

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 AND AT VENUE AS SPOT
VOTING IN EXTRA ORDINARY GENERAL MEETING 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 of The Companies Act, 2013 and Rule 20 and 21 of The Companies (Management and Administration) Rules, 2014 to scrutinize the remote e-voting and for participation and voting on spot during EGM (through ballot), on the resolution set out in the EoGM Notice dt. 28th October, 2023 held on Tuesday, November 28, 2023 at 3.00 P.M, submit as under :

1. The management of the Company is responsible to ensure compliance with the requirements of relevant provisions of (i) The Companies Act, 2013 and Rules made thereunder and (ii) The Secretarial Standards – 2 on General Meetings issued by The Institute of Company Secretaries of India, relating to voting facility to Members during remote e-voting and spot voting in EGM through Ballots.

Our responsibility as a Scrutinizer is restricted to giving a Report (consolidated) on the Votes casted by members for the resolution contained in the notice dt. 28thOctober, 2023, through remote e-voting and voting during EGM through Ballots.

2. The EGM notice dt. 28th October, 2023, as confirmed by the Company, was sent to the shareholders :

On 31st October, 2023 by e-mail to all members who had registered their e-mail-ids with the Company/Depositories, and to via speed Post to persons whose email details were not available. The Company has achieved 100 % demat of its shares. .The Company also released public notice in newspaper i.e Financial Express, English and Jansatta, Hindi edition on 2nd November, 2023 pursuant to applicable regulations and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India (ICSI) and other applicable laws and regulations, if any.

3. The Company had appointed National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized agency (NSDL) for facilitating remote e-voting to enable members to cast their votes and also appointed M/s Jatin Gupta & Associates, Company Secretaries, Delhi to act as Scrutiniser in EGM to scrutinise the Ballots casted in EGM.
4. The members of the Company, holding shares in physical or in dematerialized form, as on cut-off date i.e. Friday, November 17, 2023 were entitled to cast their votes on the resolutions as set out in item no. 1 of EGM Notice by either of the mode as may be deem appropriate and/or applicable on them.

JATIN
GUPTA
Digitally signed
by JATIN GUPTA
Date:
2023.11.28
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JATIN GUPTA & ASSOCIATES

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5. The facility provided for remote e-voting which commenced on the remote e-voting period begins on 20th November, 2023 at 09:00 A.M. and ended on 27th November, 2023 at 05:00 P.M remained open for 7 days. The remote e-voting facility was blocked thereafter. The members were also conferred e-voting opportunity to cast their vote during EGM via ballots, who have not casted their votes earlier via remote e-voting.

6. Voting

6.1 Keeping in line with conditions as stipulated in 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 cast their votes through remote e-voting did not vote again at the general meeting, the Scrutinizer had access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to members who had cast their votes through remote 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 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 and voting by ballots during EGM.

6.2 The Company gave facility of voting through Ballots during EGM to members, who attended the EGM and have not casted their votes in remote e-voting.

6.3 As per the information given by the Company the names of the Members who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the EGM and not voted on remote e-voting were allowed to cast their votes through voting by Ballots during the EGM.

6.4 I have verified the remote e-voting and voting by ballots during EGM.

6.5 After the conclusion of voting at the Extra Ordinary General Meeting, the votes cast through Remote E-Voting and during EGM 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 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 consolidated Report on the Result of voting through remote e-voting and voting during EGM in respect of the resolution proposed in the EGM notice dated 28th October, 2023 as under :

JATIN Digitally signed
by JATIN GUPTA
Date:
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JATIN GUPTA & ASSOCIATES

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SPECIAL BUSINESS:

Item No. 1. Authorization to Board of Directors to Offer and Issue Equity Shares on Private Placement cum Preferential Allotment Basis:

Mode of voting	Remote E-voting		Voting at the EGM		Total		Percentage (%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	61	91063201	2	40000	63	91103201	99.99	0
Dissent	1	2880	0	0	1	2880	.01	0
Total	62	91106081	2	40000	64	91106081	100	0

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 1** of the Notice of EGM dated 28th October, 2023 has been passed **as proposed**.

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**

**JATIN
GUPTA**

Digitally signed
by JATIN GUPTA
Date: 2023.11.28
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Jatin Gupta

C. P. No. 5236

M.No.: 5651

Date: 28.11.2023

Place: Delhi

UDIN:F005651E002503883

Peer Review Unique Identification Number :S2003DE063000

**For Orbis Financial Corporation
Limited**

**PRACHI
KHANNA**

Digitally signed by
PRACHI KHANNA
Date: 2023.11.28
17:39:41 +05'30'

Prachi Khanna

Company Secretary

(As authorised by the Chairman)