

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that (01/2023-24 for Financial Year 2023-24) Extra-Ordinary General Meeting of Orbis Financial Corporation Limited ('Company') will be held on Tuesday, November 28, 2023 at 03:00 p.m. (IST) at the Registered Office of the Company situated at 4A, Ocus Technopolis, Golf Club Road, Sector -54, Gurugram, Haryana to transact the following business:

SPECIAL BUSINESS:

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

Authorization to Board of Directors to Offer and Issue Equity Shares on Private Placement cum Preferential Allotment Basis

"RESOLVED THAT the contents of valuation report dated September 30, 2023, of Mr. Subodh Kumar, having registration no.: IBBI/RV/05/2019/11705 certifying the value per share of the Company to be Rs.135/- per share (Rs. 10/- being face value and Rs. 125/- per share being Share Premium) be and is hereby noted.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), read with Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules, 2014 & The Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder by the Ministry of Corporate Affairs, and/or any other statutory / regulatory authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required from applicable Regulatory Authorities (including the Stock Exchanges/Clearing Corporations) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent of Members be and is hereby accorded to enable Board of Directors to create, issue, offer

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Mumbai Office: Vaibhav Chambers, 07th Floor- Bandra-Kurla Complex, Bandra (East), Mumbai-400051, India, T91 22 40776565 F91 22 4077 6500;

Email ID: compliance@orbisfinancial.in; **Website:** orbisfinancial.in

and allot equity shares not exceeding 75,55,556 at a price of Rs. 135/- per Equity Share (at a premium of Rs. 125 per Equity Share), aggregating upto Rs. 1,02,00,00,060 (Rs. One Hundred Two Crore and Sixty only) for cash consideration by way of a preferential issue cum private placement basis ("Preferential Issue/private placement"), and on such terms and conditions as may be determined by the Board of Directors in accordance with the Act/rules/regulations/circulars etc., and other applicable laws to below stated persons/entities:

S No.	Person Name	Residential address	Status	PAN	No. of Shares
1	Mr. Ashish Kacholia	702 B Poonam Chamber, A Wing Worli DR Annie, Besant Road Mumbai, Maharashtra-400018	Individual	AADPK0757F	37,77,778
2	Mrs. Madhulika Agarwal (Partner Himalaya Finance & Investment Company)	C/O Himalaya Finance and investment Company, Unit No 10 BLDG No 2B Mittal Indl, Estate Andheri-Kurla RD Andheri East, Mumbai-400059	Partnership Firm	AACFH1077Q	37,77,778
Total					75,55,556

and that the consent of members be and is hereby also given for the purpose of opening and closing including pre closing the issue and offer of shares as aforesaid in case the entire subscription money to be raised via private placement cum preferential allotment stands received, with no further approval of member required in this regard separately.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the proposed Investors under the proposed Preferential Issue shall be subject to rules and regulations prescribed for the purpose and the following terms and conditions:

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- a) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the requirements of all applicable laws and provisions of the Memorandum and Articles of Association of the Company.
- b) The Investors shall be required to bring in the entire consideration for the Equity Shares to be issued and offered, on or before the date of allotment thereof.
- c) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investors only.
- d) The ISIN of Equity Shares of Company is INE155K01013 and Equity Shares shall be allotted in dematerialized form only within a maximum period of sixty (60) days from the date of receipt of money from the Investors, provided that where the allotment of Equity Shares is subject to receipt of any statutory approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of sixty (60) days from the date of receipt of last of such statutory approvals or permissions.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and other related provisions, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue, if any), entering into contracts, arrangements, agreements, documents and to authorize persons as may be necessary for the purpose, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilization of proceeds of the Preferential Issue, or otherwise, as may be necessary or expedient in connection with the Preferential Issue, and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable laws, take all other steps which may be incidental,

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consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT any actions taken by the Board or committee(s) in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved and confirmed in all respects.”

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

**Sd/-
Prachi Khanna
Company Secretary
ACS No.: A27428**

Date: October 28th, 2023

Place: Gurugram, Haryana

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

To:

1. All Members of the Company.
2. Directors of the Company.
3. Statutory Auditors, M/s M S K A & Associates, Chartered Accountants.

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of The Companies Act, 2013 (the “Act”), in respect of the Business as set out under (“EGM” or the “Meeting”) forms part of this Notice.
2. **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.**

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.

3. Corporate /non individual members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution / authorization letter authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. Pursuant to Section 101 of the Companies Act, 2013 (“Act”) read with rules framed thereunder (as amended from time to time) and in compliance with the applicable provisions, the Notice of the EGM is being sent only through electronic mode to Members whose e-mail address is registered with the Company/the Depository Participants.

Members may note that a public notice to the effect shall also be released in Newspapers after completion of dispatch of all the notice to members, Directors and Statutory Auditors. Further the Notice of EGM is also made available on the Company’s website at <https://www.orbisfinancial.in/> Orbis Web link https://www.orbisfinancial.in/wp-content/uploads/2023/10/Orbis_EGM-Notice_01-2023-24_28.11.2023.pdf and website of NSDL at <https://www.evoting.nsdl.com> as part of compliance requirements thereof

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5. Nomination Facility- As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form SH-14. Members are requested to submit the said form to their DPs as all the shares are held in electronic form, quoting their folio no(s).
6. Address of the Share Transfer Agents 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 – 110020, India

7. Queries on the agenda entered in EGM Notice, if any, may please be sent to the Company at least seven days prior to the date of EGM 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, 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.
8. 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.
9. All the documents referred to in the EGM Notice will be open for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1:00 p.m. up to the date of the EGM. Further, Valuation Report, 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 venue of the EGM from the date of issuance of present notice and till date of EGM. Any member desirous to inspect same may request to the Company whereby requisite arrangements shall be made for valid requisitions.

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10. Pursuant to the 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 the EGM. 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.
11. The voting rights of the members for e-voting shall be in proportion to the paid-up value of their share in the equity share capital of the Company as on the cut-off date i.e. Friday, November 17, 2023.
12. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off date only i.e. Friday, November 17, 2023 shall be entitled to avail the facility of e-voting of the EGM. Any person who is not a member as on the Cut-Off Date should treat this Notice for information purpose only.
13. Any person who becomes the member of the company, after dispatch of the Notice of the Meeting and holding shares as on the Cut-Off date only i.e. Friday, November 17, 2023 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 the above credentials, please follow the instructions for e-voting to cast the vote.
14. The Company has appointed M/s Jatin Gupta & Associates, Practicing Company Secretary having membership no. FCS : 5651 and CP No. : 5236, as the Scrutinizers to scrutinize the e-voting process in a fair and transparent manner and in the opinion of the Board the Scrutiniser can scrutinise the voting and remote e-voting process in a fair and transparent manner.
15. Members to note that:
 - a) that the company is providing facility for voting by electronic means and the business may be transacted through such voting;
 - b) that the facility for voting, either through electronic voting system or 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;

- c) 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;
- d) that the company did not opt to provide the same electronic voting system as used during remote e-voting during the 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.
- e) the Chairman shall, at the 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 as applicable, with the assistance of scrutiner, by use of ballot or polling paper or by using an electronic voting system for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility.

the scrutiner 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 the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutiner's report of the 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 the scrutiner until the Chairman considers, approves and signs the minutes and thereafter, the scrutiner shall hand over the register and other related papers to the company.

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

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

The remote e-voting period begins on 20th November, 2023 at 09: 00 A.M. and ends on 27th November, 2023 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. Friday, November 17, 2023, 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 Friday, November 17, 2023.

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.	1. 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	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 URL for 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 the 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 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.

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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 22 55 33

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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Email ID: compliance@orbisfinancial.in; **Website:** orbisfinancial.in

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.co.in 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.co.in. 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.

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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Abhishek Mishra at evoting@nsdl.co.in

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 compliance@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

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Mumbai Office: Vaibhav Chambers, 07th Floor- Bandra-Kurla Complex, Bandra (East), Mumbai-400051, India, T91 22 40776565 F91 22 4077 6500;

Email ID: compliance@orbisfinancial.in; **Website:** orbisfinancial.in

statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@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.co.in 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 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

As required by Section 102 of the Companies Act, 2013 (the “Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated October 28, 2023:

ITEM NO. 1:

In accordance with Section 23, 42 and 62 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules made thereunder including covenants of Company’s Articles of Association, consent of members by way of special resolution is required to enable your Board to be able to offer and issue and allot securities by way of private placement on a preferential basis to proposed investors, on identification basis, as hereunder:

S No.	Person Name	Residential address	Status	PAN	No. of Shares
1	Mr. Ashish Kacholia	702 B Poonam Chamber, A Wing Worli DR Annie, Besant Road Mumbai, Maharashtra-400018	Individual	AADPK0757F	37,77,778
2	Mrs. Madhulika Agarwal (Partner Himalaya Finance & Investment Company)	C/O Himalaya Finance and investment Company, Unit No 10 BLDG No 2B Mittal Indl, Estate Andheri-Kurla RD Andheri East, Mumbai-400059	Partnership Firm	AACFH1077Q	37,77,778
Total					75,55,556

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Your Board, after identifying proposed subscribers as aforesaid and pursuant to its resolution dated October 28, 2023, has approved entering into Share Subscription Agreement ('SSA') with proposed investors as aforesaid, who happens to be existing members of your Company, for investment of Rs. 1,02,00,00,060/- (Rs. One Hundred Two Crore and Sixty only) for which requisite valuation of its equity shares was undertaken as per requirements of applicable provisions of The Companies Act, 2013, by Mr. Subodh Kumar, IBBI Registered Valuer who had issued his report certifying the fair value of equity shares of Rs. 135/- each.

In view of same, your Board has approved the proposed Preferential Issue of 75,55,556 equity shares at a price of Rs. 135 per Equity Share (at a premium of Rs. 125 per Equity Share) ("Issue Price"), with a view to streamline its operations, and accorded its approval for raising funds through private placement cum preferential allotment route (since issue of shares, by a company to any select person or group of persons on identification basis shall mean preferential basis) and consequently, recommends the resolution as set out above to be passed by the Members through a special resolution also stated in the proposed resolution and seek necessary approval(s) for the purpose and board also affirms that the issue was authorized by the Articles of Association of your Company.

Your board is desirous to raise an amount not exceeding Rs. 1,02,00,00,060/- Crore in one or more than one tranche and for the purpose is seeking members approval by way of special resolution, as the Proposed investors, during course of identification and discussion, have evinced interest in subscribing Equity Shares in your Company, to the extent described in the resolution and elsewhere in the present explanatory statement.

It may be noted that fresh equity shares, as and when issued/offered/allotted, shall be ranking pari passu w.r.t dividend, voting and other rights with existing shares of your Company.

In order to augment resources by the Company and with a view towards working capital requirement, Company's capital base to meet future capital requirements arising out of the growth of business and general corporate purposes etc. the Board was looking to raise money and considered it prudent to not to opt for bank/institutional borrowings and invite subscription for Equity Shares of the Company, in one or more series/tranches on private placement cum preferential allotment basis.

In view of applicable provisions, since the proposed investors already hold shares etc. in your Company, the proposed issue shall be termed as private placement cum preferential allotment and the recourse of applicable provisions are being required to be undertaken and Board was taking responsibility for compliance of applicable provisions.

Various statutory / non statutory disclosures in this regard are enumerated as hereunder:

The present capital structure of your Company (comprising totally of equity shares) is as hereunder:

Shareholder	Number of Shares held	Type of shares	Percentage of Shares (%)
Promoters	3,47,42,422	Equity	30.54
Non-Promoters (Public)	7,90,31,682	Equity	69.46
Total	11,37,74,104		100.00

It is agreed that the proposed investors shall infuse funds in the Company and seek allotment of 75,55,556 (Seventy Five Lakh Fifty Five Thousand Five Hundred Fifty Six) Equity Shares of Rs. 10 /- each on Private Placement cum preferential allotment basis at Rs. 135/- per share i.e at premium of Rs. 125/- per share, the details of which is stated elsewhere in present explanatory statement.

Considering applicable regulations, Shares can be offered and allotted on Private Placement basis in accordance with Section 23, 42 and 62 read with The Companies (Prospectus and Allotment of Securities) Rules, 2014 & The Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force and amendments therein, if any), Articles of Association of the Company, and also subject to the approval, consent, permission and/or sanction, as may be required from any appropriate authority, Institution or Body, if any.

Your board is desirous to seek members' approval by way of Special Resolution for enabling it to offer, issue and allot 75,55,556 (Seventy Five Lakh Fifty Five Thousand Five Hundred Fifty Six) Equity Shares as per resolution proposed.

The additional information as required under The Companies (Prospectus and Allotment of Securities) Rules, 2014 are as follows (Rule 14 in specific and others in general): -

The disclosures as required under Sections 42 and 62 of the Act and rules made thereunder are as follows:

S.No.	Particulars	Details
1	the size of the issue and number of Shares to be	75,55,556 (Seventy Five Lakh Fifty Five Thousand Five Hundred Fifty Six) Equity Shares at Rs. 135/- each (Rs. 10/-

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	issued and nominal value thereof	being face value and Rs. 125/- being premium per share) as stated in the resolution itself. The nominal value of entire issue shall be Rs.7,55,55,560/- (75,55,556 equity shares of Rs. 10/- per share)
2	the nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non – convertible	Equity Shares
3	Objects of the Issue	Company proposes to utilize the net proceeds towards funding the following objects (collectively, the “Objects”): 1. Working capital requirements of our Company. 2. Augmenting Company’s capital base to meet future capital requirements arising out of the growth of business. 3. General corporate purposes. The main objects and the objects incidental and ancillary to the main objects of Memorandum of Association enable Company to undertake existing business activities and to undertake the activities for which the funds are being raised in the Issue.
4	the manner of issue	Private Placement cum preferential allotment route.
5	Price or price band at/within which the allotment is Proposed	Issue price – Rs. 135/- (including premium of Rs. 125/- per equity share) Amount - Rs. 1,02,00,00,060/- (Rs. One Hundred Two Crore and Sixty only) The Company has obtained the Share Valuation Report from an independent third-party registered valuer (as per requirements of Section 247 of The Companies Act, 2013) – dated September 30, 2023 where the fair market value of the equity share of the Company was arrived at Rs. 135/-

6	Name and address of valuer who performed valuation	Mr. Subodh Kumar (IBBI Registered Valuer), a registered valuer with Registration No. IBBI/RV/05/2019/11705 And office at 210, 2 nd Floor, D-288-89 Wadhwa Complex, Vikas Marg, Laxmi Nagar, East, National Capital Territory of Delhi- 110092.				
7	Basis on which the price has been arrived at along with report of the registered valuer	DCF approach has been applied to arrive at the value of shares of the company. It is affirmed that the price of shares to be issued on preferential basis is not less than the price determined on the basis of valuation report of registered valuer.				
6	Relevant date with reference to which the price has been arrived at	Valuation Date: 31 st August, 2023 Date of Report:30 th September, 2023				
7	Class or classes of persons to whom the allotment is proposed to be made	A total of 2 (two) individuals/entities, being existing member.				
8	Intention of promoters, directors or key managerial personnel to subscribe to the offer	None of the Directors and KMPs of the Company intend to subscribe to the Preferential offer. Refer para 7 as hereinabove (for the sake of avoidance of duplicacy).				
9	Proposed time within which the allotment shall be completed	Within a max period of twelve months from the date of passing of the special resolution.				
10	Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Name of the Proposed Allottee	Pre-issue		Post-issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding	
		Mr. Ashish Kacholia	58,00,000	5.10	95,77,778	7.89
		Mrs. Madhulika Agarwal (Partner Himalaya Finance & Investment Company)	58,00,000	5.10	95,77,778	7.89

11	Change in control, if any, in the company that would occur consequent to the preferential offer	No Change in Control
12	Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	NA
13	Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable, as equity shares are issued for consideration in Cash only

14. Pre issue and post issue shareholding pattern of the company: -

Sr. No.	Category	Pre-issue		Post-issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding				
1.	Indian				
	Individual	3,47,42,422	30.54	3,47,42,422	28.63
	Bodies corporate	0	0	0	0
	Sub-total	3,47,42,422	30.54	3,47,42,422	28.63
2.	Foreign promoters	0		0	
	Sub-total (A)	3,47,42,422	30.54	3,47,42,422	28.63
B	Non-Promoters' holding				
1	Institutional investor				
2	Non-Institution				
	Private corporate bodies	1,78,54,237	15.69	1,78,54,237	14.72
	Directors and relatives	86,53,924	7.61	86,53,924	7.13
	Indian public	5,25,23,521	46.16	6,00,79,077	49.52
	Others (including NRIs)	0	0	0	0

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	Sub-total (B)	7,90,31,682	69.46	8,65,87,238	71.37
	Grand Total	11,37,74,104	100.00	12,13,29,660	100.00

The additional information as required under The Companies (Prospectus and Allotment of Securities) Rules, 2014 are as follows (Rule 14 in specific and others in general): -

Sr. No.	Particulars	Information
1.	particulars of the offer including date of passing of Board resolution	Board in its meeting held on October 28, 2023 approved raising of money to the extent of Rs. 1,02,00,00,060/- at a valuation per equity share ascertained and certified by Registered Valuer and authorized Managing Director/ Company Secretary of the Company to do the needful i.e convening of EGM. The approval to raise money was given subject to obtaining of approval of members in general meeting by way of Special Resolution and the requisite approval is being obtained. Accordingly, considering the Valuation of Equity Shares being Rs. 135/- each (Rs. 10/- being face value and Rs. 125/- being premium per share) the present resolution is proposed for members consideration and approval as Special Resolution so as to enable Board to issue, offer and allot 75,55,556 (Seventy Five Lakh Fifty Five Thousand Five Hundred Fifty Six) Equity Shares of Rs. 10/- each at Rs. 135/- per share as aforesaid. The process of identification of proposed investors as per the requirements of applicable provisions was ensured and noted and approved by your Board of Directors. It may also be noted that Ms. Prachi Khanna, CS cum KMP is designated as the person responsible for compliance with applicable provisions and her name is entered as such in PAS 4 and PAS 5, wherever applicable.

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		It may also be noted that in terms of amendment effected by MCA to the applicable rules, the offer to subscribe shares shall be made after seeking members approval and filing of present resolution with the office of Registrar of Companies and not earlier.
2.	kinds of securities offered and the price at which security is being offered	75,55,556 (Seventy Five Lakh Fifty Five Thousand Five Hundred Fifty Six) Equity Shares of Rs. 135/- each (Rs. 10/- being face value and Rs. 125/- being premium per share) as stated in the resolution and present explanatory statement itself.
3.	basis or justification for the price (including premium, if any) at which the offer or invitation is being made	As per Valuation Report issued by Mr. Subodh Kumar (IBBI Registered Valuer), a registered valuer with Registration No. IBBI/RV/05/2019/11705
4.	name and address of valuer who performed valuation	Mr. Subodh Kumar (IBBI Registered Valuer), a registered valuer. Having IBBI Registered Valuer number: IBBI/RV/05/2019/11705 And office at 210, 2 nd Floor, D-288-89 Wadhwa Complex, Vikas Marg, Laxmi Nagar, East, National Capital Territory of Delhi- 110092. Email: rvkumarsubodh@gmail.com
5.	amount which the Company intends to raise by way of such securities	Rs. 1,02,00,00,060 equivalent to (Rs. One Hundred Two Crore and Sixty only) (divided into 75,55,556 (Seventy Five Lakh Fifty Five Thousand Five Hundred Fifty Six) at Rs. 135/- per share i.e face Value Rs. 10/- and Rs. 125/- being premium)
6.	material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	The valuation of equity shares was completed in terms of requirements of applicable provisions and thus present approval is being sought from members by way of special resolution to enable Board to issue/offer and allot equity shares as per resolution. The terms of the issue are to be read as stated in the present notice, resolution proposed and explanatory statement.

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		Primary object of the Issue- The Company proposes to utilize the net proceeds towards funding the following objects (collectively, the “Objects”): 1. Working capital requirements of our Company. 2. Augmenting Company’s capital base to meet future capital requirements arising out of the growth of business. 3. General corporate purposes. The main objects and the objects incidental and ancillary to the main objects of Memorandum of Association enable Company to undertake existing business activities and to undertake the activities for which the funds are being raised in the Issue. The currency of resolution is proposed to be 12 months, yet your Board endeavors to complete the allotment at the earliest, since MCA rules implies that the money cannot be used unless allotment is made and return of said allotment is filed with ROC. The reasons for issuing equity shares are stated elsewhere in the present resolution itself. Furthermore, it may be noted that No assets are charged as securities etc.
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As per Section 62 read with Section 23 and 42 and other applicable provisions, if any, of The Companies Act, 2013 and the Rules made thereunder (“Act”), approval of members by way of special resolution was required for enabling your Board to be able to issue, offer and allot Equity Shares on private placement cum preferential allotment basis as per resolution proposed.

It may be noted that the fresh equity shares shall carry voting and other rights pari passu with its existing issued equity shares.

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The Board shall maintain a complete record of private placement offer in Form PAS-5 and proposed investors to ensure that the payment to be made for subscription of shares intended to be subscribed shall come from respective proposed subscriber bank account only and monies payable on subscription to securities to be held by partner for and on behalf of Partnership firm shall be paid from the bank account of the person whose name appears first in the application and partnership firm.

The data in this regard shall also be monitored and maintained by the Company.

In view of the above, your Board commends the Resolution to be passed as Special Resolution.

You are requested to grant your consent by means of a Special Resolution as set out at Item No. 1 of Notice.

None of the Directors and KMPs of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the said Resolution set out at Item No. 1.

The Valuation Report and other relevant documents referred to in this notice and explanatory statement will be open for inspection by the Members of the Company as per the instructions provided in this Notice. Members can request inspection of such documents by sending an e-mail to compliance@orbisfinancial.in.

By order of the Board
For Orbis Financial Corporation Limited
Sd/-
Prachi Khanna
Company Secretary
ACS No.: A27428

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

First Extra-Ordinary General Meeting of the Company for FY 2023-24 on Tuesday, November 28, 2023 at 03:00 p.m. at 4A Ocus Technopolis, Sector 54, Golf Club Road, Gurugram-122002, Haryana.

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

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

I/we hereby record my/our presence at the 01/2023-24 Extra-Ordinary General Meeting of the Company being held on Tuesday, November 28, 2023 at 03:00 p.m. at 4A Ocus Technopolis, Sector 54, Golf Club Road, Gurugram-122002, Haryana.

.....
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 Authorized 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
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Tuesday, November 28, 2023 at 03:00 p.m. at 4A Ocus Technopolis, Sector 54, Golf Club Road, Gurugram-122002, Haryana and at any adjournment thereof in respect of such resolution as is indicated below:

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

S. No.	Resolution	For	Against
1	Authorization to Board of Directors to Offer and Issue Equity Shares on Private Placement cum Preferential Allotment Basis		

Signed this day of..... 2023

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 Resolution, Explanatory Statement and Notes, please refer to the Notice of the Extra-Ordinary General Meeting.

Please complete all details including details of member(s) in above box before submission.

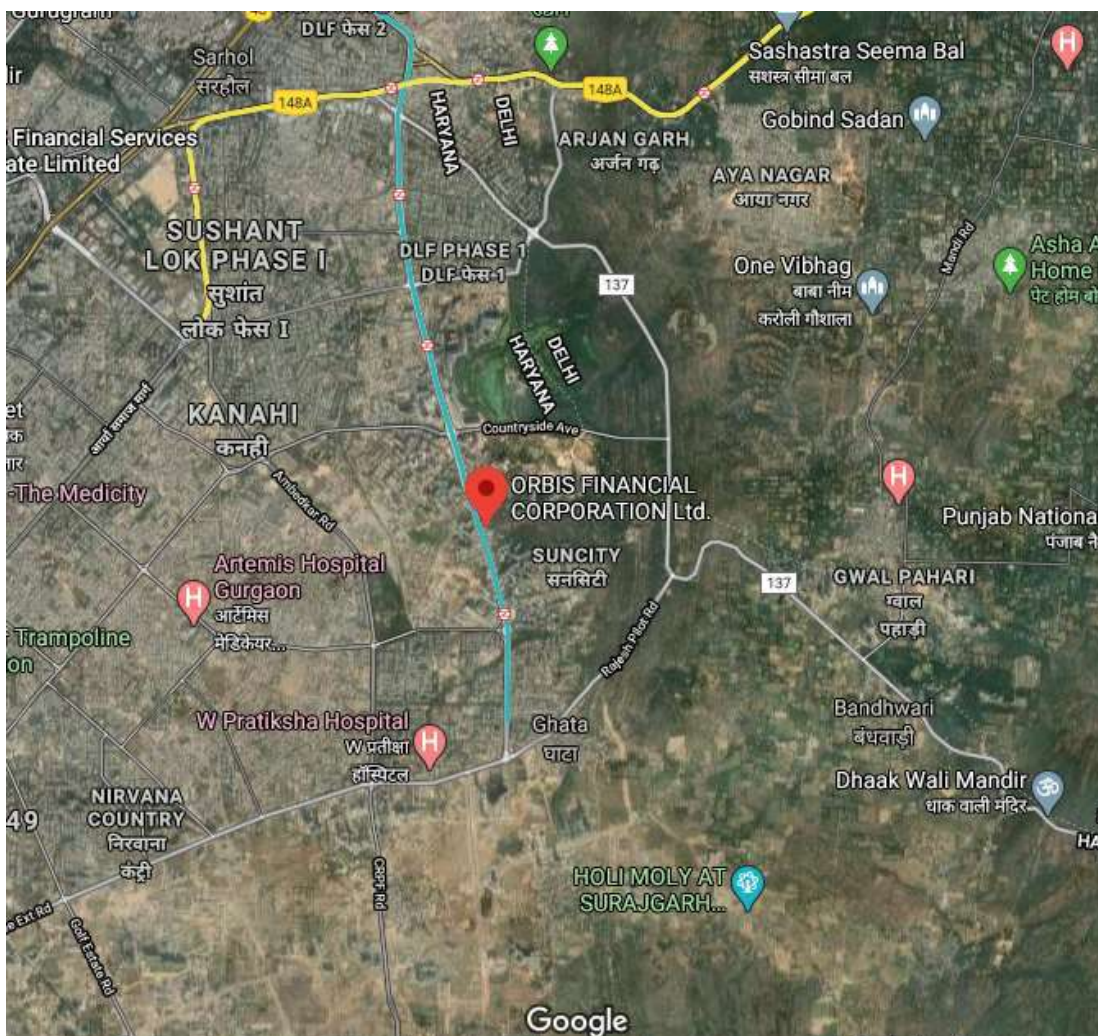
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Route Map



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