



**Global Surfaces Limited**

CIN: L14100RJ1991PLC073860

Regd. Office: Plot No. PA-10-006, Engineering and Related Industries SEZ, Mahindra World City, Tehsil-Sanganer, Jaipur, Rajasthan, 302037 Phone: 0141-7191000

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## NOTICE OF POSTAL BALLOT

(Pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('**Act**') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('**Rules**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('**SS-2**'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('**MCA**') for holding general meetings/ conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (collectively the '**MCA Circulars**'), and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force) to transact the special businesses set out below by passing the resolutions through postal ballot, by voting only through remote e-voting. ('**remote e-Voting**').

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof ('**Statement**') is annexed to this Postal Ballot Notice ('**Notice**') for your consideration and forms part of this Notice. In compliance with the MCA Circulars, Global Surfaces Limited ('**Company/GSL**') is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Bigshare Services Private Limited, Company's Registrar and Transfer Agent ('**RTA**')/ Depositories as on Friday, May 22, 2026 ('**Cut-off date**'). If any member's e-mail address is not registered or updated with the RTA/ Depositories/ Depository Participant(s), they may follow the process provided in the Notes hereunder to receive the Notice, login ID and password for remote e-Voting.

Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Notice. The Notice is also available on the website of the Company and can be accessed at web-link <https://globalsurfaces.in/public/shareholders-information>

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The Company has engaged the services of National Securities Depository Limited ('**NSDL**') for the purpose of providing remote e-Voting facility to its members. The remote e-Voting facility is available at the link <https://www.evoting.nsdl.com/>. Members are requested to read the instructions given in the Notes under the "Note No. 13" of the Notice for the detailed procedure on remote e-Voting which forms part of the 'Notes' section to this Notice.

In compliance with Rule 22(5) of the Rules, the Board of Directors ('**Board**') of the Company has appointed Mr. Akshit Kumar Jangid, Partner, M/s Pinchaa & Co., Company Secretaries, Membership No. FCS 11285 and Certificate of Practice No. 16300, as the Scrutinizer for conducting the postal ballot process through remote e-voting in a fair and transparent manner.

The remote e-Voting period shall commence on Wednesday, May 27, 2026, at 09:00 A.M. (IST) and end on Thursday, June 25, 2026, at 05:00 P.M. (IST). Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on Thursday, June 25, 2026. The remote e-Voting facility will be disabled by NSDL immediately thereafter and the voting shall not be permitted beyond the said period. Further, members are requested to note that



once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

Upon the completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or in his absence to the Company Secretary of the Company (“authorized person”), duly authorised in writing by the Chairman, within 2 (two) working days. The results of the Postal Ballot shall be declared by the Chairman or a person authorised by him in writing, forthwith upon receipt of the Scrutinizer’s Report and within the prescribed statutory timelines.

The results of the Postal Ballot will be intimated to the BSE Limited (‘BSE’) and National Stock Exchange of India Limited (‘NSE’), where the shares of the Company are listed. The said results along with the Scrutinizer’s Report will also be displayed on the website of the Company ([www.globalsurfaces.in](http://www.globalsurfaces.in)) as well as on NSDL’s website ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)). In accordance with SS-2 the resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. Thursday, June 25, 2026. The results shall also be displayed on the Notice Board of the Company at its Registered office.

## **SPECIAL BUSINESS**

### **ITEM NO. 1 – APPOINTMENT OF MR. RAKESH GROVER (DIN: 09673773) AS NON-EXECUTIVE INDEPENDENT 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 149, 150, 152, 160 and Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b), 17, 25(2A) and all other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), and in accordance with the relevant provisions of the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Rakesh Grover (DIN: 09673773), who was appointed by the Board of Directors as an Additional Director in the category of Non-Executive Independent Director with effect from March 30, 2026, who has submitted a declaration confirming that he meets the criteria for independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of 2 (two) consecutive years effective from March 30, 2026

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this Resolution, including, intimating the stock exchanges and other statutory and regulatory authorities, and to settle any questions, difficulties or doubts that may arise in this regard, for and on behalf of the Company."

### **ITEM NO. 2 - REDESIGNATION OF MR. YASHWANT KUMAR SHARMA (DIN: 08686725) FROM NON-EXECUTIVE INDEPENDENT DIRECTOR TO NON-EXECUTIVE NON-INDEPENDENT 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 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), and in accordance with the relevant provisions of the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the re-designation of Mr. Yashwant Kumar Sharma (DIN: 08686725) from Non-Executive Independent Director to Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, with effect from July 1, 2026, being the date approved by the Board for giving effect to the proposed transition in his role, subject to the approval of the Members of the Company.

**RESOLVED FURTHER THAT** Mr. Yashwant Kumar Sharma (DIN: 08686725) shall be entitled to receive sitting fees for attending meetings of the Board and Committees thereof and reimbursement of expenses, as may be applicable to Non-Executive Directors of the Company, and any professional fees for services of professional nature shall be paid only in



accordance with the provisions of the Act, SEBI Listing Regulations and other applicable laws, and subject to such approvals as may be required.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this Resolution, including, intimating the stock exchanges and other statutory and regulatory authorities, and to settle any questions, difficulties or doubts that may arise in this regard, for and on behalf of the Company."

**ITEM NO. 3 - APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS TO BE ENTERED INTO BY THE COMPANY WITH ITS RELATED PARTIES**

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

**"RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 and the rules made thereunder, any other applicable laws, rules, regulations, guidelines and circulars as may be in force from time to time (including any statutory modification(s), amendment(s) or re-enactment(s) thereof), the Company's Policy on Related Party Transactions, and pursuant to the approval granted by the Audit Committee and the recommendation of the Board of Directors, consent and approval of the Members of the Company be and is hereby accorded to the Company for entering into, carrying out and/or continuing the related party contract(s), arrangement(s) and/or transaction(s), whether individually or taken together, during the financial year 2026-27 with Global Surfaces Inc. ("GSI") and Superior Surfaces Inc. ("SSI"), related parties of the Company, of the nature, on the terms, and up to the value as more particularly described in the Explanatory Statement annexed to this Notice pursuant to Section 102 of the Companies Act, 2013, on such terms and conditions as may be mutually agreed between the transacting parties from time to time, subject to such contract(s), arrangement(s) and/or transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee thereof), and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient, including negotiating, finalising and executing any contract(s), arrangement(s), agreement(s) and such other documents as may be required, making all necessary filings and disclosures under applicable laws and regulations, delegating all or any of the powers conferred by this Resolution to any Director, Key Managerial Personnel or officer of the Company, and to resolve any issues, questions, difficulties or doubts that may arise in connection with the foregoing, for and on behalf of the Company, and all actions taken by the Board or Management in connection with any matter referred to or contemplated in this Resolution be and are hereby approved and ratified in all respects."

**ITEM NO. 4 - APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS TO BE ENTERED INTO BY GLOBAL SURFACES FZE, WHOLLY OWNED SUBSIDIARY OF THE COMPANY, WITH RELATED PARTIES OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable provisions (if any) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 and the rules made thereunder, any other applicable laws, rules, regulations, guidelines and circulars as may be in force from time to time (including any statutory modification(s), amendment(s) or re-enactment(s) thereof), the Company's Policy on Related Party Transactions, and pursuant to the approval granted by the Audit Committee and the recommendation of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company and its wholly owned subsidiary, Global Surfaces FZE ("FZE"), for entering into, carrying out and/or continuing the related party contract(s), arrangement(s) and/or transaction(s), whether individually or taken together, during the financial year 2026-27 with Global Surfaces Inc. ("GSI") and Superior Surfaces Inc. ("SSI"), related parties of the Company, of the nature, on the terms, and up to the value as more particularly described in the Explanatory Statement annexed to this Notice pursuant to Section 102 of the Companies Act, 2013, on such terms and conditions as may be mutually agreed between the transacting parties from time to time, subject to such contract(s), arrangement(s) and/or transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and FZE.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee thereof), and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient, including negotiating, finalising and executing any contract(s), arrangement(s), agreement(s) and such other documents as may be required, making all



necessary filings and disclosures under applicable laws and regulations, delegating all or any of the powers conferred by this Resolution to any Director, Key Managerial Personnel or officer of the Company, and to resolve any issues, questions, difficulties or doubts that may arise in connection with the foregoing, for and on behalf of the Company and FZE, and all actions taken by the Board or Management in connection with any matter referred to or contemplated in this Resolution be and are hereby approved and ratified in all respects."

**Date:** May 25, 2026

**Place:** Jaipur

**Registered Office:**

Plot No. PA-10-006, Engineering and Related Industries  
SEZ, Mahindra World City, Tehsil-Sanganer, Jaipur,  
Rajasthan, 302037

**Phone:** 0141-7191000 **E-mail:** [cs@globalsurfaces.in](mailto:cs@globalsurfaces.in)

By Order of the Board of Directors of  
**Global Surfaces Limited**

**Sd/-**  
**Dharam Singh Rathore**  
**Company Secretary & Compliance Officer**  
**ICSI Mem. No.: A57411**

#### **NOTES**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ Bigshare services Private Limited, the Company's Registrar and Transfer Agent ('RTA'), as on Friday, May 22, 2026 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in note no.13 of this Notice.
5. The remote e-Voting shall commence on Wednesday, May 27, 2026, at 09:00 A.M. (IST) and ends on Thursday, June 25, 2026, at 05:00 P.M. (IST). During this period, Members of the Company holding shares in electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for e-Voting thereafter and the voting shall not be permitted beyond said period.
6. The Board of Directors at its meeting held on May 25, 2026, has appointed Mr. Akshit Kumar Jangid (M.No.: FCS 11285 C.P.No.:16300), Partner of M/s. Pinchaa & Co., Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.
7. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within 2 (two) working days from the conclusion of the postal ballot e-Voting. The Scrutinizer's decision on the validity of votes cast will be final.
8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.globalsurfaces.in](http://www.globalsurfaces.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.



9. The Resolution, if passed by the requisite majority through Postal Ballot by remote e-Voting, will be deemed to have been passed on the last date specified for e-Voting i.e., Thursday, June 25, 2026.
10. Members may download the Notice from the website of the Company at [www.globalsurfaces.in](http://www.globalsurfaces.in) or from the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A copy of the Notice is also available on the website of stock exchanges viz., BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com).
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to [cs@globalsurfaces.in](mailto:cs@globalsurfaces.in) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the e-Voting period i.e. from Wednesday, May 27, 2026, and ends on Thursday, June 25, 2026.
13. E-voting Instructions from NSDL are provided hereinbelow:

**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:


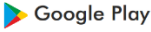


**STEP 1: ACCESS TO NSDL E-VOTING SYSTEM**

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

In terms of SEBI circular 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store             Google Play       </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. 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.
5. 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***

6. 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**
7. 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.



9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

## STEP 2: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. The EVEN of the company is **139418**
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **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. The entire shareholding in the Company is being held in dematerialized mode, hence Members may provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (cs@globalsurfaces.in). If you are an Individual shareholders 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.**
2. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.
3. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **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 [ppincha@gmail.com](mailto:ppincha@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Members may contact the following for e-voting assistance or grievances:

Company Official	NSDL Official
Name: Dharam Singh Rathore Designation: Company Secretary & Compliance Officer, Global Surfaces Limited Address: Plot No. PA-10-006, Engineering and Related Industries SEZ, Mahindra World City, Tehsil-Sanganer, Jaipur, Rajasthan, 302037 Email: <a href="mailto:cs@globalsurfaces.in">cs@globalsurfaces.in</a> Tel: 0141-7191000	Name: Ms. Pallavi Mhatre Designation: Manager, NSDL Address: 3rd Floor, Naman Chamber, Plot C-32, G- Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400 051 Email: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> ; Tel: 022-4499 4499 / 022-2499 4545/ 022 - 4886 7000



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 ('ACT')**

**ITEM NO.1 APPOINTMENT OF MR. RAKESH GROVER (DIN: 09673773) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors at its meeting held on March 30, 2026, based on the recommendation of Nomination and Remuneration Committee, appointed Mr. Rakesh Grover (DIN: 09673773), as an Additional Director (Category: Non-Executive Independent Director) on the board of the Company, for a term of two (2) consecutive years effective from March 30, 2026, not liable to retire by rotation.

In terms of provisions of the Companies Act, 2013 and Regulation 17 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), appointment of Independent Director requires approval of Members by way of a Special Resolution.

Pursuant to the provisions of Regulation 17(1C) of Listing Regulations, the Company is required to obtain approval of members for the appointment of Director at the next General Meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

Therefore, the approval of members is being sought for the aforesaid appointment of Mr. Rakesh Grover (DIN:09673773), through this Postal Ballot. The Company has received a notice in writing from a Member, in terms of Section 160 of the Act, proposing the appointment of Mr. Rakesh Grover (DIN:09673773) as an Independent Director of the Company.

The Company has received, inter-alia, the following consents, declarations, and confirmations from Mr. Rakesh Grover (DIN:09673773):

- i. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules");
- ii. Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (1) or (2) of Section 164 of the Act;
- iii. Disclosure of Interest in Form MBP-1, pursuant to Section 184(1) of the Act;
- iv. Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulations 16(1)(b) and 25(8) SEBI Listing Regulations;
- v. Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules with respect to his registration in the Independent Directors' databank maintained by the Indian Institute of Corporate Affairs, bearing Registration No. IDDB-DI-202510-081228, valid from 10.10.2025 till 09.10.2030;
- vi. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI, MCA or any other regulatory/statutory authority; and
- vii. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company.

In terms of clause (1A) of Para A of Part D of Schedule II of the Listing Regulations, the Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s) such as skills, experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Mr. Rakesh Grover (DIN:09673773) for appointment as Independent Director. In the opinion of the Board, he fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management.

**Brief Profile, Skills and experience of Mr. Rakesh Grover (DIN:09673773)**

Mr. Rakesh Grover (DIN:09673773) is a seasoned banking and financial services professional with over 37 years of expertise across public and international banking, treasury, and asset reconstruction. A former Chief General Manager at Punjab National Bank, he has held key leadership roles in recovery, compliance, and international operations, including serving as Chief Executive of PNB Hong Kong. An MBA (Finance) from FMS Delhi, ACWA, and CAIIB professional, Mr. Grover specializes in regulatory compliance, risk management, and stressed asset resolution (NCLT/ARC). His governance experience includes board-level roles at Everest Bank (Nepal) and ARCIL, where he focused on strengthening compliance and institutional oversight.

**Nature of skills/competence/experience as identified by the NRC/Board and those possessed by Mr. Rakesh Grover (DIN:09673773)**

- ❖ Regulatory Compliance and Governance
- ❖ Banking, Treasury and Financial Oversight
- ❖ Risk Management and Internal Controls
- ❖ Board Leadership and Strategic Management

The NRC and the Board, after a thorough review of Mr. Grover's skills, experience, and expertise, concluded that his extensive background and diverse expertise are exceptionally well-aligned with the responsibilities and strategic vision required for this role. The Board unanimously agreed that his appointment as an Independent Director would be in the best interest of the Company.

Mr. Rakesh Grover (DIN:09673773) shall not be liable to retire by rotation and shall be eligible for re-appointment upon completion of his term as per the recommendation of NRC and Board. He shall be entitled to receive remuneration in conformity with the Company's Nomination and Remuneration Policy. The terms and conditions for appointment of Mr. Rakesh Grover (DIN:09673773) are available for inspection by the members on the website of the Company.

The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment as Non-Executive Independent Director are annexed to this Notice as Annexure-A.

No director, key managerial personnel (KMP) or their relatives except Mr. Rakesh Grover (DIN:09673773), to whom the resolution relates, is interested in or concerned, financially or otherwise, except to the extent of their shareholding, if any, in passing the proposed resolution as set out in Item no. 1.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decision thereon.

The Board recommends the special resolution as set out in Item no. 1 of this notice for the approval of members.

**ITEM NO. 2 REDESIGNATION OF MR. YASHWANT KUMAR SHARMA (DIN: 08686725) FROM NON-EXECUTIVE INDEPENDENT DIRECTOR TO NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY**

Mr. Yashwant Kumar Sharma (DIN: 08686725) is presently serving as an Independent Director of the Company. His current term commenced on 20 December 2021 for a period of five years.

Mr. Sharma holds a Bachelor of Engineering (Mechanical) degree from Sardar Patel University, Gujarat, and has completed a Diploma in Business Management from the University of Pune. He has worked for over three decades with the India Trade Promotion Organisation as General Manager. Presently, he is a Fellow Member of the Institution of Valuers, a Member of the Institution of Engineers, and a Registered Valuer with the Insolvency and Bankruptcy Board of India.

The Management of the Company is of the view that Mr. Sharma's extensive experience, technical background and exposure in valuation and allied areas may be useful to the Company, and accordingly, the Company may consider availing certain professional services from him from time to time.

While Mr. Yashwant Kumar Sharma presently continues to meet the criteria of independence prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and has confirmed that he has not, as on date, accepted or undertaken any professional engagement or assignment with the Company and does not have any pecuniary relationship with the Company other than as permitted under applicable law, the members may note that the nature and scope of the role envisaged for him going forward may involve a closer professional and strategic engagement with the Company, including matters requiring his technical, valuation-related, commercial and advisory expertise.

Such proposed engagement, if undertaken after due approvals, may create a pecuniary/professional relationship with the Company and may therefore affect his status as an Independent Director. Accordingly, as a matter of good corporate governance, transparency and abundant caution, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board, it is proposed to redesignate Mr. Sharma from Non-Executive Independent Director to Non-Executive Non-Independent Director of the Company, liable to retire by rotation.



The Board considers that the continued association of Mr. Sharma as a Non-Executive Non-Independent Director would be beneficial to the Company, considering his professional experience, technical understanding and valuation-related expertise.

The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice as Annexure-A.

Except Mr. Yashwant Kumar Sharma and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decision thereon.

The Board recommends the Special Resolution set out at Item No. 2 of this Notice for approval of the Members.

### **ITEM NO. 3 & 4**

#### **Background, Details and Benefits of the Proposed Transactions**

Global Surfaces Ltd. (the "Company" or "GSL") is engaged in the manufacture and sale of engineered quartz stone used in various surface applications ("Quartz Surface Products" or "QSPs"). The Company operates two engineered quartz manufacturing units one at Mahindra World City SEZ, Jaipur, Rajasthan, and another through its wholly owned subsidiary, Global Surfaces FZE ("FZE"), established at Jebel Ali Free Zone, Dubai, UAE. The Dubai unit commenced commercial production of engineered quartz in February 2024, providing cost-effective and proximity-driven access to Middle Eastern and North American markets.

North America is the Company's largest export market. To service this market efficiently, GSL operates through an integrated multi-shore model combining manufacturing capabilities in India and Dubai with a strategically established distribution network in the United States. The Company has two U.S. subsidiaries for this purpose:

- Global Surfaces Inc. ("GSI") - incorporated in the State of Delaware, USA, and engaged in the purchasing, selling, and distribution of quartz, marble, granite, and similar stone products. GSL holds 99.90% of the equity share capital of GSI.
- Superior Surfaces Inc. ("SSI") - incorporated in the State of Texas, USA, and engaged in the distribution of engineered quartz and similar products. GSL holds 50.00% of the equity share capital of SSI and exercises management control over SSI.

These subsidiaries serve as the Company's primary commercial interface with North American customers, enabling faster turnaround times, better customer engagement, efficient local warehousing, and streamlined last-mile logistics.

In furtherance of the above integrated supply-chain strategy, GSL and FZE propose to enter into sale and supply arrangements with GSI and SSI for the transfer of Quartz Surface Products and other similar stone products, and the provision of related services (the "Proposed Transactions"). These Proposed Transactions are necessary and beneficial for the following reasons:

- To leverage local warehousing and distribution efficiencies in the North American market;
- To ensure operational continuity from manufacturing through to final delivery in target markets;
- To optimise Group-level resource utilisation through performance-accountable subsidiary entities; and
- To support seamless execution of the multishore model with value addition at each stage of the supply chain.

#### **Regulatory Framework and Materiality Threshold**

Pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, all Material Related Party Transactions require prior approval of the Members by way of an ordinary resolution. Further, pursuant to Regulation 23 read with Schedule XII of the SEBI Listing Regulations, a related party transaction shall be considered material if the transaction(s), whether individually or taken together with previous transactions during a financial year, exceed the lower of (i) ₹1,000 crore; or (ii) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements, where the annual consolidated turnover of the listed entity is up to ₹20,000 crore.



The annual consolidated turnover (revenue from operations) of the Company for the financial year ended March 31, 2026, as per the last audited consolidated financial statements, is ₹2,332.39 Million. The threshold of 10% of the annual consolidated turnover amounts to ₹233.24 Million. The aggregate value of the Proposed Transactions with each of GSI and SSI, individually, during FY 2026-27 exceeds this threshold, as detailed below, and the Proposed Transactions accordingly qualify as Material Related Party Transactions requiring prior approval of the Members.

### Details of the Proposed Material Related Party Transactions

The details of the Proposed Material Related Party Transactions are set out below in the format prescribed under Regulation 23 of SEBI Listing Regulations read with the SEBI Master Circular dated January 30, 2026 (which consolidates earlier circulars and incorporates the RPT Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions") and the SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025:

PART A — COMMON DISCLOSURES			
Sr. No.	Particulars of the information	Information provided by the Management	
<b>A(1): Basic details of the related party</b>			
1	Name of the related party	Global Surfaces Inc. ("GSI")	Superior Surfaces Inc. ("SSI")
2	Country of incorporation of the related party	State of Delaware, USA	State of Texas, USA
3	Nature of business of the related party	Purchasing, selling and distributing quartz, marble, granite, and similar stone products.	Distribution of engineered quartz and similar stone products.
<b>A(2): Relationship and ownership of the related party</b>			
1.	<p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> <li>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul> <p>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect</p>	<p>Subsidiary (direct).</p> <p>GSL holds 99.90% of equity share capital of GSI. The remaining 0.10% is held by Mr. Mayank Shah in his individual capacity.</p> <p>Not Applicable</p> <p>Nil</p>	<p>Subsidiary under control.</p> <p>GSL holds 50.00% of the equity share capital of SSI and exercises Board control over SSI.</p> <p>Not Applicable</p> <p>Nil</p>

	shareholding, shareholding held by relatives shall also be considered.																	
<b>A(3). Details of previous transactions with the related party</b>																		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.  Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Related Party Transactions undertaken by GSL with related parties during financial year 2025-26:  (INR Million)																
		<table border="1"> <thead> <tr> <th>Nature of Transaction</th> <th>GSI</th> <th>SSI</th> </tr> </thead> <tbody> <tr> <td>Sale of Goods</td> <td>328.96</td> <td>20.68</td> </tr> <tr> <td>Management Fees</td> <td>1.44</td> <td>-</td> </tr> <tr> <td>Trade Advance</td> <td>0.88</td> <td>-</td> </tr> </tbody> </table>	Nature of Transaction	GSI	SSI	Sale of Goods	328.96	20.68	Management Fees	1.44	-	Trade Advance	0.88	-				
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2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Since the approval is being sought in the first quarter of the current financial year (i.e., Q1 of FY 2026-27, April to June 2026), there are no completed quarters of FY 2026-27 preceding the quarter in which this approval is sought. Hence, the details of the transactions undertaken during the immediately preceding financial year (FY 2025-26) have been disclosed at A(3)(1) above.																
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable																
<b>A(4). Amount of the proposed transaction(s)</b>																		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Material Related Party Transactions to be undertaken by GSL with related parties during financial year 2026-27:  (INR Million)																
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2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes															
3.	Value of the proposed transactions as a percentage of the listed entity's annual	Value of the proposed related party transactions as a % of GSL's Consolidated turnover for the financial year 2025-26:																

	consolidated turnover for the immediately preceding financial year	<table border="1"> <thead> <tr> <th>Nature of Transaction</th> <th>GSI</th> <th>SSI</th> </tr> </thead> <tbody> <tr> <td>Sale of Goods</td> <td>42.87%</td> <td>21.44%</td> </tr> <tr> <td>Trade Advance</td> <td>4.29%</td> <td>2.14%</td> </tr> <tr> <td>Management Fees</td> <td>0.11%</td> <td>-</td> </tr> <tr> <td>Reimbursement of Expenses (Trade fair &amp; Marketing related)</td> <td>0.43%</td> <td>0.43%</td> </tr> </tbody> </table>	Nature of Transaction	GSI	SSI	Sale of Goods	42.87%	21.44%	Trade Advance	4.29%	2.14%	Management Fees	0.11%	-	Reimbursement of Expenses (Trade fair & Marketing related)	0.43%	0.43%													
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4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	<p>Value of the proposed related party transactions as a % of FZE's Standalone turnover for the financial year 2025-26:</p> <table border="1"> <thead> <tr> <th>Nature of Transaction</th> <th>GSI</th> <th>SSI</th> </tr> </thead> <tbody> <tr> <td>Sale of Goods</td> <td>69.92%</td> <td>34.96%</td> </tr> <tr> <td>Trade Advance</td> <td>6.99%</td> <td>3.50%</td> </tr> <tr> <td>Reimbursement of Expenses (Trade fair &amp; Marketing related)</td> <td>0.70%</td> <td>0.70%</td> </tr> </tbody> </table>		Nature of Transaction	GSI	SSI	Sale of Goods	69.92%	34.96%	Trade Advance	6.99%	3.50%	Reimbursement of Expenses (Trade fair & Marketing related)	0.70%	0.70%															
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Trade Advance	6.99%	3.50%																												
Reimbursement of Expenses (Trade fair & Marketing related)	0.70%	0.70%																												
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	<p>Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year (FY 2025-26) is as follows. The percentages below reflect the combined proposed transaction value of both GSL and FZE with each related party:</p> <p><b>In respect of Global Surfaces Inc. (GSI) - Standalone Turnover FY 2025-26: ₹402.97 Million</b></p> <table border="1"> <thead> <tr> <th>Nature of Transaction (GSL &amp; FZE)</th> <th>Amount of Transaction (INR Million)</th> <th>% of GSI's Turnover</th> </tr> </thead> <tbody> <tr> <td>Sale of Goods</td> <td>2,000.00</td> <td>496.30%</td> </tr> <tr> <td>Trade Advance</td> <td>200.00</td> <td>49.63%</td> </tr> <tr> <td>Management Fees (GSL only)</td> <td>2.50</td> <td>0.62%</td> </tr> <tr> <td>Reimbursement of Expenses</td> <td>20.00</td> <td>4.96%</td> </tr> </tbody> </table> <p><b>In respect of Superior Surfaces Inc. (SSI) — Standalone Turnover FY 2025-26: ₹120.46 Million</b></p> <table border="1"> <thead> <tr> <th>Nature of Transaction (GSL &amp; FZE)</th> <th>Amount of Transaction (INR Million)</th> <th>% of SSI's Turnover</th> </tr> </thead> <tbody> <tr> <td>Sale of Goods</td> <td>1,000.00</td> <td>830.18%</td> </tr> <tr> <td>Trade Advance</td> <td>100.00</td> <td>83.02%</td> </tr> <tr> <td>Reimbursement of Expenses</td> <td>20.00</td> <td>16.60%</td> </tr> </tbody> </table> <p><i>Note: The high percentage ratios reflect the nature of GSI and SSI as dedicated distribution subsidiaries of the GSL Group whose business is substantially built on products supplied by GSL and FZE. GSI and SSI do not independently manufacture or source competing products. The proposed transaction values represent the upper cap sought for approval and actual transaction volumes will be determined by market demand during FY 2026-27.</i></p>		Nature of Transaction (GSL & FZE)	Amount of Transaction (INR Million)	% of GSI's Turnover	Sale of Goods	2,000.00	496.30%	Trade Advance	200.00	49.63%	Management Fees (GSL only)	2.50	0.62%	Reimbursement of Expenses	20.00	4.96%	Nature of Transaction (GSL & FZE)	Amount of Transaction (INR Million)	% of SSI's Turnover	Sale of Goods	1,000.00	830.18%	Trade Advance	100.00	83.02%	Reimbursement of Expenses	20.00	16.60%
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<b>A(5). Basic details of the proposed transaction</b>																													
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<p>Material Related Party Transactions to be undertaken by GSL with related parties during financial year 2026-27: (INR Million)</p> <table border="1" data-bbox="724 353 1386 562"> <thead> <tr> <th>Nature of Transaction</th> <th>GSI</th> <th>SSI</th> </tr> </thead> <tbody> <tr> <td>Sale of Goods</td> <td>1000</td> <td>500</td> </tr> <tr> <td>Trade Advance</td> <td>100</td> <td>50</td> </tr> <tr> <td>Management Fees</td> <td>2.50</td> <td>-</td> </tr> <tr> <td>Reimbursement of Expenses (Trade fair &amp; Marketing related)</td> <td>10</td> <td>10</td> </tr> </tbody> </table> <p>Material Related Party Transactions to be undertaken by FZE with related parties during financial year 2026-27: (INR Million)</p> <table border="1" data-bbox="724 674 1386 846"> <thead> <tr> <th>Nature of Transaction</th> <th>GSI</th> <th>SSI</th> </tr> </thead> <tbody> <tr> <td>Sale of Goods</td> <td>1000</td> <td>500</td> </tr> <tr> <td>Trade Advance</td> <td>100</td> <td>50</td> </tr> <tr> <td>Reimbursement of Expenses (Trade fair &amp; Marketing related)</td> <td>10</td> <td>10</td> </tr> </tbody> </table>	Nature of Transaction	GSI	SSI	Sale of Goods	1000	500	Trade Advance	100	50	Management Fees	2.50	-	Reimbursement of Expenses (Trade fair & Marketing related)	10	10	Nature of Transaction	GSI	SSI	Sale of Goods	1000	500	Trade Advance	100	50	Reimbursement of Expenses (Trade fair & Marketing related)	10	10
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2.	Details of each type of the proposed transaction	<p>Sale of Goods: GSL and/or FZE will sell and supply Quartz Surface Products and other similar stone products to GSI and/or SSI at prices determined on an arm's-length basis using the pricing methodology described in Part B below. GSI and SSI will in turn distribute and sell such products to end-customers in North America.</p> <p>Trade Advances: GSI and/or SSI may, in the ordinary course of the purchase arrangement, remit trade advances to GSL and/or FZE of up to 10% of the purchase value, against confirmed purchase orders. Such advances are self-liquidating in nature, being adjusted against the sale invoices upon shipment/delivery within 12 months.</p> <p>Management Fees: GSL provides management, strategic, and operational support services to its subsidiaries to facilitate and grow the distribution of Quartz Surface Products and other similar stone products in the North American market. The scope of services includes, inter alia, business development support, product and market strategy advisory, supply chain coordination, quality control oversight, customer relationship management support, and general operational guidance.</p> <p>Reimbursement of Expenses: GSI and SSI reimburse GSL and/or FZE for actual expenses incurred by them in connection with trade fairs, industry exhibitions, product launches, marketing campaigns, and brand promotion and awareness activities etc. on behalf of, or for the benefit of, the GSL Group. Such reimbursements are strictly limited to actual costs incurred and supported by underlying invoices, receipts, and/or other documentary evidence, and are not in the nature of a service fee or mark-up.</p>																											
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Financial year 2026-27																											
4.	Whether omnibus approval is being sought?	The Audit Committee has granted omnibus approval for the Proposed Transactions, subject to the conditions specified under Regulation 23(3) of SEBI Listing Regulations.																											

<p>5.</p> <p>Value of the proposed transaction during a financial year.</p> <p>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</p>		<p>Material Related Party Transactions (on an aggregate basis) to be undertaken by GSL with related parties during financial year 2026-27:</p> <p style="text-align: right;">(INR Million)</p> <table border="1" data-bbox="724 353 1380 562"> <thead> <tr> <th>Nature of Transaction</th> <th>GSI</th> <th>SSI</th> </tr> </thead> <tbody> <tr> <td>Sale of Goods</td> <td>1000</td> <td>500</td> </tr> <tr> <td>Trade Advance</td> <td>100</td> <td>50</td> </tr> <tr> <td>Management Fees</td> <td>2.50</td> <td>-</td> </tr> <tr> <td>Reimbursement of Expenses (Trade fair &amp; Marketing related)</td> <td>10</td> <td>10</td> </tr> </tbody> </table> <p>Material Related Party Transactions to be undertaken by FZE with related parties during financial year 2026-27:</p> <p style="text-align: right;">(INR Million)</p> <table border="1" data-bbox="724 674 1380 846"> <thead> <tr> <th>Nature of Transaction</th> <th>GSI</th> <th>SSI</th> </tr> </thead> <tbody> <tr> <td>Sale of Goods</td> <td>1000</td> <td>500</td> </tr> <tr> <td>Trade Advance</td> <td>100</td> <td>50</td> </tr> <tr> <td>Reimbursement of Expenses (Trade fair &amp; Marketing related)</td> <td>10</td> <td>10</td> </tr> </tbody> </table>	Nature of Transaction	GSI	SSI	Sale of Goods	1000	500	Trade Advance	100	50	Management Fees	2.50	-	Reimbursement of Expenses (Trade fair & Marketing related)	10	10	Nature of Transaction	GSI	SSI	Sale of Goods	1000	500	Trade Advance	100	50	Reimbursement of Expenses (Trade fair & Marketing related)	10	10
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<p>6.</p> <p>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</p>		<p>The background, commercial rationale and strategic importance of the Proposed Transactions have been detailed in the Background section of this Explanatory Statement. In addition thereto, it is affirmed that:</p> <p>(i) the Proposed Transactions are in the ordinary course of business of the Company and FZE and are on arm's length terms, as certified by the CMD and CFO of the Company and confirmed by the Audit Committee;</p> <p>(ii) the management fee charged to GSI and the reimbursement of trade fair and marketing expenses to GSI and SSI are commensurate with the actual services rendered and costs incurred respectively, and ensure appropriate cost recovery for the Company and FZE; and</p> <p>(iii) no promoter, director or key managerial personnel of the Company derives any personal financial benefit from the Proposed Transactions outside of the Company's ordinary business interests, and the said transactions are not prejudicial to the interests of the Company or its minority shareholders.</p> <p>The Board accordingly affirms that the Proposed Transactions are in the best interest of the Company and its shareholders.</p>																											
<p>7.</p> <p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i></p>		<p>Name of Director / KMP: Mr. Mayank Shah (DIN: 01850199), Chairman, Managing Director and Chief Financial Officer.</p> <p>Shareholding in the related party (direct or indirect): Mr. Shah holds 10 equity shares (0.10%) in Global Surfaces Inc. (GSI) in his individual capacity and serves as a Director on the Board of GSI. He does not hold any shares in Superior Surfaces Inc. (SSI); however, he serves as a Director on the Board of SSI as well. No relative of Mr. Shah holds any shares or other interest in GSI or SSI, directly or indirectly.</p> <p>Save and except as stated above, no other Director or Key Managerial Personnel of the Company, or their relatives, are in</p>																											

		any manner directly or indirectly concerned or interested, financially or otherwise, in the Proposed Transactions.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	No external valuation report has been obtained. Pricing of the Proposed Transactions is determined based on an internal arm's-length analysis using the appropriate pricing methodology as described in Part B below. The Company maintains transfer pricing documentation in accordance with applicable Laws.
9.	Other information relevant for decision making.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice. The Board of Directors of the Company confirms that all information provided to the Audit Committee and placed before the Members in this Explanatory Statement is true, correct, and complete to the best of its knowledge and belief, and that no material fact has been suppressed or omitted that could reasonably influence the Members in deciding whether to approve the Proposed Transactions.
<b>PART B</b> <b>(Information for specific type of RPT)</b>		
<b>B(1): Sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b>		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No open bidding or competitive tender process was conducted for the selection of GSI and SSI as counterparties. GSI and SSI are subsidiaries of the Company, established specifically to serve as the dedicated distribution network in North America. The selection of these entities as distribution counterparties is integral to the Company's multi-shore operating model and is consistent with the Company's long-term strategy. The Audit Committee has reviewed and confirmed the rationale for transacting with these entities.
2.	Basis of determination of price.	<p>Prices for the Proposed Transactions are determined on an arm's-length basis. The following transfer pricing methods are applied, as considered most appropriate by Management, depending upon the nature and type of the transaction:</p> <ul style="list-style-type: none"> <li>• Comparable Uncontrolled Price (CUP) Method: Where market benchmark prices are available for comparable products sold to unrelated parties.</li> <li>• Cost Plus Mark-up Method: Where the transaction price is determined based on the cost of goods plus an appropriate arm's-length mark-up.</li> <li>• Transaction Net Margin Method (TNMM): Where a net margin is compared to margins earned in comparable uncontrolled transactions.</li> <li>• Resale Price Method (RPM): Price is determined by reference to the price at which related party resells the product to an unrelated customer, less an appropriate gross margin.</li> </ul> <p>The pricing methodology is reviewed periodically by the Management and the Audit Committee to ensure ongoing arm's-length compliance.</p>
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	Up to 10% of the Sale Value of the relevant transaction
	b. Tenure	12 months

	c. Whether same is self-liquidating	GSI and/or SSI may, in the ordinary course of the purchase arrangement, remit trade advances to GSL and/or FZE of up to 10% of the purchase value, against confirmed purchase orders. Such advances are self-liquidating in nature, being adjusted against the sale invoices upon shipment/delivery within 12 months.
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The Management has placed before the Audit Committee all relevant details in respect of the Proposed Transactions, including the rationale therefor, material terms and conditions, and the basis of pricing. The Audit Committee of the Board of Directors of the Company has reviewed and considered the certificate submitted by Mr. Mayank Shah, Chairman, Managing Director and Chief Financial Officer of the Company, confirming that the Proposed Transactions are in the ordinary course of business of the Company and on an arm's length basis, and that the terms thereof are not prejudicial to the interest of the Company or its shareholders, including the minority shareholders. The said certificate was placed before and noted by the Audit Committee at its meeting held on May 25, 2026, prior to the Board meeting held on the same day. The Audit Committee, after due deliberation and having regard to the nature, value, and terms of the Proposed Transactions and the basis of determination of pricing as disclosed hereinabove, has confirmed that the Proposed Transactions are not prejudicial to the interests of the Company or its minority shareholders and has recommended the Proposed Transactions to the Board of Directors and to the Members for their approval.

Basis the aforesaid review and approval by the Audit Committee, the Board of Directors of the Company, at its meeting held on May 25, 2026, considered and approved the Proposed Transactions and recommended the Ordinary Resolution(s) set out at Item Nos. 3 and 4 of this Notice to the Members for their approval.

Members are requested to note that in terms of Regulation 23(4) of the SEBI Listing Regulations, all related parties of the Company, as defined thereunder, whether or not such related party is a party to the transaction(s) in consideration, shall not vote to approve the resolutions under Item Nos. 3 and 4 of this Notice.

**Date:** May 25, 2026

**Place:** Jaipur

**Registered Office:**

Plot No. PA-10-006, Engineering and Related Industries  
SEZ, Mahindra World City, Tehsil-Sanganer, Jaipur,  
Rajasthan, 302037

**Phone:** 0141-7191000 **E-mail:** [cs@globalsurfaces.in](mailto:cs@globalsurfaces.in)

By Order of the Board of Directors of  
**Global Surfaces Limited**

**Sd/-**  
**Dharam Singh Rathore**  
**Company Secretary & Compliance Officer**  
**ICSI Mem. No.: A57411**



**Annexure-A**

**Additional information for appointees as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2 on General Meetings**

<b>Particulars</b>	<b>Details</b>	
Name of the Director	Mr. Rakesh Grover	Mr. Yashwant Kumar Sharma
DIN	09673773	08686725
Date of Birth/Age	27 Dec. 1965 (60 Years)	6 Dec. 1953, (72 years)
Date of first Appointment on the board	March 30, 2026	Dec 20, 2021
Current Designation	Additional, Non-Executive Independent Director	Non-Executive, Independent Director
Proposed Designation	Non-Executive Independent Director	Non-Executive, Non-Independent Director
Brief Resume and Expertise in specific functional area	As given in Explanatory statement to item no. 1	As given in Explanatory statement to item no. 2
Qualification	<ul style="list-style-type: none"> <li>- Master of Business Administration (Finance) from the Faculty of Management Studies, University of Delhi</li> <li>- ACMA from Institute of Cost and Works Accountants of India</li> <li>- Certified Associate of the Indian Institute of Bankers</li> <li>- Diploma in Treasury, Investment &amp; Risk Management from the Indian Institute of Banking &amp; Finance</li> </ul>	<ul style="list-style-type: none"> <li>- Bachelor of Engineering (Mechanical), Sardar Patel University, Gujarat;</li> <li>- Diploma in Business Management, University of Pune</li> </ul>
Skills and Capabilities	Disclosed in explanatory statement to item no.1	Disclosed in explanatory statement to item no.2
Terms and conditions of appointment	Not Liable to retire by rotation, more specifically set forth in explanatory statement to item no. 1	Proposed to be redesignated as Non-Executive Non-Independent Director, liable to retire by rotation
Remuneration drawn in the Company for the FY 2025-26	Nil	Sitting fees of Rs.4.60 Lacs
Remuneration sought to be paid	Sitting fees for attending Board/Committee meetings and reimbursement of expenses as applicable as.	Sitting fees for attending Board/Committee meetings and reimbursement of expenses as applicable; professional fees, if any, only pursuant to separate approvals as required under applicable law
Directorship in other listed Companies	None	None
Names of the listed entities from which Director has resigned during the last three years	None	None
Member/Chairman of the Committees of the Board of other listed Companies	None	None
Directorship in other Public Companies	None	None
Member/Chairman of the Committees of the Board of other Public Companies	None	None
No. of shares held in Company (including on beneficial basis)	Nil	Nil
Relationship between the directors and KMP's inter se	Not related to any Director/KMP of the Company	Not related to any Director/KMP of the Company
Number of Board meetings attended during FY 2025-26	Not Applicable	8 (Eight)