

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 18TH 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 110092 (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 the Remote e-voting process and voting by ballots in 18th AGM held in physical mode on 30th September, 2024, on the resolution(s) set out in the Notice dt. 3rd September, 2024 submit as under :

1. The management of the Company is responsible to ensure compliance with the requirements of provisions of (i) The Companies Act, 2013 and the Rules made thereunder including various circulars to the effect governing convening of General Meetings (ii) The Secretarial Standards – 2 on General Meetings issued by The Institute of Company Secretaries of India, relating to E-voting facility to the 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 the members for the resolutions contained in the 18th AGM notice, through Remote E-Voting and voting in the AGM.
2. The AGM notice dt. 3rd September, 2024, as confirmed by the Company, was sent to the 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 the notice were placed on Company's website at www.orbisfinancial.in, and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com :

The AGM notice was sent On September 6th, 2024 by e-mail to all the members who had registered their e-mail-ids with the Company/Depositories, and in compliance with the provisions of Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and

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other applicable laws and regulations, if any, the 18th AGM of the Company was convened and conducted through physical mode on 30th September, 2024.

3. The Company had appointed National Securities Depository Limited (NSDL) for facilitating e-voting for the purpose of AGM (remote e-voting) so as to enable members of the Company to cast their votes electronically and also extended facility of ballots in AGM.
4. The members of the Company, holding shares in dematerialized form, as on cut-off date i.e., Tuesday the 24th day of September, 2024 were entitled to cast their votes on the resolutions as set out in item no(s) 1 to 5 of the Notice comprising of Ordinary and Special Business(es).
5. The facility provided for remote e-voting which commenced on Wednesday, September 25, 2024, at 9:00 a.m. (IST) and end on Sunday, September 29, 2024, 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 the ballots submitted during AGM were valid and taken note of while preparing present report. The Scrutinizer was to submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith and thus the report is being 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 the members who had casted their votes through e-voting.

The Company gave facility of voting through ballots to the members who attended the meeting 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 the shareholders who had voted by e-voting through the facility provided by NSDL had been blocked and only those members who were present at the AGM and had not voted on remote e-voting were allowed to cast their ballots during the AGM.

I have verified the e-voting and ballots.

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

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

I now submit my Report (consolidated) on the Result of remote e-voting and voting through ballots in the AGM in respect of the resolutions proposed in the 18th AGM notice as under :

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ORDINARY BUSINESS :

Item No. 1. Adoption of audited financial statements as at 31st March 2024, and Report of the Board of Directors' and Statutory and Secretarial Auditors' thereon: (Ordinary Resolution)

Mode of voting	Remote E-voting		Ballots at the AGM		Total		Percentage (%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	60	69800391	2	8700	62	69809091	100	Nil
Dissent	1	25	--	--	1	25	--	Nil
Total	61	69800416	2	8700	63	69809116	100 %	Nil

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 1** of the Notice dated 3rd September, 2024 has been passed **as proposed**.

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Item No. 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 (Ordinary Resolution)

Mode of voting	Remote E-voting		Ballots at the AGM		Total		Percentage (%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	60	69800391	2	8700	62	69809091	100	Nil
Dissent	1	25	--	--	1	25	--	Nil
Total	61	69800416	2	8700	63	69809116	100 %	Nil

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 2** of the Notice dated 3rd September, 2024 has been passed **as proposed**.

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Item No. 3.: Re-Appointment of Ms. Manasi Gupta (DIN:05355444) as a Non-Executive Director liable to retire by rotation. (Ordinary Resolution)

Mode of voting	Remote E-voting		Ballots at the AGM		Total		Percentage (%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	59	69799391	2	8700	61	69808091	100	Nil
Dissent	2	1025	--	--	2	1025	--	Nil
Total	61	69800416	2	8700	63	69809116	100 %	Nil

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 3** of the Notice dated 3rd September, 2024 has been passed **as proposed**.

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SPECIAL BUSINESS

Item No. 4.: Authorization under Section 180 (1)(a) of The Companies Act, 2013 – to create charge, mortgage, lien etc. on company's assets (Special Resolution)

Mode of voting	Remote E-voting		Ballots at the AGM		Total		Percentage (%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	57	69797851	2	8700	59	69806551	100	Nil
Dissent	4	2565	--	--	4	2565	--	Nil
Total	61	69800416	2	8700	63	69809116	100%	Nil

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 4** of the Notice dated 3rd September, 2024 has been passed **as proposed**.

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Item No. 5.: Authorization under Section 180 (1)(c) of The Companies Act, 2013 - Increase in borrowing powers of the Company (Special Resolution)

Mode of voting	Remote E-voting		Ballots at the AGM		Total		Percentage (%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	57	69797741	2	8700	59	69806441	100	Nil
Dissent	3	2525	--	--	3	2525	--	Nil
Total	60	69800266	2	8700	62	69808966	100%	Nil

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 5** of the Notice dated 3rd September, 2024 has been passed **as proposed**.

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: 30.09.2024
Place: Gurugram
UDIN: F005651F001384545

Prachi Khanna
Company Secretary
(As authorised by the Chairman)