

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of The Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108 and 110, and other applicable provisions, of the Companies Act, 2013, as amended (**"the Act"**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) (including any statutory modification or re-enactment thereof for the time being in force), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**"SS-2"**), and other applicable laws and regulations including amendments therein, existing and forthcoming, read with Ministry of Corporate Affairs, Government of India (**"MCA Circulars"**) 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. 03/2025 dated 22nd September 2025 and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification and re-enactment(s) thereof, for the time being in force), allowing companies to conduct their AGMs/EGMs / through VC or OAVM, to transact items through Postal Ballot in accordance with the requirements laid down in Para 3 and Para 4 of MCA General Circular No. 20/2020 dated 05.05.2020, proposed to be passed by members of Orbis Financial Corporation Limited (hereinafter referred to as **"the Company"**), through Postal Ballot only by way of remote e-voting (**"e-voting"**) for the following **special resolution(s)** :

Sr. No.	Particulars
1	Authorisation under Section 180(1)(a) of the Companies Act, 2013 – to create charge, mortgage, lien, etc., on company's assets.
2	Authorisation under Section 180(1)(c) of the Companies Act, 2013 – increase in borrowing powers of the company.
3	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, for borrowings availed / to be availed, as the case may be, including by way of ratification.

The Explanatory Statement pursuant to Section 102 of the Act setting out material facts pertaining to resolution(s) mentioned in this Postal Ballot Notice are annexed hereto along with the Postal Ballot Notice.

As permitted under MCA Circulars, the Company is sending Postal Ballot Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to members for this Postal Ballot.

In compliance with the provisions cited hereinabove, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting Postal Ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (**"DP"**). Further, the Company has extended only remote e-voting facility to Members (all the shares of the Company are in dematerialised form) to enable them to exercise their right to vote on the matters included in the notice of Postal Ballot electronically i.e. through remote e-voting instead of submitting the Postal Ballot form.

Orbis Financial Corporation Limited (CIN: U67120HR2005PLC036952)

Registered Office: 4A Ocus Technopolis, Sector 54, Golf Club Road, Gurgaon 122 002, Haryana, India T91 124 454 6565 F91 124 454 6500

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

orbisfinancial.in; Email id: info@orbisfinancial.in

The Company has engaged National Securities Depository Limited (“NSDL”) for facilitating e-voting. Members desiring to exercise their votes are requested to carefully follow the e-voting instructions and record their assent (‘FOR’) or dissent (‘AGAINST’) by following the procedure as stated in the Notes forming part of the Notice. The instructions for remote e-voting are appended to this Postal Ballot Notice, and members are requested to read it carefully and follow the same.

The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 A.M. IST on Wednesday, January 07, 2026
Conclusion of e-voting period	5.00 P.M. IST on Thursday, February 05, 2026
Cut-off date for eligibility to vote	Thursday, January 01, 2026

The e-voting facility will be disabled by NSDL immediately after 5.00 P.M. IST on Thursday, February 05, 2026, and will be disallowed thereafter. The last date of e-voting i.e. Thursday, February 05, 2026, shall be the date on which the resolution(s) would be deemed to have been passed, if approved, by the requisite majority as the resolution is / are intended to be passed as Special Resolution(s).

The Board of Directors have 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 for conducting the Postal Ballot by way of e-voting process in accordance with the law, in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Board of Directors (“**the Chairman**”) or any other person authorized by the Chairman, and the result will be announced within 2 working days from the conclusion of e-voting period i.e. on or before 5.00 P.M. IST on Saturday, February 07, 2026, after completion of scrutiny. The Chairman or person authorized by him will announce the result of Voting by Postal Ballot, on or before Saturday, February 07, 2026 and result along with Scrutinizer’s Report will be posted on the Company’s website <https://www.orbisfinancial.in> and NSDL’s e-voting website i.e. [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) besides communicating to the Depositories. The result shall also be displayed on the notice board at the Registered Office of the Company i.e 4A, Ocus Technopolis, Sector -54, Golf Club Road, Gurugram – 122002, Haryana.

Members requiring any clarifications on e-voting may contact Skyline Financial Services Private Limited (“**Skyline**”) on telephone Number 011-40450193-97 & 011-26812682-83 or by email info@skylinerta.in.

SPECIAL BUSINESS(ES)

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

*To consider and if deemed fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

"RESOLVED THAT in supersession of earlier resolution passed, pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) passed for the purpose and the Articles of Association of the Company and subject to any other approval (including statutory / other regulatory authority approvals), if required, consent of members be and is hereby accorded to the Board of Directors so as to enable them to sell, lease or otherwise dispose of the whole or substantially the whole of undertaking of the company and provide security by way of equitable or any other mortgage, hypothecate and / or charge, in addition to any other mortgage, hypothecations or charges created / to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and / or immovable properties of the Company (including but not limited to all intangible property, rights and benefits under all contracts and agreements entered into by the Company and the monies of and long term receivables of and the loans and advances made by, the Company), both present and future, and / or the whole or substantially the whole of undertaking or any part of properties of the Company where so ever situated, in favour of lender(s) and / or their agent or trustees for securing borrowings and /or financial assistance obtained and staying outstanding / to be obtained from banks, public financial institutions, body(ies) corporate or any other party by the Company, from time to time, together with interest, at the agreed rate, including additional / compound / accumulated interest, liquidated damages, commitment fee, premia on prepayment, remuneration of agent(s), trustee(s), if any, all other costs, charges and expenses and all other monies payable in terms of financing documents, or any other documents, entered into / to be entered into between the Company and lenders, agents and trustees in respect of said borrowings / financial assistance and containing such specified terms and conditions and covenants in respect of enforcement of security(ies) as may be stipulated in that behalf and agreed to between Company and lenders, (including their agent(s), trustee(s), upto the aggregate outstanding of which should not exceed, at any given time, INR 2,500 Crores (Indian Rupees Two Thousand Five Hundred Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to negotiate, decide and finalise terms and conditions of borrowings, execute all such deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and delegate all or any of these powers to any Committee of Directors or Director or any other officer of the Company."

Item No. 2: Authorisation under Section 180(1)(c) of the Companies Act, 2013 – increase in borrowing powers of the company.

*To consider and if deemed fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

"RESOLVED THAT in supersession of earlier resolution passed pursuant to Section 180(1)(c) and other applicable provisions, of The Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time

being in force) passed for the purpose and read with Articles of Association of the Company and subject to any other approval, if required, consent of members be and is hereby given to the Board of Directors to enable them to borrow, in one or more than one tranche, moneys, from time to time, whether as rupee loans, foreign currency loans, debentures, bonds and / or other instruments including convertible / non-convertible (equity / preference / debenture / warrants, etc.) and / or non-fund based facilities or in any other form (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured, on such terms and conditions as may be considered suitable by the Board of Directors up to an amount, the aggregate outstanding of which should not exceed, at any given time, INR 2,500 Crores (Indian Rupees Two Thousand Five Hundred Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide terms and conditions of borrowings, finalize and execute all such deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or Director or any other officer of the Company."

Item No. 3: 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, for borrowings availed / to be availed, as the case may be, including by way of ratification.

*To consider and if deemed fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

"RESOLVED THAT in absolute supersession of earlier resolution passed pursuant to Section 62 (3) and all other applicable provisions, of The Companies Act, 2013 and Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) passed for the purpose 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 / to be entered with Lenders, if any, 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 the Board of Directors, in the larger interest of the 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 INR 2000 crores (Indian Rupees Two Thousand Crores only) availed / to be availed 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, staying outstanding at any given point of time, including principle and interest thereon and same being consistent with the existing and proposed borrowing powers of the Company 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 completed and 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 only** 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 establishment of default and 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 to be 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 and shall take all steps as may be necessary to the satisfaction of Lenders, 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 falling in sync with terms and conditions of present resolution.;
- 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; and

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalize 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 during the currency of the Financial Assistance, on the terms specified in the financing documents, only upon happening of an event of default by the Company in terms of loan arrangements.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to finalize 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 during the currency of Financial Assistance, on the terms specified in financing documents, only upon happening of an event of default by Company in terms of

loan arrangements, 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 act for every other purpose required to give effect to the resolution.”

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

**Sd/-
Prachi Khanna
Company Secretary
M. No. A27428**

Date: December 29, 2025

Place: Gurgaon

Registered Office:

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Golf Club Road, Gurugram – 122002,
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NOTES:

1. In compliance with Section 108 and Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, SS-2 of ICSI and MCA Circulars permitting companies to convene General Meetings through VC or OAVM, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 15 of this Notice.

For this purpose, the Company has engaged National Securities Depository Limited ("**NSDL**") for facilitating e-voting to enable Members to cast their votes electronically instead of dispatching Postal Ballot Form.

2. Explanatory Statement for the proposed resolution(s) mentioned above, pursuant to Section 102 read with Section 108 and 110 of The Companies Act, 2013 and Rule 20 and 22 of The Companies (Management and Administration) Rules, 2014 ("**Rules**"), each as amended, setting out material facts and reasons thereof is annexed hereto and forms part of this notice.
3. the Company is sending this Notice **ONLY** in electronic form to those Members whose names appear in the Register of Members / List of Beneficial Owners as received by the Company from the Depositories / Skyline Financial Services Private Limited, the Company's Registrar and Transfer Agent ("**RTA**"), as on Thursday, January 01, 2026 ("**Cut-Off Date**") and whose e-mail addresses are registered with the Company / RTA / Depositories / Depository Participants.

Further, Eligible Members who have registered their email address and not received Postal Ballot notice, User-Id and password for remote e-voting and participate in Postal Ballot may, write an email to prachi.khanna@orbisfinancial.in with subject as "**Postal Ballot Notice**" and obtain same. For Members who have not registered their email address and in consequence the Postal Ballot Notice could not be serviced, may temporarily get their email address registered by following the instructions given under note no. 15 of this Postal Ballot Notice.

4. The voting rights of Members shall be in proportion to their share of paid-up equity share capital of the Company registered in name of Members / Beneficial Owners as on the Cut-off date.
5. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through Postal Ballot by remote e-voting. A person who is not a member as on the Cut-Off Date should treat this Notice for information purposes only.

It is however clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice.

6. The remote e-voting shall commence on Wednesday, January 07, 2026, at 9:00 A.M. (IST) and shall end on Thursday, February 05, 2026, at 5:00 P.M. (IST). During this period, Members holding shares as on the Cut-Off Date may cast their vote electronically. At the end of the remote e-voting period the facility / module shall forthwith be blocked / disabled by NSDL.

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7. Once the vote on a Resolution is casted by member, member shall not be allowed to change it subsequently or cast vote again.
8. The Board 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 the Postal Ballot process in fair and transparent manner and issue their report.
9. The Scrutinizer will submit his report to the Chairman, or any other person authorized by him, after scrutiny of the votes cast, on result of Postal Ballot within 2 working days from conclusion of Postal Ballot e-voting. The Scrutinizer's decision on the validity of votes cast will be final.
10. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at <https://www.orbisfinancial.in/> and on the website of NSDL at www.evoting.nsdl.com immediately after the results are declared by Chairman or any other person so authorized by him. The results shall also be displayed on the notice board at the Registered Office of the Company.
11. The Resolutions, if passed by the requisite majority through Postal Ballot by remote e-Voting, will be deemed to have been passed as special resolution(s) on the last date specified for e-Voting i.e., Thursday, February 05, 2026, at 5:00 P.M. (IST).
12. Members may also download the Notice from the website of the Company at <https://www.orbisfinancial.in/> or from the website of NSDL at www.evoting.nsdl.com.
13. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to prachi.khanna@orbisfinancial.in from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between January 07, 2026 to February 05, 2026. Further, the documents shall be open for inspection by Members at the Registered/ Corporate Office of the Company during normal business hours on any working day, except Saturday and Sunday.
14. The vote in this Postal Ballot cannot be exercised through proxy.
15. Process and manner to cast votes through remote e-voting:

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.	- 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 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. - Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

Individual Shareholders holding securities in demat mode with CDSL	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 use 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 evoting is in progress as per the information provided by company. On clicking the evoting 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 evoting 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.

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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 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.

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

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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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	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: - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. - 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. - How to retrieve your 'initial password'? - 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'. - 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: - 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. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com. - 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. - 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.
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:

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.**

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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.



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STATEMENT PURSUANT TO SECTION 102(1), 110 OF THE COMPANIES ACT, 2013 ("THE ACT") READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following statements set out all material facts relating to the special business(es) proposed in this Postal Ballot Notice:

Item No. 1 & 2:

Authorisation under Section 180(1)(a) of the Companies Act, 2013 – to create charge, mortgage, lien, etc., on company's assets.

&

Authorisation under Section 180(1)(c) of the Companies Act, 2013 – increase in borrowing powers of the company.

Pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, the Board can dispose-off Company's undertakings / property / assets through sale or lease or provide security of its assets for repayment of loan or otherwise only with approval of Members by way of Special Resolution.

It is envisaged that your Board during course of arranging finance for your Company from banks / FIIs and Body corporates etc. for its business purposes, might come across a situation as to having sale / dispose including create charge / mortgage on all or any of the property(ies) of the Company wherever situated, present or future and the whole or part of the undertaking of the Company in favor of such lenders to secure the repayment of fund and / or non-fund based credit facilities availed or to be availed by the Company and therefore proposing for member consideration and approval by way of special resolution for enabling it to do needful for borrowing money not exceeding INR 2,500 Crores (Indian Rupees Two Thousand Five Hundred Crores Only) staying outstanding at any given point of time.

Members may also note that pursuant to Section 180 (1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, your Board can borrow amount exceeding its paid up capital and free reserves that is to say, reserves not set apart for any specific purpose only with the approval of members by way of Special Resolution.

As part of the proposed borrowings, which along with sum or sums already borrowed by the Company (apart from temporary loans obtained from the Company's banker in ordinary course of business) shall not exceed INR 2,500 Crores (Indian Rupees Two Thousand Five Hundred Crores Only), your Board seeks your approval for same as special resolution. The previous approvals in this regard are proposed to be superseded in absolute by present approval.

In view of larger interest of Company, your Board recommends the above Resolution(s) for your approval to be passed as Special Resolution(s).

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in either of the resolution(s), as the resolution(s) are compliance-based resolution(s).

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Item No. 3:

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, for borrowings availed / to be availed, as the case may be, including by way of ratification.

Pursuant to provisions of the Companies Act, 2013 and covenants of financing documents for borrowings availed / proposed to be availed, the Company was required to pass 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), NBFC, Financial Institutions and Body Corporates, etc (hereinafter referred to as the **“Lenders / Existing Lenders”**) to convert entire / part of outstanding debt or any other financial assistance categorized as credit facilities (hereinafter referred to as the **“Financial Assistance”**) in foreign currency or Indian Rupee, availed / to be availed from 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, into underlying no. of 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. As your Company falls under compliance mechanism of Postal Ballot, your board is proposing same to be passed accordingly.

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

Members are requested to note that pursuant to Section 180(1)(c) and Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, the Company has, through the present Postal Ballot Notice, proposed to seek approval of Members by way of Special Resolution (see Item No. 1 and 2) to:

- (i) increase the borrowing powers, authorizing Board of Directors (hereinafter referred to as the **“Board”**) to borrow, from time to time, any sum or sums of monies (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), in such form, manner and on such terms and conditions as Board may deem fit, provided that the total amount of monies borrowed and outstanding at any time shall not exceed INR 2,500 Crores (Indian Rupees Two Thousand Five Hundred Crores Only), as against the existing limit of INR 2,000 Crores (Indian Rupees Two Thousand Crores Only); and
- (ii) create charge(s), mortgage(s) and / or hypothecation(s) on such movable and / or immovable properties of the Company, both present and future, and / or on the whole or substantially the whole of the undertaking(s) of the Company, for securing the borrowings and / or working capital facilities availed or to be availed by the Company, within the aforesaid overall borrowing limit.

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It is further noted that the present resolution i.e under Item No. 3 does not include any convertible instruments or borrowings exceeding INR 2,000 Crores (Indian Rupees Two Thousand Crores Only).

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

Accordingly, your Board recommends the resolution as set forth in Item No. 3 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, executed or to be executed in respect of Financial Assistance availed / to be availed, at their option under instance of default only.

Your Board hereby clarifies that this resolution is merely an enabling resolution and presently there are no proposal for conversion of loan into Equity, either pending or envisaged as on date of this notice and members to note that Company is progressing and performing well and board was of the view that it shall be able to meet out its obligation towards Lenders, at any given point of time.

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

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

**Sd/-
Prachi Khanna
Company Secretary
M. No. A27428**

Date: December 29, 2025

Place: Gurgaon

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