and subsequent amendments thereto, as per the specified timelines therein.
- 19.6. Record Date and Ratio of Buyback as per the Buyback Entitlement in each Category**
- a) The Board in its Meeting held on November 04, 2022, has announced November 18, 2022, as Record Date for the purpose of determining the Buyback Entitlement and the names of the Equity Shareholders who are eligible to participate in the Buyback.



- b) The Equity Shares proposed to be bought back by the Company as a part of this Buyback are divided into two categories:
1. Reserved category for Small Shareholders (“**Reserved Category**”); and
 2. General Category for other Eligible Shareholders (“**General Category**”).
- c) As on the Record Date, the volume of Shares traded on NSE was [●] Equity Shares and on BSE was [●] Equity Shares. Accordingly, [●] being the exchange with highest turnover, the closing price was ₹ [●] and hence all Shareholders holding not more than [●] Equity Shares as on the Record Date are classified as “Small Shareholders” for the purpose of the Buyback Offer.
- d) Based on the above definition, there are [●] Small Shareholders, with an aggregate shareholding of [●] Equity Shares, as on the Record Date, which constitutes [●]% of the outstanding paid up equity share capital of the Company and [●]% of the maximum number of Equity Shares which are proposed to be bought back as part of this Buyback Offer.
- e) In accordance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders will be [●] Equity Shares, which is the higher of:
- 1) Fifteen percent of the number of Equity Shares which the Company proposes to buy back, i.e., 15% of 4,08,163 (Four Lakhs Eight Thousand One Hundred Sixty Three) Equity Shares, which works out to 61,224 Equity Shares; or
 - 2) The number of Equity Shares to which the Small Shareholders are entitled, as per their shareholding as on Record Date, [i.e., $(\frac{[●]}{[●]} \times [●])$], which works out to [●] Equity Shares.

All the outstanding fully paid-up Equity Shares have been used for computing the Buyback Entitlement of Small Shareholders since the Promoter and Promoter Group also intend to offer Equity Shares held by them in the Buyback

Based on the above and in accordance with Regulation 6 of the Buyback Regulations, [●] Equity Shares will be reserved for Small Shareholders. Accordingly, General Category shall consist of [●] Equity Shares.

Based on the above Buyback Entitlements, the ratio of Buyback for both categories is decided as below:

Category of Shareholders	Ratio of Buyback
Reserved Category for Small Shareholders	[●] Equity Shares out of every [●] fully paid-up Equity Shares held on the Record Date.
General Category for all other Equity Shareholders	[●] Equity Shares out of every [●] fully paid-up Equity Shares held on the Record Date.

Note: The above ratio of Buyback is approximate and provides an indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above ratio may provide a slightly different number due to rounding off. The actual Buyback Entitlement for Reserved category for Small Shareholders is [●] and General category for all other Eligible Shareholders is [●].



19.7. Fractional Entitlements:

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

On account of ignoring the fractional entitlement, those Small Shareholders who hold [●] or less Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender Additional Equity Shares as part of the Buyback Offer and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered for Additional Equity Shares

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

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

- a) Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- b) Post the acceptance as described in Clause 19.8(a) above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered Additional Equity Shares as part of the Buyback, shall be given preference and one share each from the Additional Equity Shares applied by these Small Shareholders shall be bought back in the Reserved Category.
- c) Post the acceptance as described in Clause 19.8(a) and 19.8(b) above, in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buyback Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptances per Small Shareholders shall be made in accordance with the Buyback Regulations, i.e. valid Acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small Shareholder divided by the total Additional Equity Shares validly tendered and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category. For the purpose of this calculation, the Additional Equity Shares taken into account for such Small Shareholders, from whom one Equity Share has been accepted in accordance with clause 19.8(b), shall be reduced by one.
- d) Adjustment for fractional result in case of proportionate Acceptance, as described in paragraph 19.8. (C) above:
 - i. For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.



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

In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board of Directors of the Company or any person(s) authorized by the Board of Directors will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Clause 19 of this DLOF.

19.9. Basis of Acceptance of Shares validly tendered in the General Category:

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

- a) Acceptance of 100% Equity Shares from other Eligible Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- b) Post the Acceptance as described in Clause 19.9(a), in case there are any Equity Shares left to be bought back in the General Category, the Additional Equity Shares tendered by the other Eligible Shareholders over and above their Buyback Entitlement shall be Accepted in proportion of the Additional Equity Shares tendered by them and the acceptances per shareholder shall be made in accordance with the Regulations, i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by the Eligible Shareholders divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be Accepted in General Category.
- c) Adjustment for fractional results in case of proportionate acceptance as described in paragraph 19.9 (a) and (b) above:
 - i) For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - ii) For any Eligible Shareholder if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board of Directors of the Company or any person(s) authorized by the Board of Directors will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Clause 19 of this DLOF.



19.10. Basis of Acceptance of Equity Shares between Categories

- a) In case there are any Equity Shares left to be bought back in one category (“**Partially filled Category**”) after Acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the second category, then the Additional Equity Shares in the second category shall be accepted proportionately, i.e. valid Acceptances per Eligible Shareholder shall be equal to the additional outstanding Equity Shares validly tendered by an Eligible Shareholder in the second category divided by the total additional outstanding Equity Shares validly tendered in the second category and multiplied by the total pending number of Equity Shares to be bought back in the partially filled category.
- b) If the Partially filled Category is the General Category, and the second category is the Reserved Category for Small Shareholders, then for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom one Equity Share has been accepted in accordance with clause 19.8(b) shall be reduced by one.
- c) Adjustment for fraction results in case of proportionate Acceptance, as defined in paragraph 19.10 (a) and (b) above:
 - i) For any shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - ii) For any shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

19.11. For avoidance of doubt, it is clarified that:

- a) the Equity Shares accepted under the Buyback from each Eligible Shareholder, in accordance with clauses above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholder;
- b) the Equity Shares accepted under the Buyback from each Eligible Shareholder, in accordance with clauses above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date; and
- c) the Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the clauses above.

19.12. Clubbing of Entitlement

In accordance with Regulation 9(ix) of Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Company shall club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club



together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Company 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, pension funds/trusts and insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar 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

20 PROCEDURE FOR TENDER OFFER AND SETTLEMENT

- 20.1. The Buyback is open to all Eligible Shareholders, who hold Equity Shares as on the record date.
- 20.2. The Company proposes to effect the Buyback through a tender offer method, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback as well as the detailed disclosures as specified in the Buyback Regulations, will be mailed/ dispatched to Eligible Shareholders of the Company whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date.
- 20.3. The equity shares of the Company are listed on the BSE and the NSE. The Buyback will be implemented using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI Circular (“Stock Exchange Mechanism”) and following the procedure prescribed in the Companies Act and the Buy-back Regulations and as may be determined by the Board and on such terms and conditions as may be permitted by law from time to time.
- 20.4. The Letter of Offer shall be dispatched by electronic means to Eligible Shareholders who have registered their email address with the depositories / the Company. If Eligible Shareholders wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar at the address mentioned at paragraph 27 below. The Letter of Offer shall be dispatched through physical mode to Eligible Shareholders who have not registered their email address with the depositories/ Company.
- 20.5. The Company will not accept any Equity Shares offered for Buyback where there exists any restraint order of a Court for transfer / disposal/ sale or where loss of share certificates has been notified to the Company and the duplicate share certificate have not been issued either due to such request being under process as per the provisions of law or otherwise or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists
- 20.6. The Company shall comply with Regulation 24(v) of the Buyback Regulations which states that the Company shall not buyback the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable.



- 20.7. Eligible Shareholders will have to transfer the Equity Shares from the same demat account in which they were holding the 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 to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback. The Board or Audit Committee authorized by the Board will have the authority to decide such final allocation in case of non-receipt of sufficient proof by such Eligible Shareholder.
- 20.8. Shareholders' participation in Buyback will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of the Equity Shares accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, as a result of the decrease in the paid-up Equity Share Capital, without additional investment. The Eligible Shareholders may also tender a part of their Buyback Entitlement. Eligible Shareholders also have the option of tendering Additional Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Shareholders, if any
- 20.9. The tender in the Buyback Offer should be unconditional, on the enclosed Tender Form and sent along with other documents duly filled and signed by all the Eligible Shareholder(s).
- 20.10. After accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in other category.
- 20.11. The Buyback shall be implemented using the the "Mechanism for acquisition of shares through Stock Exchange pursuant to tender offer under Buyback" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI circular CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendments thereof, NSE circular no. 63/2020 dated August 06, 2020 and BSE Notice No. 20201102-43 dated November 2, 2020.
- 20.12. For implementation of the Buyback, the Company has appointed Keynote Capitals Limited as the registered broker to the Company (the "**Company's Broker**") to facilitate the process of tendering of Equity Shares through Stock Exchange Mechanism for the Buyback. The contact details of the Company's Broker are as follows:

KEYNOTE

Keynote Capitals Limited

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (W), Mumbai - 400 028

Contact Person: Alpesh Mehta; **Tel:** +91 22 6826 6000-3

Email: alpesh@keynoteindia.net **Website:** www.keynoteindia.net

SEBI Reg No: INZ000241530

- 20.13. The Company will request BSE to provide the separate Acquisition Window to facilitate placing of bid by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the platform will be as specified by BSE from time to time. In the event, the Shareholder Broker(s) of any Eligible



Shareholder is not registered with BSE as a trading member/stockbroker, then that Eligible Shareholder can approach any BSE registered stockbroker and can register themselves by using quick unique client code facility through the BSE registered stockbroker (after submitting all details as may be required by such BSE registered stockbroker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other registered broker, Eligible Shareholders may approach Company's Broker i.e., Keynote Capitals Limited to place their bids, subject to completion of KYC requirements as required by the Company's Broker

- 20.14. During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window of BSE by Eligible Shareholders through their respective Seller Broker during normal trading hours of the secondary market.
- 20.15. Modification / cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buyback Offer. Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance
- 20.16. The cumulative quantity tendered shall be made available on the website of the BSE at www.bseindia.com throughout the trading session and will be updated at specific intervals during the Tendering Period.
- 20.17. All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard. Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
 1. Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
 2. Duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder has expired; and
 3. In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).
- 20.18. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the Dematerialized form:**
 - a) Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under Buyback would have to do so through their respective Seller Member by indicating to them the details of Equity Shares they intend to tender under the Buyback.
 - b) The Seller Member would be required to place a bid on behalf of the Shareholders who wish to tender Equity Shares in the Buy Back using the Acquisition Window of the Stock Exchange.
 - c) The lien shall be marked by the Seller Member in the demat Account of the Eligible Shareholders for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the shareholder shall be provided by the Depositories to Clearing Corporation.



- d) In case, the Shareholders Demat Account is held with one Depository and Clearing Member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter Depository Tender Offer (“IDT”) instructions shall be initiated by the Eligible Shareholders at source depository to Clearing Member/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 sends IDT message to target Depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation.
- e) For Custodian Participant orders, for demat Equity Shares early pay-in is mandatory prior to confirmation of order by custodian participant. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian participant confirmation and the revised order shall be sent to the custodian participant again for confirmation.
- f) Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip (“TRS”) generated by the Exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc.
- g) It is clarified that in case of dematerialized Equity Shares, non-receipt of the completed tender form and other documents, but if the lien is marked successfully in the depository system and a valid bid in the exchange bidding system, the bid for Buyback shall be deemed to have been accepted.

20.19. Procedure to be followed by registered shareholders holding Equity Shares in the Physical form:

- h) In accordance with the Frequently Asked Questions issued by SEBI, “FAQs - Tendering of physical shares in buy-back offer/ open offer/ exit offer/delisting” dated February 20, 2020, and SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. The procedure is as below:
 - i) Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach the Seller Member along with the complete set of documents for verification procedures to be carried out including the (i) Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/ Form SH-4 duly filled and signed by the transferors (i.e. by all registered shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company, (iv) self-attested copy of the shareholder’s PAN Card, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be



required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

- ii) The Seller Member/Shareholder has to deliver the original share certificate(s) & documents (as mentioned above) along with TRS either by registered post or courier or hand delivery to the Registrar to the Buyback i.e Link Intime India Private Limited (the Registrar”) (at the address mentioned at paragraph 27 on or before closing date. The envelope should be superscribed as “**Orbit Exports Limited-Buyback 2022**”. The Physical Share Certificates are required to be submitted to the Registrar to the Buyback within 2 (two) days of bidding by Seller Member/Shareholder. One copy of the TRS will be retained by the Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Member/Shareholder.
- iii) Based on these documents, the concerned Seller Member shall place the bid on behalf of Eligible Shareholders holding Equity Shares in physical form using the Acquisition Window of BSE. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Shareholder. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered etc.
- iv) Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for buyback by the Company shall be subject to verification of the original share certificate (s) and documents as per the Buy-back Regulations and any further directions issued in this regard. Registrar to the Buyback 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 Buyback 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.
- v) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholder should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- vi) An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback 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.

20.20. For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (Read with paragraph 17 “DETAILS OF THE STATUTORY APPROVALS”):

- i) While tendering their Equity Shares under the Buyback Offer, all Non-Resident Equity Shareholders should provide relevant confirmations/ declarations vide the duly filled-in and signed (by all Shareholders in case the Equity Shares are held in joint names) Tender Forms. In the event relevant confirmations / declarations are not provided in the Tender Forms or there is ambiguity in the information provided, the Company reserves the right to reject such Tender Forms.



- ii) FII/FPI Shareholders should also enclose a copy of their SEBI registration certificate. Erstwhile OCBs are required to obtain specific prior approval from RBI for tendering Equity Shares in the Buyback Offer. OCBs are required to obtain and enclose RBI approval for tendering Shares in the Buyback Offer. The Company shall not accept Equity Shares from OCBs/ NRIs in respect of whom such RBI approval is required and copies of such approvals are not submitted.
- iii) Where Non-Resident Shareholder is tax resident of a country which has entered into a DTAA with India, it may be possible for the Non-Resident Shareholder to avail the beneficial provisions, if any, under the DTAA. If the Non-Resident Shareholder opts to avail the beneficial provisions as per DTAA, a tax residency certificate of such person from the tax authorities of the country of which such person is the tax resident and prescribed Form 10F, along with all the other prescribed information, as also a copy of the self-certified declaration for non-existence of a permanent establishment should be submitted along with the Tender Form. A copy of the Tender Form must also be provided to the relevant Seller Broker.
- iv) If the Non-Resident Shareholder requires the Seller Broker not to deduct tax, or to deduct tax at a lower rate, or on a lower amount, for any reason, they would need to obtain a certificate from the Income- tax authorities, either under Section 195(3) or under Section 197 of the Income Tax Act, 1961 and submit this to Company and the Shareholders' Broker while submitting the Tender Form. In absence of such certificate from the Income-tax authorities, the Shareholders' Broker shall deduct tax on gross consideration at the prescribed rate of tax.
- v) It is recommended that the Non-Resident Shareholders submit a copy of the PAN card along with the Tender Form as PAN verification is necessary for the Company and Shareholders' Broker to deduct taxes at the appropriate rate as well as to avoid queries regarding availability of tax credit on the TRACES website. In the absence of PAN, a different rate may be applicable as per the provisions of the Indian tax laws.
- vi) Non-Resident Shareholders who have acquired Equity Shares of the Company under the approval route of the RBI and erstwhile OCBs are required to submit copies of earlier RBI approvals along with their respective Tender Forms.
- vii) In case the Equity Shares are held on repatriation basis, the Non-Resident Shareholders should enclose the supporting documents. Such documents could include:
 - i) a copy of the permission received by them from RBI at the time of the original acquisition of Shares.
 - ii) a letter from the Shareholder's authorized dealer/bank confirming that at the time of acquiring the said Equity Shares, payment for this was made by the Non-Resident Shareholder from the appropriate account as specified by RBI in its approval.
 - iii) any other document which evidences repatriability of sale proceeds in respect of the tendered Shares.
- viii) In case the Non-Resident Shareholder is not in a position to produce supporting documents towards enabling repatriation, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the 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 Offer i.e. by way of credit to an non-repatriation bank account or issuance of rupee demand draft.



20.21. In case of non-receipt of the Letter of Offer:

An Eligible Shareholder may participate in the Offer by downloading the Tender Form from the website of the Company i.e. www.orbitexports.com or the website of the Registrar (<https://web.linkintime.co.in/Offer/Default.aspx>) send an application in writing on plain paper signed by all Eligible Shareholders stating name, address, number of Equity Shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number, number of Equity Shares tendered for the Buyback (along with the necessary documents mentioned under paragraph 20). The Tender Form along with necessary documents should reach the Registrar to the Buyback Offer on or before closing date i.e., [•] (by 5.00 PM).

Eligible Shareholder(s) who intend to participate in the Buyback using the 'plain paper' option as mentioned in this paragraph are advised to confirm their entitlement from the Registrar to the Buyback Offer, before participating in the Buyback.

Please note that Eligible Person(s) who intend to participate in the Buyback will be required to approach their respective Seller Broker (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Seller Broker or broker in the electronic platform to be made available by BSE before the Buyback Closing Date, otherwise such documents are liable to be rejected.

The Company shall accept Equity Shares validly tendered by the Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement.

The non-receipt of this Draft Letter of Offer by, or accidental omission to dispatch this Draft Letter of Offer to any Eligible Shareholder, shall not invalidate the Offer to any person who is eligible to receive this Offer under the Buyback. Eligible Shareholders not receiving the Letter of Offer, if they so desire, may also apply on the Tender Form downloaded from SEBI website (www.sebi.gov.in) or obtain a duplicate copy by writing to the Registrar to the Buyback Offer. Please note that the Company shall accept Equity Shares validly tendered for the Buyback Offer on the basis of their holding and entitlement as appearing in the records of the Company as on the Record Date.

The acceptance of the Buyback Offer made by the Company is entirely at the discretion of the Eligible Shareholders of the Company. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback Offer. The Company will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

Depositories are required to provide information to the Clearing Corporation about the shareholder on whose behalf the Seller Broker has placed a sell order. This information shall include investor PAN, beneficiary account details and bank details including IFSC code.



20.22. METHOD OF SETTLEMENT

- a) Upon finalization of the basis of acceptance as per Buy-back Regulations:
 - i) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
 - ii) The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's Bank account as per the prescribed schedule. The settlement of fund obligation for Demat Shares shall be affected as per the SEBI circulars and as prescribed by BSE and Clearing Corporation from time to time. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to the respective Shareholders. If the respective Shareholder's bank account details are not available or if the fund transfer instruction is rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Seller Member's settlement bank account for onward transfer to such respective Shareholders. On acceptance of physical shares by the Registrar, the funds received from Company's Broker by the Clearing Corporation will be released to the Seller Member's as per secondary market pay out mechanism.
 - iii) In case of Eligible Shareholder where there are specific RBI and other regulatory requirements pertaining to funds pay-out, which do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Members settlement bank account for onward transfer to the Eligible Shareholders. For this purpose, the client type details would be collected from the Registrar to the Buyback.
 - iv) 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 Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On Settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
 - v) In the case of Inter Depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source Depository will not be able to release the lien without a release of IDT message from Target Depository. Further, release of IDT message shall be sent by target Depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with Bid accepted detail as received from the Company or the Registrar to the Buyback. 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.
 - vi) Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted equity shares in case the equity shares accepted by the Company are



less than the equity shares tendered in the Buyback by the Equity Shareholders holding equity shares in the physical form.

- vii) The Equity Shares bought back in the demat form would be transferred to the special demat account of the Company (“**Demat Escrow Account**”) opened for the Buyback.
- viii) Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, charges, and expenses (including brokerage) that may be levied by the Seller Member upon the selling Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholders.
- ix) The Seller Member would issue contract note & pay the consideration for the Equity Shares accepted under the Buyback and will unblock the excess unaccepted Equity Shares. Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- x) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds pay-out including those prescribed by the RBI) who do not opt to settle through custodians, the funds pay-out would be given to their respective Shareholder Broker’s settlement accounts for releasing the same to such shareholder’s account.
- xi) The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-back Regulations.

20.23. Rejection Criteria

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

For Eligible Shareholders holding Equity Shares in the dematerialized form:

- (i) If the Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or
- (ii) If there is a name mismatch in the dematerialized account of the Shareholder and PAN.

For Eligible Shareholders holding Equity Shares in the physical form:

- (i) If the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the Buyback Closing Date i.e., [●] by 5 pm (IST);
- (ii) If there is any other company’s share certificate / invalid certificate enclosed with the Tender Form instead of the share certificate of the Company;
- (iii) If the transmission of Equity Shares is not completed, and the Equity Shares are



- not in the name of the Eligible Shareholders;
- (iv) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical share certificate;
- (v) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar;
- (vi) Where there exists any restraint order of a court/ any other competent authority for transfer/ disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.
- (vii) If the PAN cards (self-attested) of the Shareholder and all the joint holders, are not submitted with the form.

21. NOTE ON TAXATION

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

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND THERE CAN BE NO LIABILITY ON THE COMPANY IF ANY ACTION IS TAKEN BY THE SHAREHOLDER SOLELY BASED ON THIS TAX SUMMARY. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUYBACK OF EQUITY SHARES LISTED ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

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

General

The Indian tax year runs from April 1 to March 31. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act 1961 (“ITA”).

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her Indian sourced income or income received by such person in India vide Finance Act, 2021, certain non-resident individuals are deemed to be resident in India upon triggering of certain conditions. Deemed residents would be liable to pay tax in India only on their Indian sourced income.

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



prescribed under the relevant Double Tax Avoidance Agreement (“DTAA”) as modified by the Multilateral Instrument (“MLI”), if the same is applicable to the relevant DTAA between India and the respective country of which the said non-resident shareholder is tax resident subject to satisfaction of the relevant conditions including non-applicability of General Anti-Avoidance Rule (“GAAR”) and providing and maintaining necessary information and documents as prescribed under the ITA as well as satisfying the relevant conditions under the respective DTAA including anti-abuse measures under the MLI, if applicable.

Classification of Shareholders

Section 6 of the ITA, determines the residential status of an assessee. Accordingly, shareholders can be classified broadly in two categories as below:

- A) Resident Shareholders being:
- Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP) and Body of Individuals (BOI), Firm, LLP
 - Others (corporate bodies):
 - Company
 - Other than Company
- B) Deemed Resident Shareholder –an individual being a citizen of India who is not liable to tax in any other country or territory by reason of domicile, residence or any other criteria of similar nature and has total income other than foreign sourced income exceeding Rs. 15 lakh during the tax year.
- C) Non-Resident Shareholders being:
- Non-Resident Indians (NRIs)
 - Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)
 - Others:
 - Foreign Company
 - Foreign non-corporate shareholders

The summary of tax implications on Buyback of equity shares listed on the stock exchanges in India is set out below. All references to equity shares in this note refer to equity shares listed on the stock exchanges in India unless stated otherwise. The residential status of an assessee would be determined in terms of Section 6 of the ITA.

Income Tax Provisions in respect of Buyback of Equity Shares listed on Recognized Stock Exchange

- a. Finance Act, 2019 has amended Section 115QA to include Companies Listed on recognized stock exchange within the ambit of Section 115QA. As per Section 115QA, listed companies making a public announcement of Buyback of shares on or after 5th July 2019 are required to pay an additional Tax @ 20%, plus Surcharge @ 12%, plus Health & Education Cess @4% on the Distributed Income. Distributed Income is defined under section 115QA to include Consideration paid by the company on Buyback of Shares as reduced by the amount which was received by the company on issue of such shares, determined in the manner specified in Rule 40BB.
- b. The tax on the distributed income by the company shall be treated as the final payment of tax in respect of the said income and no further credit therefor shall be claimed by the company or by any other person in respect of the amount of tax so paid.



- c. No deduction under any other provision of this Act shall be allowed to the company or a shareholder in respect of the income which has been charged to tax.

Thus, the tax implications to the following categories of shareholders are as under:

A. Resident Shareholders or Deemed Resident Shareholders

Income arising to the shareholder on account of buy-back of shares as referred to in Section 115QA of the ITA is exempt from tax under the provisions of the amended Section 10(34A) of the ITA with effect from July 5, 2019.

B. Non-Resident Shareholders

While the income arising to the shareholder on account of buy back of shares as referred to in Section 115QA of the ITA is exempt from tax under the provisions of the amended Section 10(34A) with effect from July 5, 2019 in the hands of a non-resident as well, the same may be subject to tax in the country of residence of the shareholder as per the provisions of the tax laws of that country. The credit of tax may or may not be allowed to such Non-resident shareholder to be claimed in the country of residence in respect of the buy-back tax paid by the company in view of Section 115QA (4) and (5) of the ITA. Non-resident shareholders need to consult their tax advisors with regard to availability of such a tax credit.

Tax Deduction at Source (“TDS”)

Since there is no provision regarding the TDS in case of Buyback, company is not required to deduct any tax at source on consideration payable to Resident Shareholders.

Caveat:

The summary of the tax considerations as above is based on the current provisions of the tax laws of India, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Shareholders, who are non-residents in India, in respect of tax consequence (including capital gain tax, if any) in their state of residence, are required to consult their tax advisors for the applicable tax and the appropriate course of action that they should take considering the provisions of the relevant country or state tax law and provisions of DTAA where applicable.

The above note on taxation sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of equity shares. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein. There can be no liability on the company if any action is taken by the shareholder solely based on this tax summary. Therefore, shareholders cannot rely on this advice and the summary tax implications relating to the treatment of income tax in the case of Buyback of equity shares listed on the stock exchange as set out above.

Securities transaction tax

Since the Buyback of shares shall take place through the settlement mechanism of the Stock Exchange, securities transaction tax at 0.1% of the value of the transaction will be applicable.



22. DECLARATION BY DIRECTORS

Confirmations from Company as per the clause (ix) and (x) of Schedule I of SEBI Buyback Regulations, 2018 (as amended) ("Buyback Regulations") and Act:

The Board of Directors of the Company confirm that there are no defaults subsisting in the repayment of deposits accepted either before or after the commencement of the Act, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company.

The Board of Directors of the Company have confirmed that they have made a full enquiry into the affairs and prospects of the Company and has formed the opinion in terms of (x) Of Schedule I Of Securities and Exchange Board of India (Buy Back Of Securities) Regulations, 2018 (As Amended) ("Buyback Regulations")

- a) Immediately following the date of the Board Meeting held on November 04 ,2022 with regard to the proposed Buyback, there will be no grounds on which the Company can be found unable to pay its debts;
- b) As regards the Company's prospects for the year immediately following the date of the Board meeting held on November 04 ,2022 with regard to the proposed Buyback, approving the Buyback and having regards to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the Buyback;
- c) In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act, and the Insolvency and Bankruptcy Code, 2016 (to the extent notified and in force).

This declaration is made and issued by the Board of Directors of the Company in terms of the resolution passed at the meeting held on November 04, 2022.

23. REPORT BY COMPANY'S AUDITORS

The text of the Report dated November 04 ,2022 received form G.M. Kapadia & Co, Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below

QUOTE

To,
Board of Directors
Orbit Exports Limited
122, 2nd Floor, Mistry Bhavan,
Dinshaw Wachha Road,
Churchgate, Mumbai – 400 020
Maharashtra, India



Dear Sir/ Madam,

Sub: Statutory Auditor's Report in respect of proposed buyback of equity shares by Orbit Exports Limited ("the Company") in terms of the Schedule IV read with clause (xi) of Schedule I to the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (as amended) ("the Buyback Regulations").

1. This Report is issued in accordance with the terms of our engagement communication dated November 04, 2022 with the Company.
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 November 04, 2022 in pursuance of the provisions of section 68, 69 and 70 of the Companies Act, 2013 ("the Act") 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 (including premium) as set out in 'Annexure A', as at March 31, 2022 (hereinafter referred to as the "**Statement**"). This Statement has been prepared by the Management of the Company, which we have initialed for the purpose of identification only.

Management's Responsibility for the Statement

3. The preparation of the Statement in accordance with section 68(2)(c) of the Act and the compliance with the Buyback Regulations and applicable provisions of the Act, is the responsibility of the Management 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 control 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 informed to us, the Management is also responsible to ensure that limits specified in section 68(2) of the Act are also complied with respect to Consolidated Financial Statements of the Company.

Auditor's Responsibility for the Statement

4. Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide reasonable assurance:
 - (i) Whether we have enquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements as at March 31, 2022.
 - (ii) Whether the amount of permissible capital payment as stated in Annexure A, has been properly determined considering the audited standalone and consolidated financial statements as at March 31, 2022 in accordance with section 68(2) of the Act; and
 - (iii) Whether the Board of Directors of the Company, at their meeting held on November 04, 2022 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 within a period of one year from the aforesaid date and from the date Board Meeting approving the buyback.
5. The standalone and consolidated financial statements referred to in paragraph 4 above, have been audited by us, on which we have issued an unmodified audit opinion vide our report dated May 21, 2022. We conducted our audit of the standalone and consolidated financial statements in accordance with the Standards on Auditing referred to in section 143 of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether financial statements are free of material misstatement.



6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India. 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.
7. 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.

Opinion

8. Based on enquiries conducted and our examination as above, we report that:
 - a. We have enquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements as at and for the year ended March 31, 2022 which have been approved by the Board of Directors of the Company on May 21, 2022;
 - b. The amount of permissible capital payment (including premium), towards the proposed buyback of equity shares as computed in the Statement attached herewith, is properly determined in our view in accordance with section 68(2)(c) of the Act. The amounts of share capital and free reserves have been extracted from the audited standalone and consolidated financial statements of the Company as at and for the year ended March 31, 2022; and
 - c. The Board of Directors of the Company, in their meeting held on November 04, 2022 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 within a period of one year from the date of passing of Board Meeting resolution dated November 04, 2022 with regard to the proposed buyback is approved.

Restriction on Use

9. This report has been issued at the request of the Company solely for the use of the Company (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Section 68 and other applicable provisions of the Act and the Buyback Regulations, (ii) to enable the Board of Directors of the Company to publish in public announcement and other documents pertaining to buyback to be sent to the shareholders of the Company or filed with (a) Registrar of Companies, Securities and Exchange Board of India, Stock Exchanges, Public Shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the Manager, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose.

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

Place: Mumbai
Dated this 04th day of November 2022

Rajen Ashar
Partner
Membership No. 048243
UDIN: 22048243BCBVIY3268



‘Annexure A’

Statement of determination of the permissible capital payment towards Buy-back of Equity Shares (“the Statement”) in accordance with Section 68(2)(c) of the Companies Act, 2013

	Particulars	Standalone		Consolidated	
		Amount In Rs. Lakhs	Amount In Rs. Lakhs	Amount In Rs. Lakhs	Amount In Rs. Lakhs
A	Paid up equity share capital and free reserves as at March 31, 2022, based on the audited standalone and consolidated financial statements of the Company				
	(A) Paid up Equity Share Capital	2,738.31		2,738.31	
	(B) Free Reserves (Refer Note), comprising				
	- Securities Premium account	-		-	
	- General Reserve	-		-	
	- Surplus in the Statement of Profit and Loss	15,396.34		16,613.44	
	(C) Change in carrying amount of an asset or of a liability on measurement of the asset or the liability at fair value	53.64	53.64	53.64	53.64
	Total [A + B – C]		18,081.01		19,298.11
B	The amount of maximum permissible capital payment towards the buyback being lower of the paid up Equity Share Capital and Free Reserves as per the Standalone Financial Statements and Consolidated Financial Statements				
	a). 10% of the Paid up Equity share Capital and Free Reserves		1808.10		1929.81
	Lower of the two		1808.10		
C	Amount approved by the Board of Directors at their meeting held on November 04, 2022		1,000.00		
D	Buyback offer size as a percentage of total paid up capital and free reserves		5.53%		5.17%

Note: Free reserves are as per sub clause 43 of Section 2 and explanation II to Section 68 of the Act.



**For and on behalf of the Board of
Directors of Orbit Exports Limited**

Sd/-

Pankaj Seth

Chairman and Managing Director

DIN: 00027554

Place: Mumbai

Date: November 04, 2022

Unquote

24. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Registered Office of the Company between 10.00 a.m. and 5.00 p.m. on all working days (Monday to Friday, except public holidays) during the offer period:

- i) Certificate of Incorporation of the Company.
- ii) Memorandum and Articles of Association of the Company.
- iii) Annual reports of the Company for the last three financial years viz. March 31, 2022, 2021 and 2020 and the limited review financial results for the 6 months ended September 30, 2022.
- iv) Copy of resolution passed by the Board of Directors at its meeting held on November 04, 2022 approving the proposal of the Buyback & announcing the Record date for determining the Buyback Entitlement and the names of Eligible Shareholders.
- v) Certificate dated November 04, 2022 received from G. M. Kapadia & Co, Chartered Accountants, the Statutory Auditors of the Company, in terms of clause (xi) of Schedule I of the Buyback Regulations.
- vi) Copy of Public Announcement dated November 08, 2022, published in the newspapers on November 09, 2022, regarding Buyback
- vii) Copy of Declaration of Solvency and an affidavit verifying the same as per Form SH-9 of the Companies (Share Capital and Debentures) Rules, 2014.
- viii) Certificate from M/s B Mundra & Associates, Chartered Accountants, (Proprietor Name: Mr. B L Mundra, Firm Registration Number:136180W, Member No. 148343), dated November 04, 2022, certifying that the Company has adequate and firm financing resources for fulfilling the obligations under the Buyback, in accordance with the Buyback Regulations.
- ix) Copy of Escrow Agreement dated November 09, 2022, between Orbit Exports Limited (Company), DBS Bank India Limited (Escrow Bank) and Keynote Financial Services Limited (Manager to the Buy Back).
- x) SEBI comments vide letter dated [●] issued in terms of the Buyback Regulations.

25. DETAILS OF THE COMPLIANCE OFFICER

The Company has designated Ankit Kumar Jain, Company Secretary as the Compliance Officer for the Buyback.



The contact details are as given below

Name	Ankit Kumar Jain
Designation	Company Secretary & Compliance Officer
Address	122, Mistry Bhavan, 2nd Floor, Dinshaw Wachha Road, Near K C College , Churchgate, Mumbai, Maharashtra, 400020
Email	ankitj@orbitexports.com
Contact	022-/773821120

In case of any clarifications or to address investor grievance, the Shareholders may contact the Compliance Officer, from Monday to Friday between 10 am & 5 pm on all working days, at the above mentioned address.

26. DETAILS OF THE REMEDIES AVAILABLE TO THE EQUITY SHAREHOLDERS

In case of any grievances relating to the Buyback (e.g., non-receipt of the Buyback consideration, demat unblocking, etc.), the investor can approach the Manager to the Buyback and/ or Registrar to the Buyback and/ or Compliance Officer of the Company for redressal.

If the Company makes any default in complying with the provisions of Section 68 of the Companies Act or any rules made there-under, for the purposes of clause (f) of sub-section (2) of Section 68 of the Companies Act, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, as the case may be.

27. DETAILS OF INVESTOR SERVICE CENTRE

The Company has appointed Link Intime India Private Limited as the Registrars to the Buyback. Their contact details are as under

REGISTRAR TO THE BUY BACK:



Link Intime India Private Limited
C101, 247 Park, LBS Marg, Vikhroli (West), Mumbai- 400 083
Tel No: +91 810 811 4949; **Fax:** +91 22 49186195; **Website:** www.linkintime.co.in
Email: orbitexport.buyback@linkintime.co.in; **Contact Person:** Sumeet Deshpande
SEBI Registration No.: INR000004058; **CIN:** U67190MH1999PTC118368

28. DETAILS OF THE MANAGER TO THE BUY BACK

The Company has appointed Keynote Financial Services Limited as Manager to the Buyback. Their contact details are as under



Keynote Financial Services Limited
The Ruby, 9th Floor, Senapati Bapat Marg
Dadar (West), Mumbai – 400 028
Tel.: 022 – 6826 6000-3; **Contact Person:** Sunu Thomas
E-mail: mbd@keynoteindia.net **Website:** www.keynoteindia.net
SEBI Registration No.: INM 000003606

**29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE DRAFT LETTER OF OFFER.**

As per Regulation 24(i)(a) of the Buyback Regulations, the Directors of the Company accept full responsibility for the information contained in this Draft Letter of Offer. This Draft Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Board of Directors in its meeting held on November 04, 2022.

For and on behalf of Board of Directors of Orbit Exports Limited

Sd/-	Sd/-	Sd/-
Pankaj Seth Managing Director DIN: <u>00027554</u>	Anisha Seth Director DIN: <u>00027611</u>	Ankit Kumar Jain Company Secretary & Compliance Officer M. No.: A54805

Place: Mumbai

Date: November 16, 2022

Enclosures:

1. Tender Form for Eligible Shareholders
2. Form SH-4 for physical shareholders