

JATIN GUPTA & ASSOCIATES
COMPANY SECRETARIES
Office: 109, First Floor, Rishabh Iplex Mall, I P Extension,
Pat Par Ganj, Delhi 110 092 (opp MAX Hospital)
Ph- +91-11- 45104789 ; E-Mail: jatinfcs@gmail.com

SCRUTINIZER'S REPORT ON VOTES CAST BY REMOTE E-VOTING FOR POSTAL BALLOT
OF ORBIS FINANCIAL CORPORATION LIMITED

To,
The Chairman
Orbis Financial Corporation Limited
Gurugram

I, CS Jatin Gupta, (FCS : 5651 and CP : 5236), Proprietor of Jatin Gupta & Associates, Company Secretaries Firm having office at : 109, First Floor, Rishabh IPEX Mall, I P Extension, Patpar Ganj, Delhi 110092 (Opp. MAX Hospital) appointed as Scrutinizer by the Board of Directors of **Orbis Financial Corporation Limited**, ("the Company") pursuant to Section 108, 110 and other applicable provisions of The Companies Act, 2013 read with Rule 20 and 22 of The Companies (Management and Administration) Rules, 2014 also read with General Circular Nos. 14/2020 dated 08th April, 2020 and 17/2020 dated 13th April, 2020 and subsequent circulars issued in this regard, the latest being, General Circular No. 03/2025 dated 22nd September 2025 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), and any other applicable law, rules, circulars, notifications and regulations (including any statutory modifications and re-enactment(s) thereof, for the time being in force), to scrutinize the Remote E-voting process via Postal Ballot, on the resolution set out in the Notice dt. 29th December, 2025 submit as under:

1. The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The Secretarial Standards – 2 on General Meetings issued by The Institute of Company Secretaries of India, relating to the E-voting facility to shareholders. Our responsibility as a Scrutinizer is restricted to giving a Report on the Votes casted by the members for the resolutions contained in the notice dt. 29th December, 2025, through Remote E-Voting.
2. The postal ballot notice dt. 29th December, 2025, as confirmed by the Company, was sent to the shareholders:

On January 05, 2026 by e-mail to all the members who had registered their e-mail-ids with the Company/Depositories, pursuant to various MCA Circulars quoted as aforesaid and other applicable laws and regulations, if any.

3. The Company had appointed National Securities Depository Limited ("NSDL") for facilitating e-voting to enable members to cast their votes electronically.
4. Members, holding shares in dematerialized form, as on cut-off date i.e., Thursday, January 01, 2026 were entitled to cast their votes on the resolution as set out in item no 1 to 3 of Postal Ballot Notice.

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5. The facility provided for remote e-voting which commenced on Wednesday, January 07, 2026, at 9:00 a.m. (IST) and shall end on Thursday, February 05, 2026, at 5:00 p.m. (IST) (both days inclusive) remained open for 30 days. The remote e-voting facility was blocked thereafter.

6. Voting

6.1 Accordingly, NSDL, the remote e-Voting Agency provided us with the names, DP ID & Client ID / folios and shareholding of members who had casted their votes through remote e-voting.

6.2 The Company gave facility of remote e-voting to its members.

6.3 As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked.

6.4 I have verified the remote e-voting.

6.5 After the conclusion of remote e-voting, the votes cast through Remote E-Voting were unblocked in the presence of two witnesses (not in the employment of Company) i.e., Mr. Sumit Kumar and Ms. Kamlesh Gupta.

6.6 I have scrutinized and reviewed the remote e voting through electronic means based on the data downloaded from the E-Voting system of National Securities Depository Limited ("NSDL").

6.7 I now submit my Report on the Result of voting through remote e-voting in respect of the resolutions proposed in the notice dated 29th December, 2025 for Postal Ballot as under:

SPECIAL BUSINESS:

Item No. 1: Authorization under Section 180 (1)(a) of The Companies Act, 2013 – to create charge, mortgage, lien etc. on company's assets :

Mode of voting	Remote E-voting		Percentage (%)	Invalid Votes, if any
	Number	votes	--	--
Assent	121	8,07,20,793	99.99	Nil
Dissent	13	4,859	0.01	Nil
Total	134	8,07,25,652	100.00	Nil

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 1** of the Notice of the Postal Ballot dated 29th December, 2025 has been passed as proposed i.e as **Special Resolution**.

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Item No. 2 : Authorization under Section 180 (1)(c) of The Companies Act, 2013 - Increase in borrowing powers of the Company :

Mode of voting	Remote E-voting		Percentage (%)	Invalid Votes, if any
	Number	votes	--	--
Assent	125	8,07,22,096	99.99	Nil
Dissent	10	3,655	0.01	Nil
Total	135	8,07,25,751	100.00	Nil

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 2** of the Notice of the Postal Ballot dated 29th December, 2025 has been passed as proposed i.e as Special Resolution.

Item No. 3 : To approve the conversion of loan (credit facilities) from HDFC Bank Limited, State Bank of India, AU Small Finance Bank Limited in specific and other Banks, NBFC, Financial Institutions and Body Corporates etc. in general, into equity shares of the Company pursuant to Section 62(3) of The Companies Act, 2013, for borrowings availed / to be availed, as the case may be, including by way of ratification :

Mode of voting	Remote E-voting		Percentage (%)	Invalid Votes, if any
	Number	votes	--	--
Assent	118	8,07,17,716	99.99	Nil
Dissent	17	8,035	0.01	Nil
Total	135	8,07,25,751	100.00	Nil

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 3** of the Notice of the Postal Ballot dated 29th December, 2025 has been passed as proposed i.e as Special Resolution.

The relevant records i.e., papers / records relating to electronic voting shall stay in our custody till the time the Chairman considers appropriate, and same shall thereafter be handed over to Ms. Prachi Khanna, Company Secretary for safe keeping.

Thanking You,
Yours faithfully
For Jatin Gupta & Associates
Company Secretaries

For Orbis Financial Corporation Limited

Jatin Gupta
C. P. No. 5236
M.No.: 5651
Date: 6th February, 2026
Place: Delhi
UDIN: F005651G003886990
Peer Review Unique Identification Number: 6856/2025 dated 18th June, 2025

Prachi Khanna
Company Secretary
(As authorised by the Chairman)