

NOTICE

Notice is hereby given that Nineteenth (19th) Annual General Meeting ("AGM / Meeting") of Orbis Financial Corporation Limited ("Company") will be held on Tuesday, September 30, 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 in physical mode to transact the following business(es):

ORDINARY BUSINESS(ES):

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.
2. To consider and adopt the Audited Consolidated Financial Statements for the year ended March 31, 2025 and the report of the Auditors thereon.
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.
4. To appoint a director in place of Mr. Rup Chand Jain (DIN: 00092600), who retires by rotation, and being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS(ES):

5. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

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.

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of The Companies Act, 2013 (**the "Act"**) and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the covenants of Articles of Association of the Company, and based on affirmative recommendation of Nomination and Remuneration Committee and approval of Board of Directors (hereinafter referred to as **"Board/the Board"**, which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee), consent of members be and is hereby accorded for re-appointment of Mr. Shyamsunder Basudeo Agarwal (DIN: 08516709), as Managing Director designated as Managing Director & Chief Executive Officer (MD & CEO) of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from August 17, 2025, on the terms and conditions including remuneration, perquisites, allowances and other benefits as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to Board to alter, vary, modify and revise the terms and conditions of appointment, including remuneration, in such manner as may be agreed between the Board and Mr. Shyamsunder Basudeo Agarwal, within provisions of The Companies Act, 2013.

RESOLVED FURTHER THAT the remuneration payable to Mr. Shyamsunder Basudeo Agarwal shall be in accordance with the provisions of Sections 197 and 198 read with Schedule V of the Act, and where in any financial year during the currency of tenure of Mr. Shyamsunder Basudeo Agarwal, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Shyamsunder Basudeo Agarwal, all component of

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remuneration as specified above as the minimum remuneration in view of remuneration being proposed as Special Resolution and same shall also be subject to requisite approvals, if any.

RESOLVED FURTHER THAT the Executive Chairman and Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary, expedient or desirable to give effect to this resolution and to do all such acts, deeds, matters and things as may be incidental or ancillary thereto.”

6. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

Appointment of Mr. Om Prakash Dani (DIN: 00180703) as Independent Director

“RESOLVED THAT pursuant to provisions of Section 149, 150, 152, 160 and 161(1) and other applicable provisions, if any, of The Companies Act, 2013 (the “Act”) and The Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of The Act and covenant of Articles of Association of the Company, if applicable, and affirmative recommendation of Nomination & Remuneration Committee and approval of Board of Directors on March 21, 2025, Mr. Om Prakash Dani (DIN: 00180703), who was appointed as an Additional Director acting in the capacity of Independent and Non-Executive Director with effect from April 01, 2025 whose term shall expires at 19th Annual General Meeting pursuant to provisions of Section 161 of The Act, and who has consented to act as Director in form DIR 2, DIR 8 and had also submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules made thereunder and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of the Director (Category: Independent Director) be and is hereby appointed as the Director (Category: Independent Director) of the Company not liable to retire by rotation, so as to hold office till March 31, 2030.

RESOLVED FURTHER THAT the Executive Chairman, Managing Director and Company Secretary be and are hereby severally authorized to sign and execute all necessary documents, and to act for every other purpose required to give effect to the resolution.”

7. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

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

“RESOLVED THAT in supersession of earlier resolution passed in this regard, if any, passed pursuant to Section 62 (3) and all other applicable provisions, if any, of The Companies Act, 2013 and Rules made there under and in accordance with covenants of Articles of Association of the Company, and other applicable rules and regulations and subject to terms and conditions and covenants of Agreement entered with Lenders, if any, and as the case maybe, and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, as may be necessary or required from applicable Regulatory / non Regulatory Authorities (including Stock Exchanges/Clearing Corporations) Statutory / non Statutory, Governmental Authorities and departments and in compliance with conditions and modifications, as may be imposed or prescribed while granting such approvals, consents and permissions or sanction(s) which are acceptable to Board of Directors, in the larger interest of Company, consent of Members be and is hereby accorded, including by way of ratification, to the Board of Directors (hereinafter called the “Board”, which term shall be deemed to include any committee(s)

constituted/to be constituted by the Board of Directors to exercise its powers including powers conferred by this resolution, to the extent permitted by law), on the terms and conditions contained in the financing documents existent/non-existent as on date of present resolution, such terms and conditions to provide, inter alia, to convert the whole or part of outstanding loans of the Company (disbursed on or prior to or after the date of this resolution and whether then due or payable or not, including by way of ratification), as already stipulated or as may be specified by the Financial Institutions/Banks / Lender under the financing documents executed or to be executed in respect of loan / credit facilities (which have already been availed or which may be availed) by the Company under the lending arrangements (existing and future arrangements) from Banks (including HDFC Bank Limited, State Bank of India, AU Small Finance Bank Limited in specific and any other Bank in general), Financial Institutions, Body Corporates and any of their assigns, transferors (hereinafter collectively referred to as “**Lenders**”), whether be termed as financial arrangement / restructuring or by whatever name called, at the option of Lenders, loans or credit facilities or any other financial assistance being borrowings categorized as loans or any other nomenclature (hereinafter referred to as the “Financial Assistance/borrowings/convertible borrowing”), which have already been availed / intended to be availed from Lenders (including credit facility and overall limit, existing and proposed) not exceeding Rs. 1000 crores (Rupees One Thousand Crores only) to be availed from HDFC Bank Limited., State Bank of India, AU Small Finance Bank Limited, staying outstanding at any given point of time, including principle and interest thereon and same being consistent with the existing borrowing powers of the Company approved earlier under Section 180 (1) (a) and (c) of the Companies Act, 2013, and each such Financial Assistance being separate and distinct from other, into underlying number of fully paid up equity shares of the Company at a valuation to be ascertained by Registered Valuer on the date of exercise of conversion option and on such terms and conditions as may be stipulated in the financing documents / agreed and subject to instances of defaults as stipulated / agreed therein and subject to applicable laws and in the manner specified in notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the “Notice of Conversion”) and in accordance with the following additional conditions / stipulations :

- i. the conversion right as aforesaid shall be exercised by Lenders only in case of default in repayment of interest and/or the principal amount, already availed/to be availed of such Financial Assistance;
- ii. on receipt of Notice of Conversion, the Company shall, subject to provisions of financing documents, issue and allot requisite number of fully paid-up equity shares at a valuation ascertained by Registered Valuer to the Lenders as from the date of conversion and the Lenders to accept same in satisfaction of part of loans so converted which shall be deemed to be a satisfactory discharge of Company’s obligation towards said loan;
- iii. the part of loan so converted shall cease to carry interest as from the date of conversion and obligation of Company towards lender shall stand correspondingly reduced, upon such conversion, the repayment installments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of loan so converted and the equity shares so issued and allotted to Lenders shall carry, from the date of conversion, the right to receive proportionate dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects;
- iv. In the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to Lenders as a result of conversion and shall take all steps as may be necessary to the satisfaction of Lenders; and

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- v. The loans shall be converted into equity shares at a price to be decided basis valuation carried out by independent Registered Valuer appointed as per written understanding amongst Lenders and Borrower in accordance with the applicable rules at the time of conversion and in accordance with such additional terms and conditions as may be agreed by the Board and Lender and in accordance with applicable provisions.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistances / Borrowings in future, from time to time, with an option to convert same into equity shares of the Company anytime during the currency of the Financial Assistance, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

RESOLVED FURTHER THAT on receipt of Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and issue and allot requisite number of fully paid-up equity shares in the Company to such Lenders opting for conversion and falling in sync with terms and conditions of present resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised including by way of delegation of all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to do all such acts, deeds, matters and things, deem necessary, proper or desirable as may be required to create, offer, issue and allot equity shares, and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Executive Chairman, Managing Director and Company Secretary be and are severally authorized to sign and execute all necessary documents, and to act for every other purpose required to give effect to the resolution.”

Date: September 05, 2025

Place: Gurugram

By order of the Board of Directors
For **Orbis Financial Corporation Limited**

Prachi Khanna
Company Secretary
M No.: A27428

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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/ PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING. THE ATTENDANCE SLIP AND PROXY FORM ARE ENCLOSED AS ANNEXURE – 1.**

A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for another person or member. Requisition for inspection of proxies shall have to be made in writing by Members entitled to vote on any resolution at least 3 days before the commencement of meeting. Proxies shall be made available for inspection during the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with conclusion of meeting.

2. Corporate / non individual members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of Board Resolution / authorization letter authorizing their representative(s) to attend and vote on their behalf at the Meeting. An authorized representative of a Body Corporate Member may also appoint a Proxy under his signature in the manner provided in para 2 above. For remote e-voting purposes the said Resolution/Authorisation shall be sent by e-mail on Scrutinizer's e-mail address at jatinfcs@gmail.com with a copy marked to evoting@nsdl.co.in. Corporate Members/Institutional shareholders (i.e. other than individuals, HUFs, NRIs, etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-Voting" tab in their login.
3. Pursuant to Section 101 of The Companies Act, 2013 (the "Act") read with rules framed thereunder (as amended from time to time) and in compliance with the applicable provisions, the Notice of AGM is being sent only through electronic mode to Members whose e-mail address is registered with the Company/the Depository Participants/RTA as on September 05, 2025.

Further, Eligible Members who have registered their email address and not received AGM notice, User-Id and password for remote e-voting and participate in AGM may write an email to prachi.khanna@orbisfinancial.in with subject as "AGM Notice" and obtain same.

4. The Explanatory Statement, pursuant to Section 102 of The Companies Act, 2013 (the "Act"), in respect of Ordinary and Special Business(es) bearing item no. 4 to 7 as set out under ("AGM" or the "Meeting") forms part of this Notice. The relevant details of Director seeking re-appointment as required under Secretarial Standard - 2 issued by The Institute of Company Secretaries of India are provided in enclosed Explanatory Statement.
5. Members may note that a public notice to the effect shall also be released in Newspapers after completion of dispatch of notice to members, Directors and Statutory Auditors. Further the Notice of AGM is also made available on Company's website at <https://www.orbisfinancial.in/> Orbis Web

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link <https://www.orbisfinancial.in/19th-agm-notice-fy-2024-25> and website of NSDL at <https://www.evoting.nsdl.com> as part of compliance requirements thereof.

6. Nomination Facility - As per Section 72 of the Companies Act, the facility for making nomination is available to Members in respect of shares held by them. Members who have not yet registered their nominations are requested to register same by submitting Form No. SH-13. If a member desires to opt-out or cancel earlier nomination and record a fresh nomination, Member may submit same in Form SH-14. Members are requested to submit said form to their DPs as all shares are held in electronic form, quoting their folio no(s).
7. Dividend of Rs. 1.80/- per equity share of Rs. 10/- each, if approved by members at 19th AGM, shall be paid by your Board as per record date to be fixed by Board of Directors, subject to applicable deduction of income-tax at source ('TDS').
8. Unpaid/Unclaimed Dividend and Transfer of Shares to Investor Education and Protection Fund ('IEPF'): Pursuant to provisions of Section 124 of the Act, the dividend which remains unclaimed / unpaid for a period of seven years from date of transfer to unpaid dividend account of Company is required to be transferred to IEPF established by The Central Government. The details of unpaid and unclaimed dividends lying with the Company as on March 31, 2024 are uploaded on website of Company and can be accessed through the link <https://www.orbisfinancial.in/>. Members are requested to claim their respective Unclaimed Dividend accordingly.
9. The Members who are unable to receive dividend directly in their bank account through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, may approach company and Company shall dispatch Warrant/Bankers' Cheque/Demand Draft to such Members.
10. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders effective April 01, 2020 and Company is required to deduct tax at source from dividend paid to Members at rates prescribed in the Income Tax Act, 1961 (the "IT Act"). To enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential status, PAN, Category as per the IT Act with their Depository Participants ('DPs') to enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption.
11. Address of the Registrar & Share Transfer Agent whom Members may contact in case of any change of address or queries relating to their shares: -

Registrar & Share Transfer Agent

Skyline Financial Services Private Limited

D-153 A, 1st Floor Okhla Industrial Area,
Phase – I, New Delhi – 110 020, India

Contact number: +91-11-4045 0193 - 96, **E-mail:** admin@skylinerta.com

12. Queries on the agenda entered in 19th AGM Notice, if any, may please be sent to the Company at least seven days prior to date of 19th AGM so that answers may be provided at the Meeting. Members are requested to produce the enclosed attendance slip, duly signed as per the specimen signature recorded with the Company / their Depository Participant, for admission to the meeting. Members holding shares in dematerialized form are requested to bring their DP-ID and Client-ID numbers for easier identification for attendance at the meeting.

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13. Green Initiative – Members who are yet to register/ update their email addresses with the Company or with the Depository Participants are once again requested to register/ update the same for receiving the Notices, Annual Reports, and other documents through electronic mode and uphold and appreciate the go green cause of MCA.
14. All the documents referred to in 19th AGM Notice will be open for inspection at the Registered Office on all working days between 11:00 a.m. and 1:00 p.m. up to the date of the AGM. Further, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and related rules thereunder and Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 and related rules thereunder will also be available for inspection by Members of the Company at the Registered office of the Company and venue of 19th AGM.
15. Pursuant to provisions of Section 108 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at 19th AGM. For this purpose, the company has entered into an agreement with National Securities Depository Limited ('NSDL') for facilitating voting through electronic means, as the authorized agency.
16. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by Depositories as on Cut-Off date only i.e. Tuesday, September 23, 2025 shall be entitled to avail the facility of e-voting of AGM. Any person who is not a member as on the Cut-Off Date should treat this Notice for information purpose only.
17. The voting rights of members for e-voting shall be in proportion to paid-up value of their share in equity share capital as on cut-off date i.e. Tuesday, September 23, 2025.
18. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
19. Any person who becomes the member of the company, after dispatch of Notice of Meeting and holding shares as on Cut-Off date only i.e. Tuesday, September 23, 2025 may obtain User ID and Password by sending request (alongwith name, Folio No. and shareholding) to NSDL at evoting@nsdl.co.in or RTA at admin@skylinerta.com. After receipt of above credentials, please follow the instructions for e-voting to cast the vote.
20. The remote e-voting shall commence 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). During this period, Members holding shares as on Cut-Off Date may cast their vote electronically. At the end of remote e-voting period the facility / module shall forthwith be blocked / disabled by NSDL.
21. The Board of Directors has appointed Mr. Jatin Gupta (Membership No. FCS 5651, CP No. 5236) or failing him Mr. Vinod Goel (Membership No. 22384) of M/s. Jatin Gupta & Associates, Practising Company Secretaries, Delhi as Scrutinizer to scrutinize e-voting (including voting at 19th AGM) process in fair and transparent manner and issue their report.

22. Members to note that:

- a. company is providing facility for voting by electronic means and business may be transacted through such voting.
- b. Once the vote on a Resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- c. that the facility for voting, either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- d. that the members who have cast their vote by remote voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- e. that the company did not opt to provide the same electronic voting system as used during remote e-voting during the Annual General Meeting, and therefore the said facility shall not be in operation till all the resolutions are considered and voted upon in the meeting and members may be given the facility of ballot for voting only by the members attending the meeting and who have not exercised their right to vote through remote e-voting and said right to be confined to AGM only and members attending in person not otherwise.
- f. The Chairman shall at 19th Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, as provided in clauses (a) to (h) of Sub-Rule (I) of Rule 21 of The Companies (Management and Administration) Rules, 2014 and other applicable provisions, with the assistance of scrutinizer, by use of ballot or polling paper or by using an electronic voting system for all those members who are present at 19th Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in presence of at least two witnesses not in employment of company and make, not later than three days of conclusion of meeting, a consolidated scrutinizer's report of total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same:

Provided that the Chairman or a person authorized by him in writing shall declare the result of the voting forthwith;

The register and all other papers relating to voting by electronic means shall remain in the safe custody of scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, scrutinizer shall hand over the register and other related papers to the company.

The results declared along with the report of the scrutinizer shall be placed on the website of the company, and on the website of the agency immediately after the result is declared by the Chairman.

23. At the ensuing Annual General Meeting, Mr. Rup Chand Jain retires by rotation and being eligible has offered his eligibility, willingness and tendered consent/declaration towards his re-appointment.

24. Venue of 19th Annual General Meeting is located at walking distance from Sikanderpur Metro Station. Google map is enclosed as **Annexure 2**.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Thursday, September 25, 2025 at 09:00 A.M. and ends on Monday, September 29, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 23, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will

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	<p>open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful

	authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c. How to retrieve your 'initial password'?

i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jatinfcs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Utkarsh Gupta, Deputy Manager- Business Development & Products at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

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1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to prachi.khanna@orbisfinancial.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to prachi.khanna@orbisfinancial.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID Correctly in their demat account in order to access e-voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Ordinary Business:

ITEM NO. 4: Details of Directors seeking re-appointment at 19th Annual General Meeting [Pursuant to SS - 2 of Secretarial Standard on General Meetings]

Brief Profile

Mr. Rup Chand Jain (DIN: 00092600) is a Non-Executive Director of the Company and is liable to retire by rotation in accordance with provisions of Section 152 (6) of The Companies Act, 2013 and Articles of Association of the Company. He retires at the ensuing i.e 19th Annual General Meeting and being eligible and offers himself for re-appointment.

Mr. Jain did his B. Tech. (Hons) from IIT Bombay followed by a double Masters in Engineering & Business Management from USA. His 50+ years of rich and diversified experience includes key positions with large multi-national and Indian Companies.

Please find below details of Mr. Rup Chand Jain:

Particulars	Details
Name of the Director	Mr. Rup Chand Jain
DIN	00092600
Date of Birth	01-09-1941
Age	84
Qualifications	B. Tech (Hons) from IIT Bombay and double Masters in Engineering & Business Management from USA
Experience	50+ years
Terms & Conditions of Appointment	Mr. Rup Chand Jain was appointed as a Non-Executive Director of the Company liable to retire by rotation.
Details of Remuneration	N.A.
Date of first appointment on the Board	February 27, 2007
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	N.A.
The No. of meetings of the Board attended during the Year	1
Other Directorships	Nil
Chairmanship/Member of the Committee of the Board of Directors of other companies in which he is a director	N.A.

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SPECIAL BUSINESS:

ITEM NO. 5: Re-appointment and Remuneration of Mr. Shyamsunder Basudeo Agarwal (DIN: 08516709) as Managing Director and Chief Executive Officer of the Company

Brief Profile: Members at their 16th Annual General Meeting held on September 29, 2022 approved the appointment of Mr. Shyamsunder Basudeo Agarwal as Managing Director (MD) designated as MD and Chief Executive Officer (CEO) of the Company with effect from August 17, 2022 for a period of three (3) years. Mr. Agarwal has an excellent academic and professional background. He has strengthened and transformed the business of the Company since his joining as CEO in August 2017. Under his dynamic leadership, the Company has witnessed significant growth in business and profitability.

Mr. Agarwal has an outstanding academic and professional background and under his leadership, your Company has achieved highest growth in revenue, profitability and market share and is poised to grow further and has rich experience spanning more than 20 years in the field of Capital Market and all such requisite attributes were considered, deliberated and noted by Nomination and Remuneration Committee. Considering his rich experience, in-depth knowledge, and substantial contributions made to the Company during his current tenure, NRC and board unanimously agreed that it would be in best interest to recommend his re-appointment for a fresh term of 5 years commencing from August 17, 2025 subject to approval by Members and therefore recommended appointment of Mr. Shyamsunder Basudeo Agarwal as MD (designated as MD & CEO) under The Companies Act, 2013.

It is also to be noted that the NRC and board had also noted, reviewed annual performance of its Board Members, including that of Mr. Shyamsunder Basudeo Agarwal and expressed its satisfaction over same. It was also noted that Mr. Agarwal fulfils the criteria laid down for determining qualifications, positive attributes for being considered for re-appointment including relating to remuneration for Directors / Key Managerial Personnel.

In terms of Section 196, 197, 198 and 203 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof, the re-appointment of Mr. Shyamsunder Basudeo Agarwal as Managing Director designated as MD and CEO w.e.f. August 17, 2025 is required to be approved by members by way of Special Resolution.

The material terms and conditions of re-appointment of Mr. Shyamsunder Basudeo Agarwal are as follows:

- a. **Designation:** Managing Director (MD) designated as MD and Chief Executive Officer (MD and CEO) of the Company.
- b. **Period of Appointment:** 5 years commencing from August 17, 2025.
- c. **Nature of Duties:** entrusted with substantial powers of Management and responsible for day to day operations, strategic direction, and overall business management, subject to superintendence, control and direction of Board.
- d. **Remuneration:**
 - i. Salary of Rs. 10,00,000/- per month with effect from August 17, 2025 subject to compliance with applicable provisions.

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- II. The Company shall provide house rent allowance of Rs. 5,00,000/- per month.
- III. He shall be entitled to reimbursement of the actual gas and electricity expenses incurred for his residence.
- IV. He shall be entitled to use of Company's car(s), with all expenses for maintenance and running of same including driver salary to be borne by the Company.
- V. The Managing Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees as existing and applicable or which the Company may establish from time to time.
- VI. The Managing Director and his family shall be entitled to either reimbursement of medical and health insurance expenses, or coverage under Company's Group Medical Policy.
- VII. Reimbursement of actual telephone expenses incurred by Managing Director.
- VIII. Reimbursement of entrance / subscription fee and annual fee to a maximum of two clubs.
- IX. Leave Travel Allowance for the Managing Director and his family in accordance with the provisions of the Income Tax Act, 1961.
- X. Reimbursement of expenses actually incurred by him in connection with the business of the Company.
- XI. The Managing Director shall be entitled to such other increments, from time to time, as may be recommended by the Nomination and Remuneration Committee and approved by the Board, which may determine same at its discretion, within provisions of The Companies Act, 2013.

e. Performance linked Bonus.

- In addition to the fixed remuneration as stated above, and subject to performance of the Company, Mr. Shyamsunder Basudeo Agarwal is entitled to performance linked bonus as may be recommended / approved by the Nomination and Remuneration Committee / Board.
- **ESOPs:** Eligible for stock options under various Employee Stock Option Schemes of the Company as may be recommended by NRC and approved by the Board of Directors from time to time. The value on exercise of ESOP options granted/to be granted by the Company during his tenure of present appointment at a price to be taken on the date of exercise of said option.

f. Other Terms and Conditions

- Overall managerial remuneration will be up to 15% of net profits pursuant to shareholders resolution dated August 26, 2019.
- In view of the current profitability of the Company, the Board, on the recommendation of NRC, hereby approves payment of remuneration to Managing Director comprising fixed and variable components aggregating to 9.00% of the net profits of the Company, computed in accordance with Section 197 & 198 of the Act for the agreed term of his appointment.
- The aforesaid remuneration limit of nine percent (9.00%) shall be subject to periodic review and approval by the NRC and/or the Board, as the case may be, who may recommend and/or approve variation in percentage of remuneration and ensure compliance with the provisions of Act, Schedule V thereto, and applicable rules.

- Within realm of limits stated as hereinabove, the remuneration payable to Mr. Agarwal shall at all times remain within the overall limits of 15% as approved by the Shareholders resolution dated August 26, 2019, including Schedule V and amendments, modifications, or statutory re-enactments therein, and the terms and conditions of said appointment shall be suitably modified to give effect to such variation, as and when required.
- However, if in any financial year during the currency of tenure of Mr. Shyamsunder Basudeo Agarwal, as MD, in case the Company has no profits or its profits are inadequate, the Company may pay to Mr. Agarwal, MD and CEO, all component of remuneration as specified above as the minimum remuneration subject to requisite approvals, if any.
- He is not liable to retire by rotation.
- He is not entitled to receive any sitting fees for attending Board/Committee meetings.

A. GENERAL INFORMATION:

1. **Nature of Industry:** Financial Services
2. **Date of commencement of commercial operations:** 2008
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
4. **Financial performance based on given indicators:**

(Amount in Rs. Crore)

Particulars	FY 22-23	FY 23-24	FY 24-25
Total Turnover	296.73	426.39	554.45
Profit/(Loss) before tax	120.06	184.00	271.55
Profit/(Loss) after tax	88.20	138.90	202.11
Net worth	425.97	682.81	891.65

5. **Foreign Investments or collaborations, if any:** Nil

B. INFORMATION ABOUT THE APPOINTEE:

1. **Background details:**

Mr. Shyamsunder Basudeo Agarwal comes with over 20 years of rich and diverse experience in Custody & Capital Markets. He brings rich domain expertise in these specialized segments of Capital Market. Prior to joining Orbis, Mr. Agarwal was spearheading Custody Division at ICICI Bank and was responsible for custody business development & and product development.

2. **Past Remuneration:**

His fixed compensation for the period April 01, 2024 to March 31, 2025 amounts to Rs. 2,18,47,524/- (which included salary and allowance, perquisites and statutory

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contribution). In addition to this, he was entitled for performance linked variable pay and ESOPs as approved by the Nomination and Remuneration Committee / Board, from time to time.

3. Recognition or awards: Nil

4. Job profile and his suitability:

Mr. Shyamsunder Basudeo Agarwal is responsible for overall management of the Company including providing a key direction to the growth strategy of Company. In view of his skills, professional qualification and experience, he is considered aptly suited for the post / job.

5. Remuneration proposed:

- Fixed Remuneration as set out above.
- **Performance based Bonus:** In addition to the fixed remuneration as stated above, and subject to performance of the Company, Mr. Shyamsunder Basudeo Agarwal may be entitled to performance linked bonus as may be recommended / approved by the NRC / Board, as the case may be.
- **ESOPs:** He is eligible for stock options under various Employee Stock Option Schemes of the Company as may be approved / recommended by the Board of Directors / Nomination and Remuneration Committee of the Board, from time to time.
- **Leave and other benefits/ allowances:** As per the approved policies.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):

The proposed remuneration is comparable and competitive, considering the industry, size of the Company, the managerial position and credentials of Managing Director. As proposed appointee is Indian National, no other disclosure / confirmation / affirmation is required.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel or other director, if any:

Except for his remuneration, Mr. Agarwal does not have any pecuniary relationship with the Company.

8. Directorships in other Companies: Nil

9. Shareholding in the Company: Holding 3.75% of the paid-up share capital in the Company.

10. Committee Positions:

Sr. No.	Name of Committee(s)	Position held
1	Corporate Social Responsibility Committee	Member
2	Stakeholders Relationship Committee	Member
3	Management Committee	Member

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Shyamsunder Basudeo Agarwal, are in any way concerned or interested, financially or otherwise, in this resolution set out at Item No. 5 of special business of this Notice. It may be noted that none of the relatives of Mr. Agarwal is employed with the Company.

Your Board accordingly recommends the Resolution set out in the Notice for approval of the Members as Special Resolution.

ITEM NO. 6: Appointment of Mr. Om Prakash Dani (DIN: 00180703) as Independent Director

Mr. Om Prakash Dani (DIN:00180703) was appointed as an Additional Director of the Company w.e.f. April 01, 2025 by the Board of Directors pursuant to affirmative recommendation of NRC as per Section 161 of the Companies Act, 2013 (the "Act"), on account of completion of tenure of two consecutive terms of Mr. Pranay Kothari, Independent Director, in accordance with Section 149 (10) and (11) of the Companies Act, 2013 (the "Act").

As per Section 149 read with applicable rules, the Company being a prescribed Company was required to appoint new Independent Director on its Board. NRC had accordingly affirmed and recommended appointment of Mr. Om Prakash Dani and Board had effected said appointment, subject to approval of Members by passing a resolution on March 21, 2025 u/s 161 of The Companies Act, 2013 and said tenure shall come to an end on the date of ensuing AGM.

As per Section 161 and 149 of the Act, Mr. Om Prakash Dani holds office upto the date of the ensuing Annual General Meeting. Based on recommendation of the Nomination and Remuneration Committee, your Board now recommends passing of Ordinary Resolution as set out in Item. No. 06 under Special Business of the Notice for appointment of Mr. Om Prakash Dani as a Non-Executive Independent Director, not liable to retire by rotation for a fixed tenure of 5 years.

Brief resume of Mr. Om Prakash Dani, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, as required under the Secretarial Standards are as below:

Particulars	Details
Name of the Director	Mr. Om Prakash Dani
DIN	00180703
Date of Birth	30-04-1949
Age	76
Qualifications	Fellow Member of the Institute of Chartered Accountants of India ('ICAI') and the Institute of Company Secretaries of India ('ICSI')
Experience	50+ years

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Terms & Conditions of Appointment	Mr. Om Prakash Dani is appointed as Independent Director for a period of 5 years w.e.f April 01, 2025
Details of Remuneration	N.A.
Date of first appointment on the Board	April 01, 2025
Shareholding in the company	N.A.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
The No. of meetings of the Board attended during the Year	2
Other Directorships	Nil
Chairmanship / Member of the Committee of the Board of Directors of other companies in which he is a director	Audit Committee – Chairman; Nomination and Remuneration Committee – Member; Corporate Social Responsibility Committee – Member; and Stakeholders Relationship Committee - Member

Except Mr. Om Prakash Dani none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution set out at Item No. 6 of special business of this Notice.

Your Board accordingly recommends the Resolution set out in the Notice for approval of the Members as an Ordinary Resolution.

ITEM NO. 7: 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

Pursuant to provisions of the Companies Act, 2013 and covenants of financing documents of the Company, if any, the Company was required to pass a Special Resolution under Section 62 (3) of the Companies Act, 2013 (for acceptance of Loan convertible into equity) read with Rules made thereunder so as to enable Banks (including HDFC Bank Limited, State Bank of India, AU Small Finance Bank Limited in specific and others in general and Financial Institutions (hereinafter referred to as the “Lenders/Existing Lenders”) to convert entire/part of the outstanding debt or any other financial assistance categorized as credit facilities (hereinafter referred to as the “Financial Assistance”), in foreign currency or Indian Rupee, already availed or to be availed from the Lenders in general (including HDFC Bank Limited, State Bank of India, AU Small Finance Bank Limited in specific) from time to time, at their option, under instances of default only and not otherwise, into equity shares of the Company upon such terms and conditions as deem appropriate by Board and at price to be determined in accordance with the applicable laws, valuation at the time of exercise of such conversion option.

Section 62(3) of the Companies Act, 2013, provides that nothing in Section 62 shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the Company; provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in General Meeting.

Hence the resolution is proposed for members consideration and approval as Special Resolution including by way of ratification, if required.

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Members may note that this resolution may also cover existing borrowing and additionally reference of HDFC Bank Limited, State Bank of India, AU Small Finance Bank Limited is stated in specific and members are aware of similar resolution passed in last F.Y. (i.e. 2023-24) through Postal Ballot, hence present resolution is proposed in supersession of previous resolution passed u/s 62 (3) so as to cover more Lenders.

Members to also note that pursuant to 180(1)(c) and 180(1)(a) of the Companies Act, 2013, the Company in 18th Annual General Meeting held on September 30, 2024 approved / authorized board to borrow any sum or sums of monies (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), from time to time, in such form and manner and on such terms and conditions as deem fit, such that the total amount borrowed and outstanding at any time and to create charges on the Company's properties for securing the borrowings and working capital facilities availed or to be availed by the Company shall not exceed Rs. 2,000 Crores (Rupees Two Thousand Crores Only) and present resolution takes convertible amount not exceeding Rs. 1000 Crores (Rupees One Thousand Crores Only).

Since, your Company has availed various loans/ facilities from various lenders, the Company may be required to execute various financing and other documents, which may provide option to the Lenders, to convert whole or any part of such outstanding Financial Assistance.

Accordingly, your Board recommends the resolution as set forth in item no. 7 of the Notice, to enable the Lenders, in terms of the lending arrangements, entered/to be entered and as may be specified by the Banks/Financial Institutions and any body corporate entity(ies) under the financing documents already executed or to be executed in respect of Financial Assistance availed/ to be availed, at their option, to convert the whole or part of their respective outstanding Financial Assistance into equity shares of Company, upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable law, Rules and Regulations at the time of exercise of said conversion option including by way of ratification.

Your Board hereby clarifies that this resolution is merely an enabling resolution and there are no proposals for the conversion of loan into Equity, either pending or envisaged currently and be taken as enabling resolution as of now.

As the resolution is only compliance-based resolution, none of the Directors and Key Managerial Personnel of the Company and their relatives etc. may be deemed to be interested/concerned in this resolution as same is only compliance based and procedural in nature.

Date: September 05, 2025

Place: Gurugram

Registered Office: 4A, Ocus Technopolis,
Sector-54, Golf Club Road,
Gurugram – 122002, Haryana

CIN: U67120HR2005PLC036952

By order of the Board of Directors
For **Orbis Financial Corporation Limited**

Prachi Khanna
Company Secretary
M No.: A27428

Orbis Financial Corporation Limited (CIN: U67120HR2005PLC036952)

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Mumbai Office: Vaibhav Chambers, 07th Floor- Bandra-Kurla Complex, Bandra (East), Mumbai – 400051, India, T91 22 4077 6565 F91 22 4077 6500

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Annexure-1 Attendance Slip

Name of the Company : Orbis Financial Corporation Limited
Registered Address : 4A Ocus Technopolis, Sector 54, Golf Club Road, Gurugram-122002, Haryana
CIN : U67120HR2005PLC036952
Email : compliance@orbisfinancial.in
Telephone : 0124 454 6565
Website : www.orbisfinancial.in

19th Annual General Meeting of the Company on Tuesday, September 30, 2025 at 03:00 p.m. at OASIS, AIR By Ahuja Residences, 25, J-10, DLF Phase 2, Sector 25, Gurugram, Sarhol, Haryana 122002

Folio No. / DP ID Client ID No.	
Name of First named Member/Proxy/ Authorized Representative	
Name of Joint Member(s), if any	
No. of Shares held	

I/we certify that I/we am/are member(s)/authorized representative/ proxy for the member(s) of the Company.

I/we hereby record my/our presence at the 19th Annual General Meeting of the Company being held on Tuesday, September 30, 2025 at 03:00 p.m. at OASIS, AIR By Ahuja Residences, 25, J-10, DLF Phase 2, Sector 25, Gurugram, Sarhol, Haryana 122002.

.....
Signature of First holder/Proxy/Authorized Representative
Signature of 1st Joint holder
Signature of 2nd Joint holder

Note(s):

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the Meeting Venue.
2. Only shareholders of the Company and/or their Authorised Representative/ Proxy will be allowed to attend the Meeting.

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Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):	E-mail Id:
	No. of shares held:
Registered address:	Folio No.
	DP ID*:
	Client ID*:

* Applicable for investors holding shares in electronic form.

I/We being the member(s) of the above named Company hereby appoint:

S. No.	Name	Address	Email address	
1				or failing him
2				or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company to be held on Tuesday, September 30, 2025 at 03:00 p.m. at OASIS, AIR By Ahuja Residences, 25, J-10, DLF Phase 2, Sector 25, Gurugram, Sarhol, Haryana 122002 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below:

S. No.	Resolution	For	Against
	Ordinary Business:		
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.		
2	To consider and adopt the Audited Consolidated Financial Statements for the year ended March 31, 2025 and the report of the Auditors thereon		
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.		
4	To appoint a Director in place of Mr. Rup Chand Jain (DIN: 00092600), who retires by rotation, and being eligible, has offered himself for re-appointment.		
	Special Business:		
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.		
6	Appointment of Mr. Om Prakash Dani (DIN: 00180703) as Independent Director		
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		

Signed this day of..... 2025

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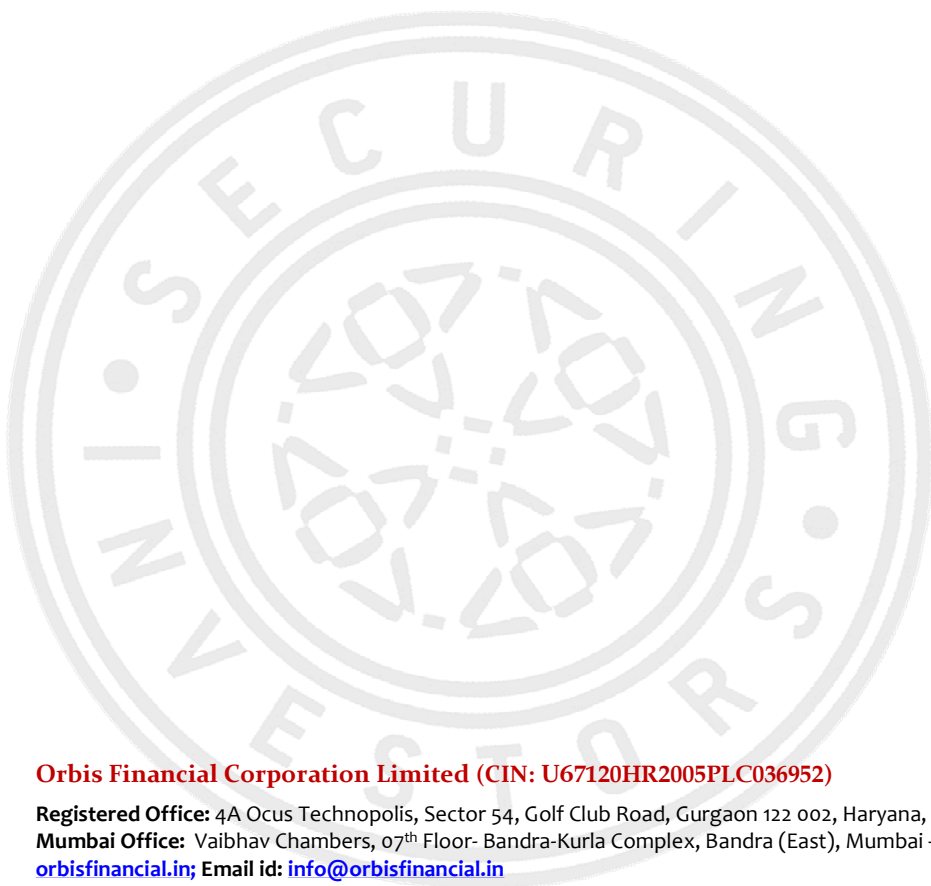
Signature of shareholder.....

Signature of Proxy holder(s) (1)(2)(3)

Affix
Revenue
Stamp not
less than
Rs.1

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 19th Annual General Meeting.
6. Please complete all details including details of member(s) in above box before submission.



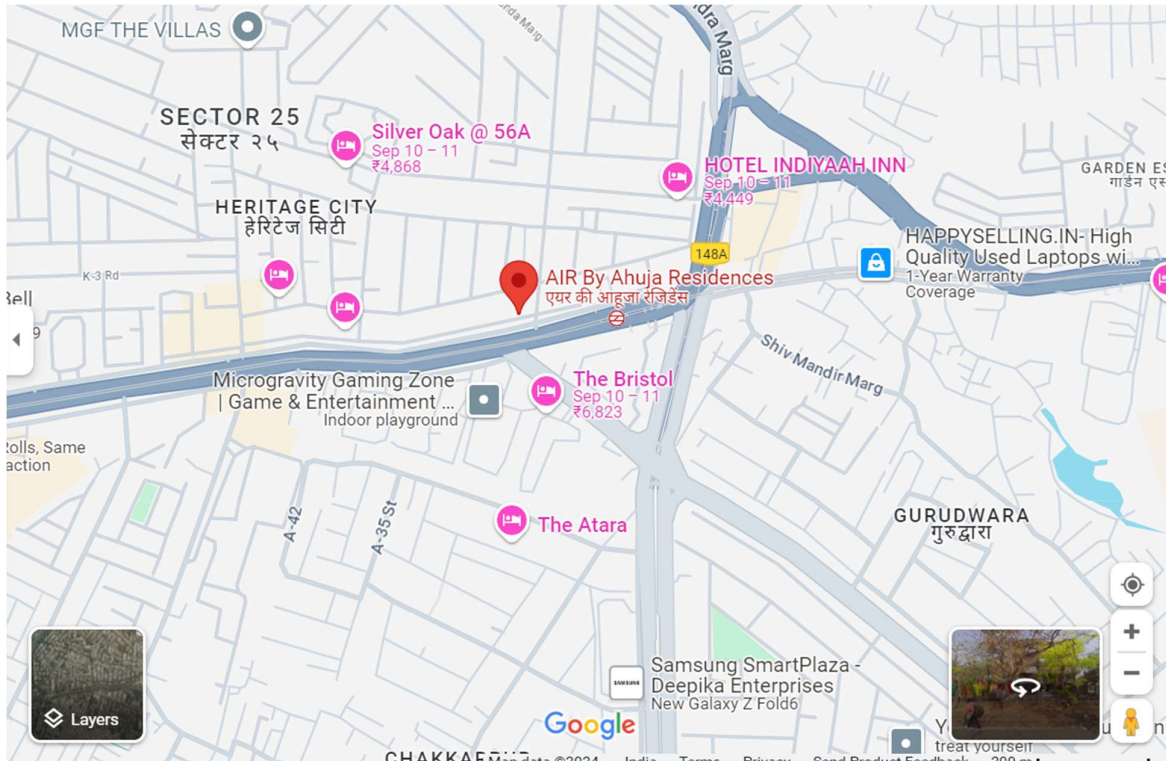
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Annexure-2 Route Map



Orbis Financial Corporation Limited (CIN: U67120HR2005PLC036952)

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