



## GLOBAL SURFACES LTD.

(Formerly known as "Global Stones Private Limited")

ISO 9001:2015 ISO 14001:2004 Certified Company

CIN : L14100RJ1991PLC073860

Ref: **GSL/SEC/2025-26/19**

Date: **June 30, 2025**

To,  
**BSE Limited,**  
Dept of Corporate Services  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai 400 001 (Maharashtra)  
**Scrp Code: 543829**

**National Stock Exchange of India Limited**  
The Listing Department  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (East),  
Mumbai 400 051 (Maharashtra)  
**Symbol: GSLSU**

**Subject: Proceedings of Postal Ballot - Disclosure pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')**

Dear Sir/Madam,

This is in continuation to our earlier communication vide letter ref. no. **GSL/SEC/2025-26/13** dated May 31, 2025, regarding submission of Notice of Postal Ballot dated May 28, 2025, seeking approval of the shareholders, pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, amended as on date, and circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) from time to time in respect of following Resolution:

Sr. No.	Type of Resolution	Subject matter of Resolution
1	Ordinary Resolution	Approval of Material Related Party Transactions with Subsidiaries.
2	Special Resolution	Approval for Raising of Funds in one or more tranches by Issuance of Equity Shares and/or other Eligible Securities.
3	Ordinary Resolution	Approval for increase in Authorised Share Capital and consequent alteration in Clause V of Memorandum of Association.

In this regard, pursuant to Regulation 30 read with Schedule III of the SEBI Listing Regulations, please find enclosed herewith the summary of the proceedings of business transacted through Postal Ballot vide Notice dated May 28, 2025. The remote e-voting period for Postal Ballot was concluded on Monday, June 30, 2025 at 5:00 p.m. (IST).

You are requested to take on record the above information.

Thanking You  
Yours Faithfully,  
For **Global Surfaces Limited**

**Dharam Singh Rathore**  
**Company Secretary and Compliance Officer**  
ICSI Mem. No.: A57411

Place: Jaipur  
Encl.: As above



**Registered Office & Quartz Division:** Plot No. : PA-010-006, SEZ  
Engineering & Related Industries, Mahindra World City,  
Teh. Sanganer, Jaipur 302037 (Rajasthan), Ph. 0141-7191000

**Natural Stone Division:** Plot No. : E40-42, G43-47  
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**SUMMARY OF THE PROCEEDINGS OF POSTAL BALLOT (01/2025-26) CONDUCTED THROUGH REMOTE E-VOTING PROCESS IN RESPECT OF RESOLUTIONS AS SET OUT IN THE NOTICE OF POSTAL BALLOT DATED MAY 28, 2025, PURSUANT TO SECTION 108 AND 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 & 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AMENDED AS ON DATE, AND CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS (MCA) AND SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) FROM TIME TO TIME, OF GLOBAL SURFACES LIMITED ("THE COMPANY"), RESULTS OF WHICH DECLARED ON MONDAY, JUNE 30, 2025 AND DEEMED TO BE PASSED ON SAID DATE BEING THE LAST DATE OF REMOTE E-VOTING**

Pursuant to the provisions of 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 and 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (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), the Company had sent a Notice of Postal Ballot dated May 28, 2025 to the shareholders on Saturday, May 31, 2025, to obtain the consent of the Members on the following Special Business appended below:

Sr. No.	Type of Resolution	Subject matter of Resolution
1	Ordinary Resolution	Approval of Material Related Party Transactions with Subsidiaries.
2	Special Resolution	Approval for Raising of Funds in one or more tranches by Issuance of Equity Shares and/or other Eligible Securities.
3	Ordinary Resolution	Approval for increase in Authorised Share Capital and consequent alteration in Clause V of Memorandum of Association.

In accordance with applicable MCA and SEBI Circulars, the Postal Ballot Notice along with explanatory statement and remote e-Voting instructions were duly sent through email on May 31, 2025 ('date of completion of dispatch'), to those members whose e-mail addresses were registered with the Bigshare services Private Limited, Company's Registrar and Transfer Agent ('RTA')/ Depositories as on Friday, May 23, 2025 ('cut-off date') and was also placed on the website of the Company seeking approval as set out in the postal ballot notice.

Further, a public advertisement informing the date of completion of dispatch of Postal Ballot Notice and containing other required information was published on Sunday, June 01, 2025, in Financial Express (English - All Edition) and Business Remedies (Hindi - Jaipur Edition) Newspaper.

The Company had engaged the services of National Securities Depository Limited ('NSDL' or 'e-voting service provider') for the purpose of providing e-voting facility (through remote e-voting) and technical services relating to the Postal Ballot to all its members.



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The remote e-voting commenced on Sunday, June 01, 2025 (9.00 AM IST) and ended on Monday, June 30, 2025 (5.00 PM IST). The remote e-Voting facility was disabled by NSDL immediately thereafter and the voting was not permitted beyond the said period.

The Board had appointed Mr. Akshit Kumar Jangid (M. No.: FCS11285 C.P. No.: 16300), Partner of M/s. Pinchaa & Co., Company Secretaries as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

The Scrutinizer, after scrutiny of e-voting received within the scheduled time submitted his report to the Company Secretary (Authorised by Chairman and Board for this purpose), on Monday, June 30, 2025, which was countersigned by Mr. Dharam Singh Rathore, Company Secretary and Compliance Officer of the Company, who was authorized by Chairman for this purpose.

Based on the report of the Scrutinizer, Mr. Dharam Singh Rathore, Company Secretary and Compliance Officer of the Company, (duly authorised by the chairman of the Company in this regard), declared the results of the Postal Ballot through remote e-voting on Monday, June 30, 2025 and the same was displayed on the notice board at the Registered Office of the Company and was also placed on the website of the Company.

Based on the analysis of the valid votes, the Scrutinizer has reported that the resolution as set out in the Notice of Postal Ballot dated May 28, 2025, was duly passed with requisite majority and the same shall be deemed to have been passed on the last date specified for e-Voting i.e., Monday, June 30, 2025.

The text of resolutions as set out in the Postal Ballot Notice dated May 28, 2025, that were passed by the shareholders is as follows:

### RESOLUTION NO. 1 –ORDINARY RESOLUTION

#### APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH SUBSIDIARIES

**"RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 ("Act") read-with rules made thereunder, any other applicable rules, regulations, guidelines and other provisions of law, if any, (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force) and pursuant to and the Company's Policy on Related Party Transactions and based on the approval of the Audit Committee and recommendation of the Board of Directors, approval of the members of the Company be and is hereby accorded to the Company for entering into the related party contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as more specifically set out in the explanatory statement to this resolution, to be entered into and/ or carried out and/ or continued by the Company or its wholly owned subsidiary on one side with Global Surfaces Inc. and Superior Surfaces Inc., both subsidiaries of the Company, for an aggregate value not exceeding ₹1,500 Million during financial year 2025-26, on such terms and conditions as may be agreed between transacting parties, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at on arm's length and in the ordinary course of business.



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**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, and confirmed in all respects."

### RESOLUTION NO. 2 – SPECIAL RESOLUTION

#### APPROVAL FOR RAISING OF FUNDS IN ONE OR MORE TRANCHES BY ISSUANCE OF EQUITY SHARES AND/OR OTHER ELIGIBLE SECURITIES

**"RESOLVED THAT** pursuant to the provisions of the Sections 23, 41, 42, 62 and 71, read with the rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and the applicable rules made thereunder ("Companies Act"), and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, and any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulation"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended ("SEBI ILNCS Regulations"), the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the "Stock Exchanges"), the provisions of the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended ("FEMA NDI Rules"), the Foreign Exchange Management (Debt Instruments) Rules, 2019, as amended ("FEMA DI Rules"), the Depository Receipts Scheme, 2014, the Consolidated Foreign Direct Investment Policy, issued by the Department of Industrial Policy and promotion, Ministry of Commerce and Industry, Government of India from time to time, and in accordance with the rules, regulations, guidelines, notification, circulars and clarifications issued from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), Ministry of Corporate Affairs ("MCA") the Stock Exchanges, and/or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions from the GOI, through any of its ministries, departments, agencies, as may be applicable including but not limited to the SEBI, the MCA, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions which will be considered by the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution), the consent of the Company be and is hereby accorded to the Board of the Company to create, issue, offer and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company with a face value



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of ₹ 10/- each (Rupees Ten Only) (the "Equity Shares"), Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs") Foreign Currency Convertible Bonds ("FCCBs") and/or other financial instruments convertible into or exchangeable for Equity Shares (including warrants, or otherwise, in registered or bearer form), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as the "Securities") or any combination of Securities, in one or more tranches, whether rupee denominated or denominated in foreign currency, through public and /or private offerings and/or preferential allotment basis, including without limitation through a qualified Institutional placement ("QIP") in accordance with Chapter VI of SEBI ICDR Regulations, or any combination thereof or by issue of prospectus and/or placement document and/or other permissible/requisite offer document to any eligible person(s), including but not limited to qualified institutional buyers (as defined in the SEBI ICDR Regulations) ("QIBs") in accordance with Chapter VI of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, Indian and/or multilateral financial institutions, non-resident Indians, stabilizing agents, state industrial development corporations, insurance companies, provident funds, pension funds and/or any other categories of investors whether or not such investors are members of the Company (collectively referred to as the "investors"), as may be decided by the Board at its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding ₹1,55,00,00,000 (Rupees One Hundred Fifty-Five Crores only) or equivalent thereof in any foreign currency, inclusive of such premium as may be fixed on such securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the placement agent(s)/ lead manager(s) and/or underwriter(s) and/or other advisor(s) for such issue.

**RESOLVED FURTHER THAT** if the Company proposes to allot any Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations, then it shall be made on the following terms & conditions in accordance with the provisions of the SEBI ICDR Regulations:

1. the allotment of Securities shall only be made to QIBs as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations;
2. the allotment of the Securities, shall be completed within 365 days from the date of passing of the special resolution or such other time as may be allowed under the SEBI ICDR Regulations, the Companies Act, and/or applicable and relevant laws/guidelines, from time to time;
3. the Equity Shares to be created, offered, issued and allotted in terms of this resolution shall rank pari-passu in all respects including entitlement to dividend, with the existing Equity Shares of the Company, as may be provided under the terms of issue and in accordance with the placement document(s);



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4. the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
5. all securities issued under the Issue shall be listed on the recognised stock exchange where the equity shares of the Company are listed and the Securities so allotted shall not be eligible to be sold by the allottee for a period of 1 year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations;
6. in accordance with Regulation 171(b) of the SEBI ICDR Regulations, the "Relevant Date" for determination of the floor price of the Equity Shares to be issued pursuant to QIP shall be the date of meeting in which the Board decides to open the QIP and in the event eligible convertible securities are issued to QIBs by way of QIP, the "Relevant Date" for pricing of such eligible convertible securities shall be either the date of the meeting in which the Board decides to open the issue of such eligible convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board;
7. the issue shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations (the "QIP Floor Price"). However, pursuant to the proviso under Regulation 176(1) of SEBI ICDR Regulations, the Board, at its absolute discretion, may offer a discount, of not more than 5% or such other percentage as may be permitted under applicable law on the QIP Floor Price;
8. the price determined for the QIP shall be subject to appropriate adjustments, as prescribed in Chapter VI of the SEBI ICDR Regulations, including any adjustments required to be made if the Company:
  - a. makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
  - b. makes a rights issue of Equity Shares;
  - c. consolidates its outstanding Equity Shares into a smaller number of shares;
  - d. divides its outstanding Equity Shares including by way of stock split;
  - e. re-classifies any of its Equity Shares into other securities of the issuer; and
  - f. is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.
9. no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations; QIBs belonging to same group or under same control shall be deemed to be single allottee;
10. no partly paid-up Securities shall be issued/allotted;
11. in accordance with Regulation 179 of the SEBI ICDR Regulations, a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs provided that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company;



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12. no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoter in terms of the SEBI ICDR Regulations;
13. the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions; and
14. if the issue size exceeds ₹100 Crores, the credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized;

**RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as GDRs or ADRs, the terms and conditions, including the pricing of the Securities and the relevant date, if any, for the purpose of pricing of the Securities to be issued pursuant to such issue shall be determined in accordance with the provisions of applicable law including the provisions of the Depository Receipts Scheme, 2014, as amended, the FEMA NDI Rules, as amended, Framework for the issue of Depository Receipts dated October 10, 2019, issued by the SEBI, as amended and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (including any statutory modifications, amendments or re-enactment thereof).

**RESOLVED FURTHER THAT** the issue and allotment of securities, if any, made to NRIs, FPIs and/or other eligible foreign investors pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits as set forth thereunder;

**RESOLVED FURTHER THAT** the number and/or price of the Securities or the underlying Equity Shares issued on conversion of eligible convertible securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of shares issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolution, the Securities to be created, offered, issued and allotted shall be subject to the provisions of the memorandum of associations and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted under the Issue or allotted upon conversion of the equity linked instruments issued by the Company shall rank pari-passu in all respects including dividend with the existing Equity Shares of the Company;

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed in accordance with the applicable laws;



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**RESOLVED FURTHER THAT** for the purpose of giving effect to creation, offer, issue, allotment or listing of the Securities pursuant to this resolution, the Board be and is hereby authorized, to take all actions and do all such acts, deeds and sign such documents as may be required in furtherance of or in relation to or ancillary to the offering, including but not limited:

- a. to the negotiate, finalize, approve and file the draft as well as final offer document(s), placement document, and any addenda or corrigenda thereto with the Regulatory Authorities, as may be required, placement agreement, escrow agreement, monitoring agency agreement, agreement with the depositories and other necessary agreements, memorandum of understanding, deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with regulatory authorities, if any) (the "**Transaction Documents**") (whether before or after execution of the Transaction documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the "**Ancillary Documents**") as may be required or necessary for the aforesaid purpose, including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to execute any amendments to the Transaction Documents and the Ancillary Documents and to determine the form and manner of the offering;
- b. to approve, finalise, execute, ratify, and/or amend/ modify agreements and documents including any power of attorney, agreements, contracts, memoranda, documents, etc. in connection with the appointment of any intermediaries and/or advisors (book running lead managers, underwriters, guarantors, depositories, custodians, legal counsel, monitoring agency, bankers, trustees, stabilizing agents, advisors, registrars and all such agencies as may be involved or concerned with the Issue) and to remunerate them by way of commission, brokerage, fees, costs, charges and other expenses in connection therewith;
- c. decide the form, terms and conditions of the issuance, inter-alia including the date of opening and closing of the Issue, the class of investors to whom the Securities are to be issued, determination of the number of Securities, tranches, issue price, finalisation and approval of offer document, placement document, preliminary or final, interest rate, listing, premium/discount, permitted under applicable law (now or hereafter);
- d. issue and allot such number of Equity Shares, as may be required to be issued and allotted or issued upon conversion of any Securities, or as may be necessary in accordance with the terms of the issuance;
- e. to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;
- f. seek the listing of the Securities on any stock exchange(s), submit the listing application to such stock exchange(s) and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals);



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- g. acceptance and appropriation of the proceeds of the issue of the Securities in accordance with the objects of the issue as may be determined and disclosed in appropriate documents;
- h. monitoring the utilization of the issue proceeds and if the issue size exceeds ₹100 Crores, to make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with SEBI;
- i. to give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the Issue and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Members;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the aforesaid powers pertaining to the issue of securities in such manner as they may deem fit to any Committee duly authorised by the Board, with powers to further delegate any of such powers to any of the Director(s) and/or Official(s) of the Company or any other person(s), with or without such condition(s) or stipulation(s) or in any manner, as Board may deem fit in its absolute discretion;

**RESOLVED FURTHER THAT** all actions taken by the Board or any committee constituted by the Board to exercise its powers or any of the Director(s) and/or Official(s) of the Company or any other person(s) to whom the power was delegated as aforesaid, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects and the members of the Company shall be deemed to have given their approval hereto."

### RESOLUTION NO. 3 – ORDINARY RESOLUTION

#### APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹55,00,00,000 (Rupees Fifty-Five Crores only) divided into 5,50,00,000 (Five Crores Fifty Lakh) equity shares of ₹10 each to ₹65,00,00,000 (Rupees Sixty-Five Crores only), divided into 6,50,00,000 (Six Crores Fifty Lakh) equity shares of ₹10 each.

**RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted with the following:

"V. The Authorised Share Capital of the Company is ₹65,00,00,000 (Rupees Sixty-Five Crores only), divided into 6,50,00,000 (Six Crores Fifty Lakh) equity shares of ₹10 each."

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of the Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as they may in



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**Natural Stone Division:** Plot No. : E40-42, G43-47  
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## GLOBAL SURFACES LTD.

(Formerly known as "Global Stones Private Limited")

ISO 9001:2015 ISO 14001:2004 Certified Company

CIN : L14100RJ1991PLC073860

their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company."



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