

SURBHI INDUSTRIES LIMITED
CIN: L17110GJ1992PLC017672

NOTICE OF THE 33RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 33RD ANNUAL GENERAL MEETING OF THE MEMBERS OF SURBHI INDUSTRIES LIMITED WILL BE HELD ON FRIDAY, 26th SEPTEMBER, 2025 AT 11:00 A.M. IST THROUGH VIDEO CONFERENCING ("VC") OTHER AUDIO-VISUAL MEANS ("OAVM") (HEREINAFTER REFERRED TO AS "ELECTRONIC AGM"/ "E-AGM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Ravjibhai Parbatbhai Patel (DIN- 00023332), who retires by rotation and being eligible, he offers himself for re-appointment.

SPECIAL BUSINESS

3. Approval of Appointment of M/s Surana And Kothari Associates LLP as a secretarial auditor of the company for a period of 5 (five) consecutive financial years from FY 2025-26 to FY 2029-30

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

"RESOLVED THAT pursuant to provisions of Section 204 of the companies act, 2013 read with Rule 9 of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulations 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactment thereof for the time being in force) and upon recommendation of Audit Committee and the Board of Directors, consent of members of the company be and is hereby accorded for appointment of M/s Surana And Kothari Associates LLP, a peer reviewed firm of Practicing Company Secretaries (Peer Review Certificate Number- 6013/2024), as a secretarial auditor of the company, for a period of 5 (five) consecutive financial years from FY 2025-2026 to FY 2029-2030.

"RESOLVED FURTHER THAT the board of directors (including any committee thereof) of the company be and is hereby authorized to fix the annual remuneration plus applicable taxes and out of pocket expenses payable to M/s Surana And Kothari Associates LLP, during their tenure as a secretarial auditor of the company and to decide and finalise other terms and conditions of their appointment and to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this resolution."

4. Approval for Revision in Remuneration of Mr. Ravjibhai Parbatbhai Patel (DIN- 00023332), Managing Director of the company

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

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the company be and are hereby accorded to ratify and/or the revision in remuneration of Mr. Ravjibhai Parbatbhai Patel (DIN- 00023332), Managing Director of the Company, from Rs. 36,00,000 (Rupees Thirty-Six Lakhs only) per annum to Rs. 54,00,000 (Rupees Fifty-Four Lakhs only) per annum with effect from 1st April, 2025 to 31st March 2026, for the remainder of their term of appointment, on the terms and conditions as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT, in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Ravjibhai Parbatbhai Patel as Managing Director, the remuneration as approved shall be paid as minimum remuneration in compliance with Schedule V to the Act.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorised to alter or vary the terms and conditions of appointment including remuneration, provided such variation is within the limits prescribed under the Act and to take such steps as may be necessary or desirable to give effect to this resolution.”

5. Approval for Revision in Remuneration of Mr. Bipinbhai Jasmatbhai Patel (DIN-00023447), Whole-time Director of the company

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

“RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V thereto, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the company be and are hereby accorded to ratify and/or the revision in remuneration of Mr. Bipinbhai Jasmatbhai Patel (DIN- 00023447), Whole-time Director of the Company, from Rs. 33,60,000 (Rupees Thirty-three Lakhs Sixty thousand only) per annum to Rs. 48,00,000 (Rupees Forty-Eight Lakhs only) per annum with effect from 1st October, 2025 to 31st March 2026, for the remainder of their term of appointment, on the terms and conditions as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT, in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Bipinbhai Jasmatbhai Patel (DIN- 00023447), Whole-time Director, the remuneration as approved shall be paid as minimum remuneration in compliance with Schedule V to the Act.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorised to alter or vary the terms and conditions of appointment including remuneration, provided such variation is within the limits prescribed under the Act and to take such steps as may be necessary or desirable to give effect to this resolution.”

By order of the Board

Sd/-
BIPINBHAI JASMATBHAI PATEL
(DIN: 00023447)
Chairman

Date: 01.09.2025
Place: Surat

Registered Office:
SURBHI INDUSTRIES LIMITED
“Surbhi House”, 2nd Floor, FP NO 206,
B/h Old Sub Jail, Ring Road,
Khatodara, Surat – 395002

NOTES:

In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 33rd AGM of the Company is being convened and conducted through VC, details of circulars are given herein below at SHAREHOLDER INSTRUCTIONS FOR E-VOTING

1. Pursuant to provisions of the Companies Act, 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 himself and

the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, the requirements of physical attendance of members have been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form is not annexed hereto.

2. As the AGM will be held through VC/OAVM, the route map of the venue of the Meeting and attendance slip is not annexed hereto.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
4. The Register of Members and Share Transfer Books of the Company will remain close from **Saturday, 20th September, 2025 to Friday, 26th September, 2025** (both days inclusive)
5. 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 preceding date of Annual General Meeting.
6. A member desirous of getting any information on the accounts or operations of the Company is required to forward his/her queries to the Company at least 7 days prior to the Meeting so that the required information can be made available at the Meeting.
7. In compliance with the regulatory provisions, the Annual Report of the Company for FY 2024-25 along with the AGM Notice has been sent electronically only to those shareholders who have registered their e-mail addresses with their DPs/ RTA/ the Company. The same is also hosted on the Company's website www.surbhi.com and also on the website of the www.bseindia.com. The relevant details are also hosted on the website of the remote e-voting service provider CDSL viz. www.evotingindia.com.
8. 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.
9. 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.
10. Trading/Transfer in shares of the Company shall compulsorily be done in Dematerialization form only w.e.f. 1st April, 2019 Pursuant to SEBI press Release No. 12/2019 dated 27th March, 2019, SEBI had clarified that the investors may continue to hold such shares in physical form even after the 1st April, 2019 subject to condition that investor who is desirous of transferring shares (which are held in physical form) after 1st April, 2019 can do so only after the shares are dematerialized. The shareholders/members of the company, who are having equity shares in physical form, are advised to get dematerialized of their equity shares by way of surrendering to their physical share certificates to the Registrar and Transfer Agents (RTA) of the company (i.e. Bigshare Services Pvt. Ltd) through their respective Depository Participants.
11. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD/RTAMB/P/CIR/2021/655 dated 3rd November, 2021, The Company through its Registrar and Transfer Agent i.e. Bigshare India Pvt. Ltd has sent individual letters to all the members holding shares of the company in physical form for furnishing their PAN, KYC Details and bank details in form ISR-1. Further it is stated that folios wherein any one of the cited document/details including linking of PAN with Aadhar are not furnished or made available on or after 1st April, 2023, the relevant folio(s) shall be frozen by the RTA of the company. After 31st December, 2025,

the frozen folios shall be referred by the RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002. The Requisite forms are available on the website of the company under the 'Investor Info' tab. Members are requested to get in touch with RTA in this regard.

12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated all listed companies to issue securities in demat form only while processing service request viz. issue of duplicate securities certificate; claim from unclaimed suspense account; Renewal/Exchange of securities certificates; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, members are requested to make service request by submitting a duly filled and signed form ISR-4, the format of which is available on the website of the company. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all request for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and eliminate all risk associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA for further assistance in this regard.
13. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business items No. 2,3,4 & 5 under Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking appointment/re-appointment as Director under the Notice, is also annexed.
14. 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 **Tuesday, 23rd September, 2025 at 09:00 A.M. (IST) and ends on Thursday, 25th September, 2025 at 05:00 PM (IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **Friday, 19th September, 2025** (cut-off 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.
15. Voting through Electronics Means- A detailed instructions and related write ups, on Electronic Voting Process, which forms part of this notice.
16. The company has appointed Mr. Pragnesh M. Joshi, Practicing Company Secretary (Membership No. FCS 7238 & certificate of practice No.7743) as the Scrutinizer for the remote E-voting, and e-voting at the AGM in a fair and transparent manner.
17. 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 working days of passing of the resolutions at the 33rd Annual General Meeting of the Company and communicated to the BSE Limited and, where the shares of the Company are listed.
18. Members are requested to quote Folio number/DPID in all their correspondences.
19. 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.

20. 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
21. Members are requested to updated their PAN no and bank details with RTA.
22. EVSN No. 250828027.
23. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to grdsurbhi@gmail.com
24. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. In case of members holding shares in physical mode are requested to register / update their email id by writing to the Company at grdsurbhi@gmail.com providing their folio no. and scanned self-attested copy of PAN card and self-attested copy of any document such as Aadhaar Card, Passport, Driving License, Election identity Card, etc. in support of the registered address of the member. In case of members holding shares in demat mode, members are requested to register / update their email id with the relevant depository participant.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

CDSL e-Voting System – For e-voting and Joining Virtual meetings

1. The Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and General Circular No. 9/2023 dated September 25, 2023 provided guidelines for conducting general meeting through VC/OAVM. Accordingly, the AGM will be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (**CDSL**) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act,

2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.surbhi.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and all other relevant circulars issued from time to time.
8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.09.2023 after due examination, it has been decided to allow companies whose AGMs are due in 2024 or 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2025 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Tuesday, 23rd September, 2025 at 09:00 AM (IST) and ends on Thursday, 25th September, 2025 at 05:00 PM (IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **Friday, 19th September, 2025** (cut-off date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating

seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.</p> <p>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 or joining virtual meeting & voting during the meeting. 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.</p> <p>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 & My Easi New (Token) Tab and then click on registration option.</p> <p>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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

	<p>2) If the user is 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</p> <p>3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
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 number 1800 21 09911
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 toll free no.: 022 – 48867000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meeting **for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to contact RTA.
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

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **SURBHI INDUSTRIES LIMITED** on which you choose to vote.
- (x) 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.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; grdsurbhi@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better

- experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at grdsurbhi@gmail.com The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at grdsurbhi@gmail.com These queries will be replied to by the company suitably by email. Company will evaluate the speaker and subject to availability of time will allow to be speaker for the meeting.
 8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911

ANNEXURE TO THE NOTICE

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

Item No. 2

Brief resume of appointee

Mr. Ravjibhai Parbatbhai Patel (DIN: 00023332), Managing Director is also the founder of our Company. He is serving the company since inception. His zeal and dedication towards work has helped the company to achieve greater heights. Our company needs his foresight and knowledge for future development.

The details of appointees in pursuance of the Listing Agreement are mentioned hereunder:

Name of Director	Mr. Ravjibhai Parbatbhai Patel
Date of Birth	9th November, 1956
Date of Appointment	21 st May 1992
Qualification	B. Com
Expertise in specific functional areas	Finance, Business Development
List of Companies in which directorship is held as on date	N. A.
Chairman / Member of the committee	1
Terms and Conditions of Re-appointment	As per the resolution at Item No. 2 of the Notice convening this Meeting read with explanatory statement thereto
Remuneration last drawn (including sitting fees, if any)	Rs. 36,00,000 for FY. 2024-25 drawn as MD of the company.
Remuneration proposed to be paid	Rs. 54,00,000 for the year 2025-26
No. of Board Meetings attended during the year (out of 11 held)	11/11
Shareholding of the Director in the Company	1,66,900 Equity shares of Face Value of Rs. 10 each (4.86%)
Relationship with other Directors / Key Managerial Personnel	Relative of Mr. Bipinbhai J. Patel, Whole-Time Director

As required under Companies Act, 2013 approval of members of the company is being sought for the re-appointment of Mr. Ravjibhai P. Patel as Director of the company.

The Board of Director on recommendation of Nomination and Remuneration Committee recommends the relevant resolutions for your consideration and approval as an **Ordinary Resolution**.

None of the other Directors, Key Managerial Personnel or their relatives other than of Mr. Ravjibhai Parbatbhai Patel being appointee and Mr. Bipinbhai Jasmatbhai Patel being relative of appointee, are concerned or interested in the above stated resolutions.

Item No. 03:

Approval of Appointment of M/s Surana And Kothari Associates LLP as a secretarial auditor of the company for a period of 5 (five) consecutive financial years from FY 2025-26 to FY 2029-30

Pursuant to the provisions of Section 204 of the Act, read with the Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of

the SEBI Listing Regulations, the company is required to appoint a Secretarial Auditor for a term of 5(five) consecutive years with the approval of its shareholders at the AGM to undertake the secretarial audit. The SEBI Listing Regulations specifically mandate that the secretarial auditor be a peer reviewed company secretary.

In view of the aforesaid, upon recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 1st September, 2025, recommended the appointment of M/s Surana And Kothari Associates LLP, a peer reviewed firm of Practicing Company Secretaries (Peer Review Certificate Number- 6013/2024), as the Secretarial Auditor of the Company, for a period of five (5) consecutive financial years commencing from FY 2025-26 to the FY 2029-30, to undertake Secretarial Audit of the Company and to issue the Secretarial Audit Report for the aforesaid period.

M/s Surana And Kothari Associates LLP, Practicing Company Secretaries, registered with The Institute of Company Secretaries of India (ICSI). Their expertise includes conducting secretarial audits, Due Diligence Audits, Compliance Audits etc.

M/s Surana And Kothari Associates LLP has given their consent to act as the Secretarial Auditors of the Company and has confirmed that their appointment, if made, will be within the limit specified under Section 204 of the Act. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditor in terms of the provisions of the Section 204 of the Act and the Rules made thereunder, read with Regulation 24A of the Listing Regulations.

In view of qualifications and experience in undertaking Secretarial Audit, it is proposed to appoint M/s Surana And Kothari Associates LLP as Secretarial Auditor of the Company. The Board, based on the recommendation of the Audit Committee, approved a Secretarial audit fee of INR 50,000/- (excluding out of pocket expenses, if any) for the FY 2025-26. The Secretarial audit fee payable to M/s Surana And Kothari Associates LLP for the subsequent years of her term shall be fixed by the Board of Directors of the Company based on recommendation of the Audit Committee, in consultation with the secretarial auditor.

None of the directors, Key managerial personnel of the company and their relatives are concerned or interested, financially or otherwise and do not have any conflict of interest in the Resolution. Accordingly, the Board of Directors recommends passing of Resolution set out herein above for approval by the members.

Item No. 4:

APPROVAL FOR REVISION IN REMUNERATION OF MANAGING DIRECTOR

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 1st September, 2025, has approved the revision in remuneration of **Mr. Ravjibhai Parbatbhai Patel (DIN: 00023332), Managing Director** of the Company, from Rs. 36,00,000 (Rupees Thirty-Six Lakhs only) per annum to Rs. 54,00,000 (Rupees Fifty-Four Lakhs only) per annum with effect from 1st April, 2025 to 31st March 2026, subject to approval of the shareholders by way of special resolution.

The revised remuneration is in accordance with the provisions of Sections 196, 197, 198 read with Schedule V to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The remuneration proposed exceeds the limits prescribed under Section 197 of the Act, based on the net profits for the financial year ended 2025, and therefore requires shareholders' approval by way of a special resolution.

Details as required under Schedule V:

Particulars	Details
Name of Director	Mr. Ravjibhai Parbatbhai Patel
DIN	DIN: 00023332
Designation	Managing Director
Date of Last Appointment	01/04/2021
Effective Date of Revised Remuneration	01/04/2025
Remuneration (Existing)	₹36,00,000 p.a.
Remuneration (Proposed)	₹54,00,000 p.a. [for the year 2025-26]
Qualification	B. Com
Experience	Over 30 years of experience in Finance and Business Development
Past Remuneration	₹36,00,000 p.a.
Recognition or Awards	NA
Job Profile and Suitability	As Managing Director, responsible for overall business operations and strategic growth.
Financial Performance	Net Profit for FY 2024-25 is Rs. 3,29,24,555
Remuneration Compared to Industry Standards	In line with industry standards for companies of similar size and business
Pecuniary Relationship with Company	Apart from receiving remuneration, no other pecuniary interest

The Board recommends the resolution set out in Item No 4 of the Notice for approval of the members as a **Special Resolution**.

None of the other Directors, Key Managerial Personnel or their relatives other than of Mr. Ravjibhai Parbatbhai Patel being recipient of remuneration and Mr. Bipinbhai Jasmatbhai Patel being relative of Managing Director, are concerned or interested in the above stated resolutions.

Item No. 5:

APPROVAL FOR REVISION IN REMUNERATION OF WHOLE-TIME DIRECTOR

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 1st September, 2025, has approved the revision in remuneration of **Mr. Bipinbhai Jasmatbhai Patel (DIN: 00023447), Whole-time Director** of the Company, from Rs. 33,60,000 (Rupees Thirty-Three Lakhs Sixty Thousand only) per annum to Rs. 48,00,000 (Rupees Forty-Eight Lakhs only) per annum with effect from 1st October, 2025 to 31st March 2026, subject to approval of the shareholders by way of special resolution.

The revised remuneration is in accordance with the provisions of Sections 196, 197, 198 read with Schedule V to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The remuneration proposed exceeds the limits prescribed under Section 197 of the Act, based on the net profits for the financial year ended 2025, and therefore requires shareholders' approval by way of a special resolution.

Details as required under Schedule V:

Particulars	Details
Name of Director	Mr. Bipinbhai Jasmatbhai Patel
DIN	DIN: 00023447
Designation	Whole-time Director
Date of Appointment	21/05/1992
Effective Date of Revised Remuneration	01/10/2025
Remuneration (Existing)	₹33,60,000 p.a.
Remuneration (Proposed)	₹48,00,000 p.a. [for the year 2025-26]
Qualification	Diploma Mechanical Engineer
Experience	Production Market development, Public Relation
Past Remuneration	₹33,60,000 p.a.
Recognition or Awards	NA
Job Profile and Suitability	As Whole-time Director, responsible for overall business operations and strategic growth.
Financial Performance	Net Profit for FY 2024-25 is Rs. 3,29,24,555
Remuneration Compared to Industry Standards	In line with industry standards for companies of similar size and business
Pecuniary Relationship with Company	Apart from receiving remuneration, no other pecuniary interest

The Board recommends the resolution set out in Item No 5 of the Notice for approval of the members as a **Special Resolution**.

None of the other Directors, Key Managerial Personnel or their relatives other than of Mr. Bipinbhai Jasmatbhai Patel, being recipient of remuneration and Mr. Ravjibhai Parbatbhai Patel, being relative of Whole-time Director, are concerned or interested in the above stated resolutions.

By order of the Board

Sd/-
BIPINBHAI JASMATBHAI PATEL
(DIN: 00023447)
Chairman

Date: 01.09.2025
Place: Surat
Registered Office:
SURBHI INDUSTRIES LIMITED
 "Surbhi House", 2nd Floor, FP NO 206,
 B/h Old Sub Jail, Ring Road,
 Khatodara, Surat – 395002