

NOTICE

Notice is hereby given that Eighteenth (18th) Annual General Meeting ("AGM / Meeting") of Orbis Financial Corporation Limited ("Company") will be held on Monday, September 30, 2024, at 03:00 p.m. (IST) at OASIS, AIR By Ahuja Residences, 25, J-10, DLF Phase 2, Sector 25, Gurugram, Sarhol, Haryana 122002 in physical mode, without remote and e-voting facility at the AGM, to transact the following business(es):

ORDINARY BUSINESS:

1. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

Adoption of audited financial statements as at 31st March 2024, and Report of the Board of Directors' and Statutory and Secretarial Auditors' thereon.

"RESOLVED THAT Audited Financial Statements (standalone) of the Company comprising of Balance Sheet as at March 31, 2024, Statement of Profit & Loss for the year ended on that date along with Cash Flow statement, notes and annexures and the Reports of the Board of Directors, Secretarial Auditors and Statutory Auditors Report thereon be and are hereby received, considered, noted, approved and adopted.

RESOLVED FURTHER THAT Audited Financial Statement (consolidated) of the Company comprising of Balance Sheet as at March 31, 2024, Statement of Profit & Loss for the year ended on that date along with Cash Flow statement, notes and annexures and the Reports of Statutory Auditors thereon be and are hereby received, considered, noted, approved and adopted."

2. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

Declaration of dividend (final) on equity shares at the rate of 10 % on face value being Rs. 1.00 per equity share for the financial year ended 31.03.2024.

"RESOLVED THAT a dividend of Rs. 1.00 @ 10% of the face value per equity share of Rs. 10/- each for the year ended March 31, 2024 as recommended/declared by the Board of Directors be and is hereby approved to be paid as Final Dividend for the FY 2023-24 to be distributed out of the profits for the year ended 31st March, 2024 to all the members in respect of equity shares held by them at cut-off date/record date as the case may be, fixed by the Board of Directors."

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

Re-Appointment of Ms. Manasi Gupta (DIN:05355444) as a Non-Executive Director liable to retire by rotation.

"RESOLVED THAT Ms. Manasi Gupta (DIN:05355444) who retires by rotation at this Annual General Meeting in terms of the provisions of Section 152 (6) of The Companies Act, 2013 and being eligible for re-

Orbis Financial Corporation Limited (CIN: U67120HR2005PLC036952)

Registered Office: 4A Ocus Technopolis, Sector 54, Golf Club Road, Gurgaon 122 002, Haryana, India T91 124 454 6565 F91 124 454 6500

Mumbai Office: Vaibhav Chambers, 07th Floor- Bandra-Kurla Complex, Bandra (East), Mumbai – 400051, India, T91 22 4077 6565 F91 22 4077 6500

orbisfinancial.in; Email id: info@orbisfinancial.in

appointment, be and is hereby re-appointed as Director (Non-Executive Director) of the Company liable to retire by rotation.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

Authorization under Section 180 (1)(a) of The Companies Act, 2013 – to create charge, mortgage, lien etc. on company's assets

"RESOLVED THAT in supersession of earlier resolution passed, if any, pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) for the time being in force and the Articles of Association of the Company and subject to any other approval (including statutory/ other regulatory authority approvals), if required, consent of members be and is hereby accorded to the Board of Directors so as to enable them to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company and provide security by way of equitable or any other mortgage, hypothecate and/or charge, in addition to any other mortgage, hypothecations or charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company (including but not limited to all intangible property, rights and benefits under all contracts and agreements entered into by the Company and the monies of and long term receivables of, and the loans and advances made by, the Company), both present and future, and/or the whole or substantially the whole of the undertaking or any part of properties of the Company where so ever situated, in favour of the lender(s) and/or their agent or trustees for securing the borrowings and financial assistance obtained/to be obtained from banks, public financial institutions, body(ies) corporate or any other party by the Company, from time to time, together with interest, at the respective agreed rates, including additional / compound / accumulated interest, liquidated damages, commitment fee, premia on prepayment, remuneration of the agent(s), trustee(s), if any, all other costs, charges and expenses and all other monies payable by the Company in terms of the financing documents, or any other documents, entered into/to be entered into between the Company and the lenders, agents and trustees in respect of the said borrowings/financial assistance and containing such specified terms and conditions and covenants in respect of enforcement of security(ies) as may be stipulated in that behalf and agreed to between the Company and the lenders, (including their agent(s), trustee(s), upto the aggregate outstanding of which should not exceed, at any given time, Rs. 2,000 Crores (Rupees Two Thousand Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate, decide and finalise terms and conditions of such borrowings, execute all such deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or Director or any other officer of the Company or any other person.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

Authorization under Section 180 (1)(c) of The Companies Act, 2013 - Increase in borrowing powers of the Company

“RESOLVED THAT in supersession of earlier resolution passed pursuant to Section 180 (1) (c) and other applicable provisions, if any, of The Companies Act, 2013 read with Articles of Association of the Company (including any statutory modifications or re-enactment thereof) and subject to any other approval, if required, consent of members of the Company be and is hereby given to the Board of Directors to enable them to borrow, in one or more than one tranche, moneys, from time to time, whether as rupee loans, foreign currency loans, debentures, bonds and/ or other instruments including convertible/non-convertible (equity/preference/debenture/warrants etc.) and or non-fund based facilities or in any other form (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured, on such terms and conditions as may be considered suitable by the Board of Directors up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs. 2,000 Crores (Rupees Two Thousand Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide terms and conditions of such borrowings, finalize and execute all such deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or Director or any other officer of the Company or any other person.”

Date: 03.09.2024

Place: Gurugram

Registered Office: 4A, Ocus Technopolis,
Sector-54, Golf Club Road,
Gurugram – 122002, Haryana

By order of the Board of Directors
For **Orbis Financial Corporation Limited**

(Prachi Khanna)
Company Secretary
M No.: A27428

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (the “Act”), in respect of the Special Business(es) bearing item no. 4 and 5 as set out under (“AGM” or the “Meeting”) forms part of this Notice. The relevant details of Director seeking re-appointment as required under Secretarial Standard-2 issued by Institute of Company Secretaries of India are provided in the Explanatory Statement.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/ PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING. THE ATTENDANCE SLIP AND PROXY FORM ARE ENCLOSED AS ANNEXURE – 1.**

A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for another person or member. Requisition for inspection of proxies shall have to be made in writing by Members entitled to vote on any resolution 3 days before the commencement of the meeting. Proxies shall be made available for inspection during the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting.

3. Corporate / non individual members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution / authorization letter authorizing their representative(s) to attend and vote on their behalf at the Meeting. An authorized representative of a Body Corporate Member may also appoint a Proxy under his signature in the manner provided in para 2 above. For remote e-voting purposes the said Resolution/Authorisation shall be sent by e-mail on Scrutinizer’s e-mail address at jatinfcs@gmail.com with a copy marked to evoting@nsdl.co.in. Corporate Members/Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on the “Upload Board Resolution/Authority Letter” displayed under the “e-Voting” tab in their login.
4. Pursuant to Section 101 of the Companies Act, 2013 (“Act”) read with rules framed thereunder (as amended from time to time) and in compliance with the applicable provisions, the Notice of the AGM is being sent only through electronic mode to Members whose e-mail address is registered with the Company/the Depository Participants/RTA as on August 30, 2024.

Further, Eligible Members who have registered their email address and not received AGM notice, User-Id and password for remote e-voting and participate in AGM may, write an email to prachi.khanna@orbisfinancial.in with subject as “AGM Notice” and obtain the same.

Orbis Financial Corporation Limited (CIN: U67120HR2005PLC036952)

Registered Office: 4A Ocus Technopolis, Sector 54, Golf Club Road, Gurgaon 122 002, Haryana, India T91 124 454 6565 F91 124 454 6500

Mumbai Office: Vaibhav Chambers, 07th Floor- Bandra-Kurla Complex, Bandra (East), Mumbai – 400051, India, T91 22 4077 6565 F91 22 4077 6500

orbisfinancial.in; Email id: info@orbisfinancial.in

5. Members may note that a public notice to the effect shall also be released in Newspapers after completion of dispatch of all the notice to members, Directors and Statutory Auditors. Further the Notice of AGM is also made available on the Company's website at <https://www.orbisfinancial.in/> Orbis Web link <https://www.orbisfinancial.in/18th-agm-notice-2023-24> and website of NSDL at <https://www.evoting.nsdl.com> as part of compliance requirements thereof.
6. Nomination Facility - As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form SH-14. Members are requested to submit the said form to their DPs as all the shares are held in electronic form, quoting their folio no(s).
7. The Dividend of Rs. 1.00/- per equity share of Rs. 10/- each, if approved by the members at the AGM, shall be paid by your Board as per the record date to be fixed by Board of Directors subject to applicable deduction of income-tax at source ('TDS').
8. Unpaid/Unclaimed Dividend and Transfer of Shares to Investor Education and Protection Fund ('IEPF'): Pursuant to the provisions of Section 124 of the Act, the dividend which remains unclaimed / unpaid for a period of seven years from the date of transfer to the unpaid dividend account of the Company is required to be transferred to the IEPF established by the Central Government. The details of unpaid and unclaimed dividends lying with the Company as on March 31, 2023 are uploaded on the website of the Company and can be accessed through the link <https://www.orbisfinancial.in/>. Members are requested to kindly claim their respective Unclaimed Dividend.
9. The Members who are unable to receive the dividend directly in their bank account through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, may approach the company and the Company shall dispatch the Warrant/Bankers' Cheque/Demand Draft to such Members.
10. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders effective April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the rates prescribed in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential status, PAN, Category as per the IT Act with their Depository Participants ('DPs') to enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption.
11. Address of the Registrar & Share Transfer Agent whom Members may contact in case of any change of address or queries relating to their shares: -

Registrar & Share Transfer Agent

Skyline Financial Services Private Limited

D-153 A, 1st Floor Okhla Industrial Area,

Phase – I New Delhi – 110020, India

Contact number: +91-11-40450193-96, **E-mail:** admin@skylinerta.com

Orbis Financial Corporation Limited (CIN: U67120HR2005PLC036952)

Registered Office: 4A Ocus Technopolis, Sector 54, Golf Club Road, Gurgaon 122 002, Haryana, India T91 124 454 6565 F91 124 454 6500

Mumbai Office: Vaibhav Chambers, 07th Floor- Bandra-Kurla Complex, Bandra (East), Mumbai – 400051, India, T91 22 4077 6565 F91 22 4077 6500

[orbisfinancial.in](https://www.orbisfinancial.in); Email id: info@orbisfinancial.in

12. Queries on the agenda entered in AGM Notice, if any, may please be sent to the Company at least seven days prior to the date of AGM so that answers may be provided at the Meeting. Members are requested to produce the enclosed attendance slip, duly signed as per the specimen signature recorded with the Company / their Depository Participant, for admission to the meeting. Members holding shares in dematerialized form are requested to bring their DP-ID and Client-ID numbers for easier identification for attendance at the meeting.
13. Green Initiative – Members who are yet to register/ update their email addresses with the Company or with the Depository Participants are once again requested to register/ update the same for receiving the Notices, Annual Reports, and other documents through electronic mode and uphold and appreciate the go green cause of MCA.
14. All the documents referred to in the AGM Notice will be open for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1:00 p.m. up to the date of the AGM. Further, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and related rules thereunder and Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 and related rules thereunder will also be available for inspection by Members of the Company at the venue of the AGM.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized agency.
16. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off date only i.e. Tuesday, September 24, 2024 shall be entitled to avail the facility of e-voting of the AGM. Any person who is not a member as on the Cut-Off Date should treat this Notice for information purpose only.
17. The voting rights of the members for e-voting shall be in proportion to the paid-up value of their share in the equity share capital of the Company as on the cut-off date i.e. Tuesday, September 24, 2024.
18. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
19. Any person who becomes the member of the company, after dispatch of the Notice of the Meeting and holding shares as on the Cut-Off date only i.e. Tuesday, September 24, 2024 may obtain User ID and Password by sending request (alongwith name, Folio No. and shareholding) to NSDL at evoting@nsdl.co.in or RTA at admin@skylinerta.com. After receipt of the above credentials, please follow the instructions for e-voting to cast the vote.
20. The remote e-voting shall commence on Wednesday, September 25, 2024, at 9:00 a.m. (IST) and shall end on Sunday, September 29, 2024, at 5:00 p.m. (IST). During this period, Members of the Company

Orbis Financial Corporation Limited (CIN: U67120HR2005PLC036952)

Registered Office: 4A Ocus Technopolis, Sector 54, Golf Club Road, Gurgaon 122 002, Haryana, India T91 124 454 6565 F91 124 454 6500

Mumbai Office: Vaibhav Chambers, 07th Floor- Bandra-Kurla Complex, Bandra (East), Mumbai – 400051, India, T91 22 4077 6565 F91 22 4077 6500

orbisfinancial.in; Email id: info@orbisfinancial.in

holding shares as on the Cut-Off Date may cast their vote electronically. At the end of the remote e-voting period the facility / module shall forthwith be blocked / disabled by NSDL.

21. The Board of Directors has appointed Mr. Jatin Gupta (Membership No. FCS 5651, CP No. 5236) or failing him, Mr. Vinod Goel (Membership No. 22384 of M/s. Jatin Gupta & Associates, Practising Company Secretaries, Delhi as the Scrutinizer to scrutinize the e-voting (including the voting at AGM) process in fair and transparent manner and issue their report.

22. Members to note that:

- a. that the company is providing facility for voting by electronic means and the business may be transacted through such voting;
- b. Once the vote on a Resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- c. that the facility for voting, either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting;
- d. that the members who have cast their vote by remote voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again;
- e. that the company did not opt to provide the same electronic voting system as used during remote e-voting during the Annual General Meeting, and therefore the said facility shall not be in operation till all the resolutions are considered and voted upon in the meeting and members may be given the facility of ballot for voting only by the members attending the meeting and who have not exercised their right to vote through remote e-voting.
- f. The Chairman shall at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, as provided in clauses (a) to (h) of Sub-Rule (I) of Rule 21 of The Companies (Management and Administration) Rules, 2014 and other applicable provisions, with the assistance of scrutinizer, by use of ballot or polling paper or by using an electronic voting system for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same:

Provided that the Chairman or a person authorized by him in writing shall declare the result of the voting forthwith;

Orbis Financial Corporation Limited (CIN: U67120HR2005PLC036952)

Registered Office: 4A Ocus Technopolis, Sector 54, Golf Club Road, Gurgaon 122 002, Haryana, India T91 124 454 6565 F91 124 454 6500

Mumbai Office: Vaibhav Chambers, 07th Floor- Bandra-Kurla Complex, Bandra (East), Mumbai – 400051, India, T91 22 4077 6565 F91 22 4077 6500

orbisfinancial.in; Email id: info@orbisfinancial.in

The register and all other papers relating to voting by electronic means shall remain in the safe custody of the scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the scrutinizer shall hand over the register and other related papers to the company.

The results declared along with the report of the scrutinizer shall be placed on the website of the company, and on the website of the agency immediately after the result is declared by the Chairman.

23. At the ensuing Annual General Meeting, Ms. Manasi Gupta retires by rotation and being eligible has offered her eligibility, willingness and tendered consent towards for re-appointment. The Director seeking re-appointment has furnished the requisite consent / declaration for her re-appointment.
24. Venue of the Annual General Meeting is located at walking distance from Sikanderpur Metro Station. Google map is enclosed as **Annexure 2**.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, September 25, 2024 at 09:00 A.M. and ends on Sunday, September 29, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 24, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 24, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services

Orbis Financial Corporation Limited (CIN: U67120HR2005PLC036952)

Registered Office: 4A Ocus Technopolis, Sector 54, Golf Club Road, Gurgaon 122 002, Haryana, India T91 124 454 6565 F91 124 454 6500

Mumbai Office: Vaibhav Chambers, 07th Floor- Bandra-Kurla Complex, Bandra (East), Mumbai – 400051, India, T91 22 4077 6565 F91 22 4077 6500

orbisfinancial.in; Email id: info@orbisfinancial.in

	under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Orbis Financial Corporation Limited (CIN: U67120HR2005PLC036952)

Registered Office: 4A Ocus Technopolis, Sector 54, Golf Club Road, Gurgaon 122 002, Haryana, India T91 124 454 6565 F91 124 454 6500

Mumbai Office: Vaibhav Chambers, 07th Floor- Bandra-Kurla Complex, Bandra (East), Mumbai – 400051, India, T91 22 4077 6565 F91 22 4077 6500
orbisfinancial.in; Email id: info@orbisfinancial.in

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jatinfcs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Abhishek Mishra, Senior Manager at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to prachi.khanna@orbisfinancial.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to

Orbis Financial Corporation Limited (CIN: U67120HR2005PLC036952)

Registered Office: 4A Ocus Technopolis, Sector 54, Golf Club Road, Gurgaon 122 002, Haryana, India T91 124 454 6565 F91 124 454 6500

Mumbai Office: Vaibhav Chambers, 07th Floor- Bandra-Kurla Complex, Bandra (East), Mumbai – 400051, India, T91 22 4077 6565 F91 22 4077 6500
orbisfinancial.in; Email id: info@orbisfinancial.in



prachi.khanna@orbisfinancial.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID Correctly in their demat account in order to access e-voting facility.



Orbis Financial Corporation Limited (CIN: U67120HR2005PLC036952)

Registered Office: 4A Ocus Technopolis, Sector 54, Golf Club Road, Gurgaon 122 002, Haryana, India T91 124 454 6565 F91 124 454 6500

Mumbai Office: Vaibhav Chambers, 07th Floor- Bandra-Kurla Complex, Bandra (East), Mumbai – 400051, India, T91 22 4077 6565 F91 22 4077 6500
orbisfinancial.in; Email id: info@orbisfinancial.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Ordinary Business:

Item No. 3:

Details of the Directors seeking re-appointment at the 18th Annual General Meeting [Pursuant to SS - 2 of the Secretarial Standard on General Meetings]

Brief Profile: Ms. Manasi Gupta is a graduate in Law and Commerce from the University of Melbourne. She has rich litigation experience in the Delhi High Court and Supreme Court through her employments at Karanjawala & Co and Trilegal.

Other Details

Particulars	Details
Name of the Director	Ms. Manasi Gupta
Directors Identification Number (DIN)	05355444
Date of Birth (Age in years)	43 Years (10.08.1981)
Qualifications	Graduate in Law and Commerce from the University of Melbourne
Experience	20 Years
Terms & Condition of re-appointment	Ms. Manasi Gupta was appointed as a Non-Executive Director of the Company liable to retire by rotation.
Details of Remuneration	NA
Date of first appointment on the Board	16.06.2014
Shareholding in the company	Singly: 0.89% Jointly: 6.89%
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Atul Gupta, Father
the number of Meetings of the Board attended during the year	7
Other Directorships	MiaJ Food Store Pvt. Ltd.
Membership/ Chairmanship of Committees of other Boards	- Chairperson of Stakeholders Relationship Committee - Member of Nomination & Remuneration Committee, Corporate Social Responsibility Committee - Independent Advisor to the Risk Management Committee

SPECIAL BUSINESS:

ITEM NO. 4 and 5:

Authorization under Section 180 (1)(a) of The Companies Act, 2013 – Authorization to create charge, mortgage, lien etc. on company's assets

&

Authorization under Section 180 (1)(c) of The Companies Act, 2013 - Increase in borrowing powers of the Company

Pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, the Board can dispose-off its undertakings/ property /assets through sale or lease or provide security of its assets for repayment of loan or otherwise only with approval of Members by way of Special Resolution.

Your Board is in process of arranging finance for your Company from banks/FII's and Body corporates etc. for which it might have to sale/dispose including create charge/ mortgage on all or any of the property(ies) of the Company wherever situated, present or future, and the whole or part of the undertaking of the Company in favor of such lenders to secure the repayment of fund and/ or non-fund based credit facilities availed or to be availed by the Company or its Holding Company / Subsidiary/ Associate Company/ies or otherwise, and therefore proposing for member consideration and approval by way of special resolution for enabling it to do needful for borrowing sum of money not exceeding Rs. 2000 Crores (Rupees Two Thousand Crores Only) at any given point of time.

Members may also note that pursuant to Section 180 (1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, your Board can borrow amount exceeding its paid up and free reserves that is to say, reserves not set apart for any specific purpose only with the approval of members by way of Special Resolution.

As part of the proposed borrowings, which along with sum or sums already borrowed by the Company (apart from temporary loans obtained from the Company's banker in ordinary course of business) shall not exceed Rs. 2,000 Crores (Rupees Two Thousand Crores Only) your Board seeks your approval for same as special resolution.

In view of larger interest of Company your Board recommends the above Resolution(s) for your approval to be passed as Special Resolution(s).

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution, as the resolution(s) are compliance-based resolution(s).

Date: 03.09.2024

Place: Gurugram

Registered Office: 4A, Ocus Technopolis,
Sector-54, Golf Club Road,
Gurugram – 122002, Haryana

By order of the Board of Directors
For **Orbis Financial Corporation Limited**

(Prachi Khanna)
Company Secretary
M No.: A27428

Orbis Financial Corporation Limited (CIN: U67120HR2005PLC036952)

Registered Office: 4A Ocus Technopolis, Sector 54, Golf Club Road, Gurgaon 122 002, Haryana, India T91 124 454 6565 F91 124 454 6500
Mumbai Office: Vaibhav Chambers, 07th Floor- Bandra-Kurla Complex, Bandra (East), Mumbai – 400051, India, T91 22 4077 6565 F91 22 4077 6500
orbisfinancial.in; Email id: info@orbisfinancial.in

Annexure-1 Attendance Slip

Name of the Company : Orbis Financial Corporation Limited
Registered Address : 4A Ocus Technopolis, Sector 54, Golf Club Road, Gurugram-122002, Haryana
CIN : U67120HR2005PLC036952
Email : compliance@orbisfinancial.in
Telephone : 0124 454 6565
Website : www.orbisfinancial.in

18th Annual General Meeting of the Company on Monday, September 30, 2024 at 03:00 p.m. at OASIS, AIR By Ahuja Residences, 25, J-10, DLF Phase 2, Sector 25, Gurugram, Sarhol, Haryana 122002 the Registered office of the Company.

Folio No. / DP ID Client ID No.	
Name of First named Member/Proxy/ Authorized Representative	
Name of Joint Member(s), if any:	
No. of Shares held	

I/we certify that I/we am/are member(s)/authorized representative/ proxy for the member(s) of the Company.

I/we hereby record my/our presence at the 18th Annual General Meeting of the Company being held on Monday, September 30, 2024 at 03:00 p.m. at OASIS, AIR By Ahuja Residences, 25, J-10, DLF Phase 2, Sector 25, Gurugram, Sarhol, Haryana 122002.

.....
Signature of First holder/Proxy/Authorized Representative

Signature of 1st Joint holder

Signature of 2nd Joint holder

Note(s):

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the Meeting Venue.
2. Only shareholders of the Company and/or their Authorised Representative/ Proxy will be allowed to attend the Meeting.

Orbis Financial Corporation Limited (CIN: U67120HR2005PLC036952)

Registered Office: 4A Ocus Technopolis, Sector 54, Golf Club Road, Gurgaon 122 002, Haryana, India T91 124 454 6565 F91 124 454 6500

Mumbai Office: Vaibhav Chambers, 07th Floor- Bandra-Kurla Complex, Bandra (East), Mumbai – 400051, India, T91 22 4077 6565 F91 22 4077 6500
orbisfinancial.in; Email id: info@orbisfinancial.in

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):	E-mail Id:
	No. of shares held
Registered address:	Folio No.
	DP ID*
	Client ID*

* Applicable for investors holding shares in electronic form.

I/We being the member(s) of the above named Company hereby appoint:

S. No.	Name	Address	Email address	
1				or failing him
2				or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Company to be held on Monday, September 30, 2024 at 03:00 p.m. at OASIS, AIR By Ahuja Residences, 25, J-10, DLF Phase 2, Sector 25, Gurugram, Sarhol, Haryana 122002 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below:

S. No.	Resolution	For	Against
	Ordinary Business:		
1	Adoption of audited financial statements as at 31 st March 2024, and Report of the Board of Directors' and Statutory and Secretarial Auditors' thereon.		
2	Declaration of dividend (final) on equity shares at the rate of 10 % on face value being Rs. 1.00 per equity share for the financial year ended 31.03.2024.		
3	Re-Appointment of Ms. Manasi Gupta (DIN:05355444) as a Non-Executive Director liable to retire by rotation.		
	Special Business:		
4	Authorization under Section 180 (1)(a) of The Companies Act, 2013 – to create charge, mortgage, lien etc. on company's assets		
5	Authorization under Section 180 (1)(c) of The Companies Act, 2013 - Increase in borrowing powers of the Company		

Signed this day of..... 2024

Signature of shareholder.....

Signature of Proxy holder(s) (1) (2) (3)

Affix
Revenue
Stamp not
less than
Rs.1

Orbis Financial Corporation Limited (CIN: U67120HR2005PLC036952)

Registered Office: 4A Ocus Technopolis, Sector 54, Golf Club Road, Gurgaon 122 002, Haryana, India T91 124 454 6565 F91 124 454 6500

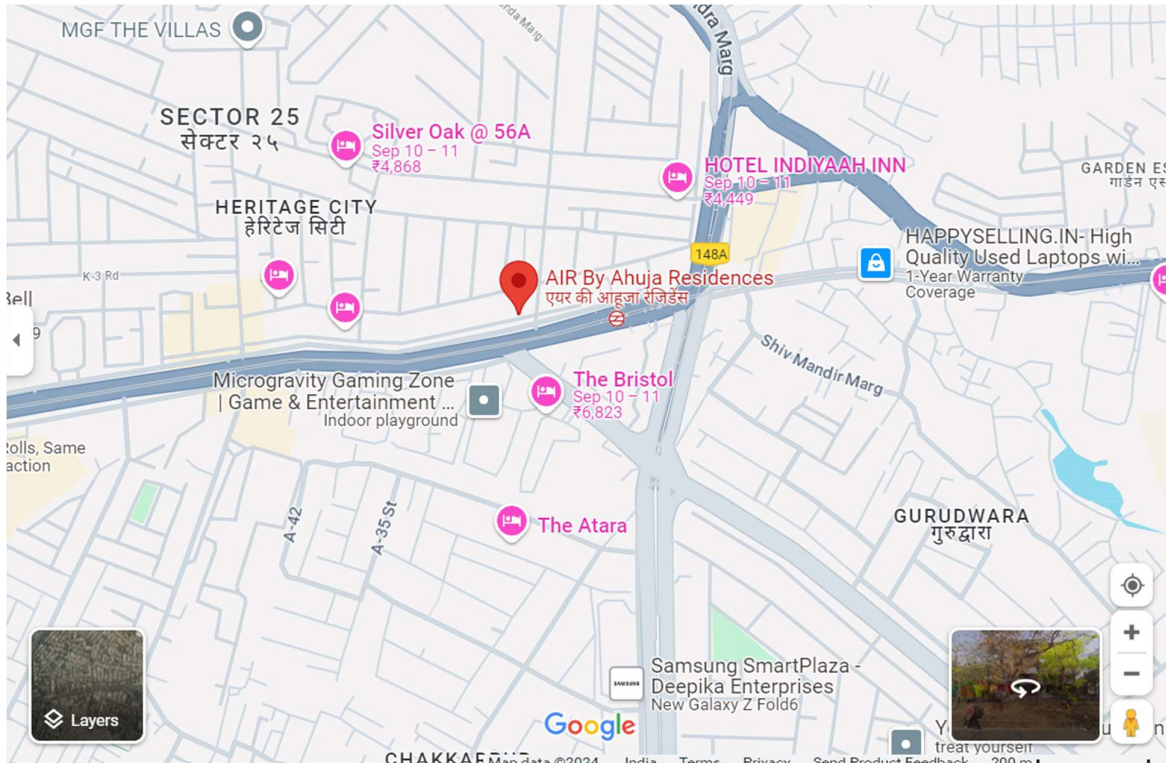
Mumbai Office: Vaibhav Chambers, 07th Floor- Bandra-Kurla Complex, Bandra (East), Mumbai – 400051, India, T91 22 4077 6565 F91 22 4077 6500

orbisfinancial.in; Email id: info@orbisfinancial.in

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 18th Annual General Meeting.
6. Please complete all details including details of member(s) in above box before submission.

Annexure-2 Route Map



Orbis Financial Corporation Limited (CIN: U67120HR2005PLC036952)

Registered Office: 4A Ocus Technopolis, Sector 54, Golf Club Road, Gurgaon 122 002, Haryana, India T91 124 454 6565 F91 124 454 6500

Mumbai Office: Vaibhav Chambers, 07th Floor- Bandra-Kurla Complex, Bandra (East), Mumbai – 400051, India, T91 22 4077 6565 F91 22 4077 6500

orbisfinancial.in; Email id: info@orbisfinancial.in