

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 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 and 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. 09/2023 dated 25th September, 2023 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. 16th May, 2024 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 the 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. 16th May, 2024, through Remote E-Voting.

2. The postal ballot notice dt. 16th May, 2024, as confirmed by the Company, was sent to the shareholders:

On May 21, 2024 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. The members of the Company, holding shares in dematerialized form, as on cut-off date i.e., Wednesday, May 15, 2024 were entitled to cast their votes on the resolution as set out in item no 1 of Postal Ballot Notice.

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

5. The facility provided for remote e-voting which commenced on 9.00 a.m. IST on Wednesday, May 22, 2024 and end on 5.00 p.m. IST on Thursday, June 20, 2024 (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 the members who had casted their votes through remote e-voting.

6.2 The Company gave facility of remote e-voting to the 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 the Company) i.e., Ms. Kamlesh Gupta and Mr. Vinod Goel.

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 16th May, 2024 for Postal Ballot as under:

SPECIAL BUSINESS:

Item No. 1 : To approve the conversion of loan (credit facilities) from HDFC Bank Ltd., State Bank of India, South Indian Bank 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	70	71075100	99.99	Nil
Dissent	9	5834	0.01	Nil
Total	79	71080934	100	Nil

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 1** of the Notice of the Postal Ballot dated 16th May, 2024 has been passed **as proposed i.e as Special Resolution**.

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

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: 21.06.2024

Place: Delhi

UDIN: F005651F000598751

Peer Review Unique Identification Number: S2003DE063000

Prachi Khanna

Company Secretary

(As authorised by the Chairman)