



orbit exports ltd.

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

Date: July 09, 2026

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

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

Symbol: ORBTEXP

Security Code: 512626

Dear Sir / Madam,

Sub: Submission of copy of Board Resolution for Buyback of Equity Shares of Orbit Exports Limited ("Company").

Ref: Regulation 5(vii) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations").

Further to our intimation dated July 7, 2026 for outcome of Board Meeting approving the proposal for buyback of Equity Shares and pursuant to Regulation 5(vii) of SEBI Buyback Regulations, please find enclosed herewith copy of board resolution passed by the Board of Directors of the Company at its meeting held on Tuesday, July 7, 2026 approving the buyback up to 11,04,000 (Eleven Lakh Four Thousand) fully paid up Equity Shares of the Company of face value of ₹ 10/- (Rupee Ten only) each at a price of Rs. 250/- (Rupees Two Hundred Fifty only) per Equity Share, on a proportionate basis, through the tender offer route using mechanism for acquisition of shares through stock exchanges as prescribed under SEBI Buyback Regulations.

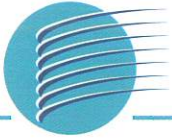
Please find enclosed copy of the board resolution passed by the board of directors of the Company pursuant to Regulation 5(vii) of the SEBI Buyback Regulations.

We request you to take the above information on record.

Thanking you,
Yours Faithfully,

For **Orbit Exports Limited**

Rahul Tiwari
Chief Financial Officer
Encl.: As Above



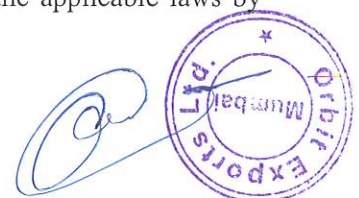
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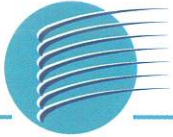
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CERTIFIED TRUE COPY OF THE EXTRACT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF ORBIT EXPORTS LIMITED HELD ON TUESDAY, JULY 07, 2026, AT 03:45 P.M. AND CONCLUDED AT 07:45 P.M. AT THE REGISTERED OFFICE OF THE COMPANY LOCATED IN CHURCHGATE, MUMBAI.

TO APPROVE THE PROPOSAL FOR BUYBACK OF EQUITY SHARES OF THE COMPANY AS WELL AS MATTERS RELATED/INCIDENTAL THERETO.

“RESOLVED THAT in accordance with the Article 8.2 of the Articles of Association of Orbit Exports Limited (“**the Company**”) and the provisions of Sections 68, 69, 70 and 179 and all other applicable provisions, if any, of the Companies Act, 2013 as amended (the “**Companies Act**”), read with, rules framed under the Companies Act, including the Companies (Share Capital and Debentures) Rules, 2014, (to the extent applicable) (hereinafter referred to as the “**Share Capital Rules**”), the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the “**Management Rules**”), the Companies (Meetings of Board and its Powers) Rules, 2014 and other relevant rules made hereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“**SEBI Buyback Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“**SEBI Listing Regulations**”) (including re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations) and subject to such other approvals, permissions, consents, sanctions and exemptions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the Securities and Exchange Board of India (“**SEBI**”), Registrar of Companies, Mumbai (the “**RoC**”), the stock exchanges on which the Equity Shares of the Company are listed (“**Stock Exchanges**”), Reserve Bank of India (“**RBI**”) and/ or other authorities, institutions or bodies (together with SEBI, Stock Exchanges and RBI, the “**Appropriate Authorities**”), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed, the Board of Directors of the Company (“**Board**”, which term shall be deemed to include any committee of the Board and/ or officials, which the Board may constitute/authorize to exercise its powers, including the powers conferred by this resolution) hereby consents and approves the buyback by the Company of its fully paid-up equity shares having a face value of ₹ 10/- (Rupees Ten only) each (hereinafter referred to as the “**Equity Shares**” or “**Shares**”), not exceeding 11,04,000 Equity Shares (representing 4.16% of the total number of Equity Shares in the total paid-up equity capital of the Company as on March 31, 2026, at a price of ₹ 250/- (Rupees Two Hundred Fifty only) per Equity Share payable in cash for an aggregate amount not exceeding ₹ 27,60,00,000/- (Rupees Twenty Seven Crore Sixty Lakh only) (“**Buyback Size**”), which represents 9.88% and 9.16% of the aggregate of the total paid-up equity share capital and free reserves of the Company based on latest audited standalone and consolidated financial statements of the Company for the financial year end as on March 31, 2026 (which is within the statutory limits of 10% of the total paid-up equity share capital and free reserves of the Company, based on latest standalone or consolidated financial statements of the Company as on March 31, 2026), as per the provisions of the Companies Act and SEBI Buyback Regulations from the shareholders/beneficial owners of the Equity Shares of the Company (except any shareholders/beneficial owners who may be specifically prohibited under the applicable laws by





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Appropriate Authorities), including the Promoter and Promoter Group entities and persons in control of the Company (as defined under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and to be referred as “**Promoters**”), as on record date i.e. **July 15, 2026** (“**Record Date**”), through the “**tender offer**” route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the “**Buyback**”).

RESOLVED FURTHER THAT the Buyback Size does not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India, brokerage, applicable taxes (such as income tax, buyback taxes, securities transaction tax, stamp duty and goods and service tax), advisors’ fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses (“**Transaction Costs**”).

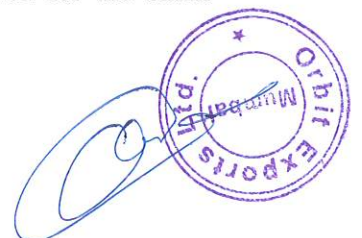
RESOLVED FURTHER THAT the Buyback Price has been arrived at after considering various factors, including, but not limited to (i) the trends in the volume weighted average prices of the Equity Shares of the Company, traded on the BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”)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

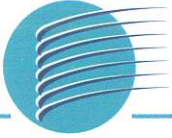
RESOLVED FURTHER THAT the Buyback Price represents

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

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

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





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

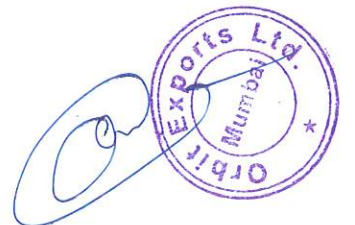
RESOLVED FURTHER THAT the Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” pursuant to Tender-Offer under Takeovers, Buy Back and Delisting” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with the circulars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

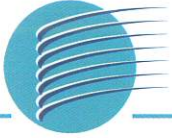
RESOLVED FURTHER THAT as required under Regulation 4 of the SEBI Buyback Regulations, the proposed Buyback of Equity Shares shall be implemented from the existing shareholders as on the Record Date in a manner the Board may consider appropriate, from out of its free reserves and/or securities premium account of the Company and/or such other sources or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT the Company has earmarked adequate resources of funds for the purpose of Buyback and the payment of the Buyback shall be made out of the Company’s current surplus and/or cash balances and/or current investments and/or cash available from internal resources of the Company (and not from any borrowed funds) and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

RESOLVED FURTHER THAT as required under the provisions of Section 68(6) of the Companies Act read with Regulation 8(i)(b) of the SEBI Buyback Regulations, the draft of the Declaration of Solvency prepared in the prescribed form and supporting affidavit and other documents, placed before the meeting be and are hereby approved for filing with Registrar of Companies, Mumbai and SEBI in accordance with the applicable laws and that Mr. **Pankaj Seth**, Chairman & Managing Director and Ms. **Anisha Seth**, Whole Time Director be and are hereby, jointly authorized to sign the same, for and on behalf of the Board and file the same with the ROC and the SEBI and/or other concerned authorities, as may be necessary, in accordance with the applicable laws.

RESOLVED FURTHER THAT the Buyback from non-resident shareholders, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors, Foreign Portfolio Investors and shareholders of foreign nationality, if any, shall be subject to such approvals, if and to the extent necessary or required from concerned authorities including approvals from the Reserve Bank of India (“RBI”) under Foreign Exchange Management Act, 1999 and rules and regulations framed there under, if any, and that such approvals shall be required to be taken by such shareholders themselves.





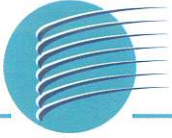
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RESOLVED FURTHER THAT the Board hereby confirms that:

1. All the equity shares of the Company are fully paid up;
2. The Company shall not issue and allot any Equity Shares or other specified securities including by way of bonus issue till the expiry of the buy-back period i.e. from the date of Board meeting approving the Buy-back of its equity shares till the date on which the payment of consideration to shareholders who have accepted the buy-back offer is made in accordance with the Companies Act and the SEBI Buy-back Regulations ("**Buy-back Period**");
3. The Company, as per the provisions of Section 68(8) of the Companies Act, shall not make any further issue of the same kind of Equity Shares or other securities including allotment of new equity shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buy-back except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
4. Unless otherwise as may be specifically permitted under any relaxation circular issued by SEBI, as per Regulation 24(i)(f) of the SEBI Buy-back Regulations, the Company shall not raise further capital for a period of one year from the expiry of the Buy-back Period i.e. the date on which the payment of consideration to shareholders who have accepted the buy-back offer is made except in discharge of subsisting obligations;
5. The Company shall not buy-back its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buy-back;
6. The aggregate amount of the Buy-back i.e. up to ₹ 27,60,00,000/- (Rupees Twenty Seven Crore Sixty Lakh only), does not exceed 10% of the aggregate of the total paid-up capital equity share capital and free reserves of the Company as per the latest audited standalone and consolidated financial statements, of the Company, for the financial year ended March 31, 2026, whichever is lower;
7. The number of Equity Shares proposed to be purchased under the Buy-back i.e. 11,04,000 (Eleven Lakh Four Thousand) Equity Shares does not exceed 25% of the total number of Equity shares in the total paid-up equity capital of the Company as per the latest audited standalone and consolidated financial statements, respectively, for the financial year ended March 31, 2026;
8. There are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("**Scheme**") involving the Company, and no public announcement of the Buy-back shall be made during pendency of any such Scheme;
9. The Company shall not make any further offer of buy-back within a period of one year reckoned from the expiry of the Buy-back Period; i.e. date on which the payment of consideration to shareholders who have accepted the Buyback Offer is made;
10. The Company shall not withdraw the Buy-back offer after the Public Announcement of the Buy-Back offer is made;
11. The Company shall comply with the statutory and regulatory timelines in respect of the Buy-back in such manner as prescribed under the Companies Act and/or the SEBI Buy-back Regulations and any other applicable laws;



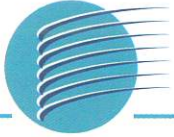


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12. The Company shall not utilize any borrowed funds, whether secured or unsecured, of any form or nature, from banks or financial institutions for the purpose of buying back its Equity Shares tendered in the Buy-back;
13. The Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies;
14. The Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buy-back in accordance with the SEBI Buy-back Regulations;
15. The company is in compliance with the provisions of Section 92, 123, 127 and 129 of the Companies Act;
16. The Company will ensure consequent reduction of its share capital post Buy-back and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buy-back Regulations and the Companies Act within the specified timelines;
17. There are no defaults (either in past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be;
18. The Company will not buy-back Equity Shares which are locked-in or non-transferable until the pendency of such lock-in or until the time the Equity Shares become transferable, as applicable;
19. The consideration for the Buy-back shall be paid by the Company only in cash;
20. The ratio of the aggregate of secured and unsecured debts owed by the Company after the Buy-back shall be less than or equal to 2:1 of its paid-up capital and free reserves based on the audited standalone and consolidated financial statements of the Company as per the latest audited standalone and consolidated financial statements for the financial year ended March 31, 2026, respectively, whichever is lower as prescribed under the Companies Act and the SEBI Buy-back Regulations;
21. The Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buy-back to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited standalone and consolidated financial statements;
22. The Buy-back shall not result in delisting of the Equity Shares or other specified securities from BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”);
23. The Buy-back would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations and under the Securities Contracts (Regulation) Rules, 1957, as amended;
24. As per Regulation 24(i)(e) of the SEBI Buy-back Regulations, the promoters and members of promoter group, and their associates shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of the Board meeting approving buy-back till the closing of the Buy-back Offer;





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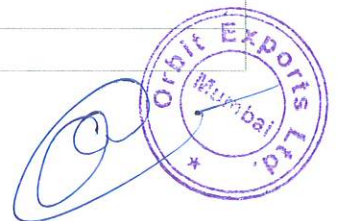
- 25.No promoter or promoter group shareholder or person(s) in control will breach the limits prescribed under Regulation 3 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 requiring a trigger of the open offer;
- 26.The Buy-back will not be in contravention of Regulation 4(vii) of SEBI Buy-back Regulations, i.e. the Company has not made the offer of Buy-back within a period of one year reckoned from the date of expiry of buy-back period of the preceding offer of buy-back;
- 27.As per Regulation 5(i)(c) and clause (xii) of Schedule I, the Company has outstanding credit facilities with its lenders. In accordance with Regulation 5(i)(c) and Clause (xii) of Schedule I of the SEBI (Buy-back of Securities) Regulations, 2018, as amended, the Company shall not undertake the Buyback if the Buyback results in a breach of any covenant with its lenders, unless prior consent of such lenders has been obtained. The Company confirms that the Buyback does not result in any breach of the covenants contained in the financing documents and, wherever required, the necessary prior consent(s) of the relevant lender(s) have been obtained;
- 28.The Letter of Offer with the tender form shall be dispatched to Eligible Shareholders within 2 (two) working days from the Record Date.

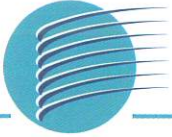
RESOLVED FURTHER THAT as required by clause (x) of Schedule I in accordance with Regulation 5(iv)(b) of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and after taking into account the financial position of the Company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

- i. immediately following the date of this Board Meeting i.e., July 7, 2026 approving the Buyback, there will be no grounds on which the Company can be found unable to pay its debts;
- ii. as regards the Company's prospects for the year immediately following the date of the Board Meeting i.e. July 7, 2026 approving the Buyback, and having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from date of the Board Meeting approving the Buyback;
- iii. in forming the opinion aforesaid, the Board has taken into account the liabilities as if the Company is being wound up under the provisions of the Companies Act, 1956 or Companies Act, 2013 and the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

RESOLVED FURTHER THAT a Buyback Committee comprising of:

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





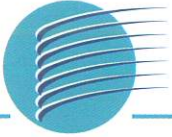
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be and is hereby, constituted and the powers of the Board in respect of Buyback be delegated to the Committee (“**Buyback Committee**”) and each member of the Buyback Committee, be and is hereby, severally authorized to do all such acts, deeds and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

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

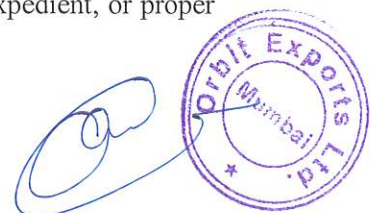


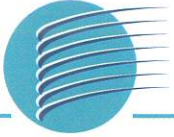


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- including escrow account, special payment account, demat escrow account as required or desirable in terms of the SEBI Buyback Regulations and to enter into escrow and other agreements with and to give instructions to the bankers in connection therewith,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





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

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

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

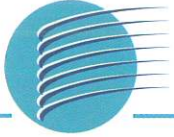
RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Buyback Committee, be and is hereby, authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory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

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

RESOLVED FURTHER THAT an escrow account be opened with DBS Bank India Limited (“**Escrow Agent**”) for the purpose of the Buyback and the Company shall in accordance with the provisions of the Buyback Regulations, as and by way of security, for the performance of its obligations under the Buyback Regulations, enter into an escrow arrangement with the Escrow Agent and the Manager and before the opening of the Buyback, deposit in the Escrow Account requisite amount in accordance with Regulation 9(xi) of the Buyback Regulations and the Manager be and is hereby authorized to operate the Escrow Account in accordance with the Buyback Regulations.

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

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



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

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

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

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

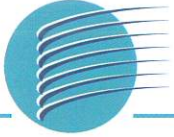
RESOLVED FURTHER THAT the Company shall maintain a register of shares bought back wherein details of equity shares bought back, consideration paid for the equity shares bought back, date of cancellation of equity shares and date of extinguishing and physically destroying of equity shares and such other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

RESOLVED FURTHER THAT the particulars of the Equity Share certificates extinguished and destroyed shall be furnished by the Company to the Stock Exchanges within seven days and to SEBI within seven working days of such extinguishment or destruction of the certificates and the dematerialised Equity Shares shall be extinguished and destroyed in the manner as specified under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended and the bye-laws, circulars, guidelines framed thereunder, each as amended, and that Mr. Omprakash Jat, Company Secretary of the Company be and is hereby authorized to do all such acts as may be required for this purpose.

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

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





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

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

//CERTIFIED TRUE COPY//

For Orbit Exports Limited



Omprakash J. Jat
Company Secretary & Compliance Officer
ICSI Membership No: A75445