

SURBHI INDUSTRIES LIMITED

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-ordinary General Meeting of the Members of Surbhi Industries Limited will be held on Tuesday the 09th day of February 2021 at 11.00 a.m. at "Surbhi House", 2nd Floor, FP NO 206, B/h Old Sub Jail, Ring Road, Khatodara Surat - 395002 to transact the following business:

SPECIAL BUSINESS

1. APPOINTMENT OF STATUTORY AUDITOR TO FILL THE CASUAL VACANCY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) consent of members be and is hereby accorded to ratify the appointment of M/S GHAEEL CHOKSI & COMPANY (Firm Registration No. 0153978W), Surat as Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s VIKRANT B. GHAEEL & CO. (Firm Registration no. 122734W);

RESOLVED FURTHER THAT M/S GHAEEL CHOKSI & COMPANY (Firm Registration No. 0153978W) shall hold office upto the conclusion of the next Annual General Meeting and that they shall conduct the Statutory Audit for the financial year ended on 31st March, 2021 at a remuneration as may be fixed by the Board of Directors in consultation with them."

Registered Office:

"Surbhi House", 2nd Floor, FP NO 206,
B/h Old Sub Jail, Ring Road,
Khatodara Surat - 395002

By order of the Board

**Sd/-
Bipinbhai Patel
(DIN: 00023447)
Chairman**

Date: 16/01/2021

Place: Surat

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member. Proxies in order to be effective must be duly stamped and received by the company at least 48 hours before the commencement of the meeting.
2. The Register of Members and Share Transfer Books of the Company will remain close from Monday, February 01, 2021 to Tuesday, February 09, 2021 (both days inclusive)
3. All documents referred to in the above Notice and the accompanying Explanatory Statements are open for inspection at the Registered Office of the Company during the business hours on any working day (except Sunday and holidays) between 10.00 a.m. and 12.30 p.m. up to the date of the Extra-ordinary General Meeting.
4. Copies of the notice of EGM being sent by electronic mode only to those members whose email address registered with the company/depository participant(s) for communication purpose unless any members have requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the notice being sent by permitted mode.
5. Members are requested to intimate if shares are held in the same name or in the same order and names, but in more than one account to enable the company to club said accounts into one account.
6. In order to comply with Ministry of Corporate Affairs circular on "Green Initiative in the Corporate Governance" members are requested to intimate their email address to the company.
7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
8. In compliance with the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are being provided with the facility to cast their vote electronically, through the e-voting services provided by www.evotingindia.com on all the resolutions set forth in this Notice. The e-voting period commences on Saturday, 06th February, 2021 at 10:00 AM IST) and ends on Monday, 08th February, 2021 at 05:00 PM IST. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on February 02, 2021 (cutoff date), may cast their vote electronically. Thereafter the e-voting module shall be disabled. Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently.
9. Voting Through Electronics Means- A detailed instructions and related write ups, on Electronic Voting Process, which forms part of this notice, is given before the form of attendance slip and proxy. Shareholders are requested to kindly follow the said process for casting their vote electronically.
10. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.surbhi.com and on the website of www.evotingindia.com within two days of passing of the resolution at the EGM of the Company and communicated to the BSE Limited and, where the shares of the Company are listed.
11. Mr. Pragnesh M. Joshi, Practicing Company Secretary, Ahmedabad, Gujarat (Membership No. FCS 7238 & certificate of practice No.7743) has been appointed as the Scrutinizer the E-voting, remote E-voting and poll process in the EGM in a fair and transparent manner.
12. Members are requested to quote Folio number in all their correspondences.

13. Members are requested to inform the company immediately the changes, if any, in their address specifying full address in Block Capital with Pin code of the post office.
14. Company has designated email id: of the grievance redressal division/compliance officer exclusively for the purpose of registering complaints by investors. Investors are requested to send their communication on designated email id : **grdsurbhi@gmail.com**
15. Members are requested to bring their copy of notice of the meeting as the same shall not be circulated thereat.
16. Members are requested to bring with them the attendance slip and hand it over at entry gate.
17. Members are requested to updated their PAN no and bank details with RTA.

E-VOTING

In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to the members in respect of business to be transacted at the EGM to be held on Tuesday the 09th day of February 2021 at 11.00 a.m. The facility of casting votes by the members using electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by Central Depository Services India Ltd (CDSL).

The Company has engaged the services of CDSL to provide e-voting. The e-voting facility is available at the link www.evotingindia.com. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

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

Commencement of e-voting	Saturday, 06 th February, 2021 at 10:00 AM IST
End of e-voting period	Monday, 08 th February, 2021 at 05:00 PM IST

E-voting shall not be allowed beyond Monday, 08th February, 2021 at 05:00 PM IST. The e-voting module shall be disabled by CDSL for voting thereafter. During the e-voting period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off-Date may cast their votes electronically. The **Cut-off-Date for the purpose of e-voting is 02nd February, 2021.**

Instructions for E-voting

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 10.00 a.m. 06th February, 2021 and ends on 5.00 p.m. 08th February, 2021 During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 02nd February 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use 10 digits Sequence Number in the PAN Field. The Sequence Number is printed on address sticker.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <SURBHI INDUSTRIES LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

Item No. 1

Brief resume of director to be reappointed

M/s VIKRANT B. GHAEI & CO. (Firm Registration no. 122734W) have tendered their resignation from the position of Statutory Auditor for the financial year 2020-21 due to change in name and constitution of their firm, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditor was filled by Board of Directors on recommendation of Audit committee and M/S GHAEI CHOKSI & COMPANY (Firm Registration No. 0153978W), Surat was appointed as the Statutory Auditor of the Company to fill the casual vacancy. Consent of members is sought pursuant to Section 139(8).

The Board of Directors of the Company recommend to appoint M/S GHAEI CHOKSI & COMPANY (Firm Registration No. 0153978W).

Accordingly, Ordinary Resolution is submitted to the members for the consideration and approval.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Registered Office:

"SurbhiHouse", 2nd Floor, FP NO 206,
B/h Old Sub Jail, Ring Road,
Khatodara Surat - 395002

Date: 16/01/2021

Place: Surat

By order of the Board

Sd/-
Bipinbhai Patel
(DIN: 00023447)
Chairman