

# **Jatin Gupta & Associates**

## **Company Secretaries**

**Office: 109, First Floor, Rishabh IPEX 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 EVOTING AND BALLOTS IN 19<sup>TH</sup> ANNUAL GENERAL MEETING ('AGM') OF ORBIS FINANCIAL CORPORATION LIMITED**

**To,  
The Chairman  
Orbis Financial Corporation Limited  
Gurugram, Haryana**

I, CS Jatin Gupta, (FCS : 5651 and CP : 5236), Proprietor of M/s Jatin Gupta & Associates, Company Secretaries Firm having office at: 109, First Floor, Rishabh IPEX Mall, I P Extension, Patpar Ganj, Delhi 110 092 (Opp. MAX Hospital) appointed as Scrutinizer by the Board of Directors of **Orbis Financial Corporation Limited**, ("the Company") pursuant to Section 108 of The Companies Act, 2013 and Rule 20 of The Companies (Management and Administration) Rules, 2014, to scrutinize Remote e-voting and voting by ballots in 19<sup>th</sup> AGM held in physical mode on 30<sup>th</sup> September, 2025, at 03.00 P.M. (IST) on resolution(s) set out in Notice dt. 5<sup>th</sup> September, 2025 submit as under :

1. The management is responsible to ensure compliance with requirements of (i) The Companies Act, 2013 and Rules made thereunder including various circulars governing convening of General Meetings (ii) Secretarial Standards – 2 on General Meetings issued by The Institute of Company Secretaries of India, relating to E-voting facility to shareholders via remote e-voting and voting in AGM. Our responsibility as a Scrutinizer is restricted to giving a Report (consolidated report) on the Votes casted by members for resolutions contained in 19<sup>th</sup> AGM notice, through Remote E-Voting and voting in 19<sup>th</sup> AGM.
2. The AGM notice dt. 5<sup>th</sup> September, 2025, as confirmed by Company, was sent to shareholders (through electronic mode to those Members whose email addresses were registered with the Company/Depository Participant ("DP")/Company's Registrar and Transfer Agent ("RTA") and a copy of notice was placed on Company's website at [www.orbisfinancial.in](http://www.orbisfinancial.in), and on website of National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) :

The AGM notice was sent On 6<sup>th</sup> September, 2025 by e-mail to all members who had registered their e-mail-ids with Company/Depositories, and in compliance with provisions of Secretarial Standard - 2 issued by The Institute of Company Secretaries of India and other applicable laws and regulations, if any, 19<sup>th</sup> AGM of the Company was convened and

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conducted through physical mode on 30<sup>th</sup> September, 2025 at 03.00 P.M (IST) at OASIS, AIR By Ahuja Residences, 25, J-10, DLF Phase 2, Sector 25, Gurugram, Sarhol, Haryana 122 002.

3. The Company had appointed National Securities Depository Limited (NSDL) for facilitating e-voting for the purpose of 19<sup>th</sup> AGM (remote e-voting) so as to enable eligible members to cast votes electronically and also extended facility of ballots in AGM.
4. Members, holding shares in dematerialized form, as on cut-off date i.e., Tuesday the 23<sup>rd</sup> day of September, 2025 were entitled to cast their votes on resolutions as set out in item no(s) 1 to 7 of 19<sup>th</sup> AGM Notice comprising of Ordinary and Special Business(es).
5. The facility provided for remote e-voting which commenced on Thursday, September 25, 2025, at 9:00 a.m. (IST) and shall end on Monday, September 29, 2025, at 5:00 p.m. (IST) (both days inclusive) remained open for minimum 3 days so as to cast their vote. The e-voting facility was blocked thereafter and ballots submitted during 19<sup>th</sup> AGM were further scrutinized and were termed as valid / Invalid, as the case may be and taken note of while preparing present report. The Scrutinizer was to submit a consolidated Scrutinizer's report of total votes cast in favor of or against, if any, to the Chairman or any other person authorized by Chairman, who shall countersign same and declare result of voting forthwith and report is submitted accordingly.

### **Voting**

Keeping in line with Rule 20 (4) (xiii) of The Companies (Management and Administration) Rules, 2014 including amendments therein, as the case may be, for the purpose of ensuring that members who had casted their votes through e-voting did not vote again at the general meeting, the Scrutinizer had access after closure of period of e-Voting and before the start of general meeting, to only such details relating to members who had casted their votes through e-voting, such as their names, DP ID and Client ID/folios, number of shares held but not the manner in which they had voted.

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

The Company gave facility of voting through ballots to members who attended 19<sup>th</sup> AGM and had not cast their votes through remote e-Voting.

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As per the information given by the Company the names of shareholders who had voted by e-voting through the facility provided by NSDL had been blocked and only those members who were present at 19<sup>th</sup> AGM and not voted on remote e-voting were allowed to cast their ballots during 19<sup>th</sup> AGM.

I have verified e-voting and ballots and placed identification mark on ballots by signing them.

After conclusion of 19<sup>th</sup> AGM, the votes cast through E-Voting and ballots were unblocked in presence of two witnesses (not in employment of Company) i.e., Ms. Kamlesh Gupta and Mr. Vinod Goel.

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

I now submit my Report (consolidated) on the Result of remote e-voting and voting through ballots in 19<sup>th</sup> AGM in respect of resolutions proposed in 19<sup>th</sup> AGM notice as under :

### **ORDINARY BUSINESS :**

**Item No. 1. To consider and adopt the Audited Standalone Financial Statements for the year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon: (Ordinary Resolution)**

Mode of voting	Remote E-voting		Ballots at AGM		Total		%	Invalid Votes, if any
	No.	votes	No.	votes	No.	votes	--	--
<b>Assent</b>	109	79872356	1	158517	110	80030873	100	NIL
<b>Dissent</b>	1	400	--	--	1	400	--	NIL
<b>Total</b>	<b>110</b>	<b>79872756</b>	1	158517	<b>111</b>	<b>80031273</b>	<b>100</b>	<b>NIL</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 1** of the Notice dated 5<sup>th</sup> September, 2025 has been passed **as proposed**.

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**Item No. 2.: To consider and adopt the Audited Consolidated Financial Statements for the year ended March 31, 2025 and the report of the Auditors thereon : (Ordinary Resolution)**

Mode of voting	Remote E-voting		Ballots at AGM		Total		%	Invalid Votes, if any
	No.	votes	No.	votes	No.	votes	--	--
<b>Assent</b>	109	79872356	1	158517	110	80030873	100	NIL
<b>Dissent</b>	1	400	--	--	1	400	--	NIL
<b>Total</b>	<b>110</b>	<b>79872756</b>	1	158517	<b>111</b>	<b>80031273</b>	<b>100</b>	<b>NIL</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 2** of the Notice dated 5<sup>th</sup> September, 2025 has been passed **as proposed**.

**Item No. 3.: To declare a final dividend at the rate of 18 % i.e Rs. 1.80 per equity share on face value of Rs. 10/- each for the financial year ended March 31, 2025 : (Ordinary Resolution)**

Mode of voting	Remote E-voting		Ballots at AGM		Total		%	Invalid Votes, if any
	No.	votes	No	votes	No.	votes	--	--
<b>Assent</b>	109	79872356	1	158517	110	80030873	100	NIL
<b>Dissent</b>	1	400	--	--	1	400	--	NIL
<b>Total</b>	<b>110</b>	<b>79872756</b>	1	158517	<b>111</b>	<b>80031273</b>	<b>100</b>	<b>NIL</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 3** of the Notice dated 5<sup>th</sup> September, 2025 has been passed **as proposed**.

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**Item No. 4.: To appoint a director in place of Mr. Rup Chand Jain (DIN: 0092600), who retires by rotation, and being eligible, has offered himself for re-appointment : (Ordinary Resolution)**

Mode of voting	Remote E-voting		Ballots at AGM		Total		%	Invalid Votes, if any
	No.	votes	No.	votes	No.	votes	--	--
<b>Assent</b>	108	79872331	1	158517	109	80030848	100	NIL
<b>Dissent</b>	2	425	--	--	2	425	--	NIL
<b>Total</b>	<b>110</b>	<b>79872756</b>	1	158517	<b>111</b>	<b>80031273</b>	<b>100</b>	<b>NIL</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 4** of the Notice dated 5<sup>th</sup> September, 2025 has been passed **as proposed**.

### **SPECIAL BUSINESS**

**Item No. 5.: Re-appointment and Remuneration of Mr. Shyamsunder Basudeo Agarwal (DIN: 08516709) as Managing Director (designated as Managing Director and Chief Executive Officer) of the Company : (Special Resolution)**

Mode of voting	Remote E-voting		Ballots at AGM		Total		%	Invalid Votes, if any
	No.	votes	No.	votes	No.	votes	--	--
<b>Assent</b>	106	79872301	1	158517	106	80030818	100	NIL
<b>Dissent</b>	4	455	--	--	4	455	--	NIL
<b>Total</b>	<b>110</b>	<b>79872756</b>	1	158517	<b>110</b>	<b>80031273</b>	<b>100</b>	<b>NIL</b>

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 5** of the Notice dated 5<sup>th</sup> September, 2025 has been passed **as proposed**.

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#### **Item No. 6.: Appointment of Mr. Om Prakash Dani (DIN: 00180703) as Independent Director (Ordinary Resolution)**

Mode of voting	Remote E-voting		Ballots at AGM		Total		%	Invalid Votes, if any
	No.	votes	No.	votes	No.	votes	--	--
<b>Assent</b>	108	79872331	1	158517	109	80030848	100	NIL
<b>Dissent</b>	2	425	--	--	2	425	--	NIL
<b>Total</b>	<b>110</b>	<b>79872756</b>	1	158517	<b>111</b>	<b>80031273</b>	<b>100</b>	<b>NIL</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 6** of the Notice dated 5<sup>th</sup> September, 2025 has been passed **as proposed**.

#### **Item No. 7.: To approve 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 : (Special Resolution)**

Mode of voting	Remote E-voting		Ballots at AGM		Total		%	Invalid Votes, if any
	No.	votes	No.	votes	No.	votes	--	--
<b>Assent</b>	105	79866603	1	158517	106	80025120	99.99	NIL
<b>Dissent</b>	6	8153	--	--	6	8153	0.01	NIL
<b>Total</b>	<b>111</b>	<b>79874756</b>	1	158517	<b>112</b>	<b>80033273</b>	<b>100</b>	<b>NIL</b>

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 7** of the Notice dated 5<sup>th</sup> September, 2025 has been passed **as proposed**.

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The relevant records i.e., papers/records relating to electronic voting and Ballots 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: 30.09.2025  
Place: Gurugram  
UDIN: F005651G001409141**

**Prachi Khanna  
Company Secretary  
(As authorised by the Chairman)**

Peer Review Unique Identification Number: 6856/2025 dated 18th June, 2025