

NOTICE OF THE THIRTY SECOND ANNUAL GENERAL MEETING

NOTICE is here by given that the 32nd Annual General Meeting (AGM) of Global Surfaces Limited will be held on Wednesday, September 20, 2023 at 01:00 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - The Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2023 together with the reports of the Board of Directors and Auditors thereon; and
 - The Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2023 and Auditor's report thereon.
- To appoint a Director in place of Mr. Ashish Kumar Kachawa (DIN: 02530233), who retires by rotation and being eligible, offers himself for re-appointment.
- To re-appoint M/s. B Khosla & Co., Chartered Accountants as statutory auditors of the Company and to fix their remuneration.

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

"RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. B Khosla & Co., Chartered Accountants, (FRN: 000205C) be and are hereby re-appointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting to be held in the year 2028 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

SPECIAL BUSINESS:

- To approve the Related Party Transactions with Global Surfaces INC–Subsidiary Company.**

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

"RESOLVED THAT pursuant to Section 188(1)(a) and Section 188(1)(d) of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act read with rules made there under, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, the approval of members of the Company be and is hereby accorded, for carrying out and/or continuing with arrangements and transactions for the financial year 2023-24 with Global Surfaces INC, Subsidiary Company, being a related party of the Company".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

- To Approve payment of Professional Fees to Mr. Ashish Kumar Kachawa, Non-executive Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Sections 188, 197, 198 and other applicable provisions of the Companies Act, 2013 ('the Act') and Rules made there under and pursuant to the Regulation 17(6)(a) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Memorandum & Articles of Association of the Company, on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the members of the company be and is hereby accorded for payment of professional fees to Mr. Ashish Kumar Kachawa (DIN: 02530233), Non-Executive Director of the Company for rendering Management and Business consultancy services for an amount not exceeding Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) per annum from April 01, 2023 for a period of 1 (One) year on such terms and conditions as decided by Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, things and matters as it may in its absolute discretion deem necessary, proper, or desirable and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

- To re-appoint Mr. Mayank Shah (DIN:01850199) as Chairman and Managing Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013, (the 'Act') Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment(s) thereto or re-enactment thereof for the time being in force), Regulation 17 (1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), Regulation 17(6)(e)(ii) of the SEBI Listing Regulations and such other provisions as may be applicable and based on the recommendation of Nomination & Remuneration Committee and approval by the Board, subject to such approvals of Regulatory Authority (ies), if needed, consent of the members be and is hereby accorded to the re-appointment of Mr. Mayank Shah (DIN:01850199) as the Chairman and Managing Director of the Company for a period of five years with effect from March 02, 2024 to March 01, 2029 (both days inclusive), not liable to retire by rotation, on the terms and conditions including remuneration as set out, inter-alia, in the statement annexed to the Notice with liberty to the Board of Directors ('Board' which expression shall be deemed to include any Committee constituted or to be constituted by the Board or any person(s) authorized by the Board in this regard) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Mr. Mayank Shah, he shall be paid remuneration by way of salary and perquisites as set out herein, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and

writings as may be required to give effect to this resolution.”

7. To approve payment of remuneration to Executive Directors who are Promoters or members of the promoter group in excess of 5% of the net profits of the Company in a year as per Regulation 17(6)(e)(ii) of SEBI (LODR) Regulations, 2015

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

“RESOLVED THAT pursuant to Regulation 17(6)(e)(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the payment of remuneration to Mr. Mayank Shah, Chairman and Managing Director and Mrs. Sweta Shah, Executive Director of the Company, notwithstanding their aggregate annual remuneration may exceed 5 per cent of the net profits of the Company in a year, calculated as per the provisions of Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all steps as may be necessary, proper and expedient to give effect to this Resolution.”

By order of the Board of Directors
For Global Surfaces Limited

Aseem Sehgal

(Company Secretary and Compliance Officer)

ACS:55690

PA-10-006 Engineering and related Indus SEZ, Mahindra world city
Teh- Sanganer, Jaipur Rajasthan 302037

Place: Jaipur

Date: August 14, 2023

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), setting out the material facts concerning the business under Item Nos. 4 to 7 of the Notice is annexed hereto. The relevant details pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM are also annexed. The matter under Special Business of the AGM Notice is considered to be unavoidable by the Board of Directors of the Company and hence included.
2. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence, the proxy form and attendance slip and route map of AGM are not annexed to this notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made

available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In continuation with the General Circulars No. 20/2020, 02/2022, 10/2022 and 11/2022 dated May 5, 2020, May 5, 2022 and dated December 28, 2022 respectively, issued by the Ministry of Corporate Affairs (“MCA”) (collectively referred to as “MCA Circulars”) and SEBI Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, issued by the Securities and Exchange Board of India (“SEBI”) (collectively referred to as ‘SEBI Circulars’), the financial statements (including Boards Report, Auditors Report or other documents required to be attached therewith) for the Financial Year ended March 31, 2023 pursuant to Section 136 of the Act and the Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed thereunder, are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (“RTA”) or the Depository Participant(s). This Notice and Annual Report have been uploaded on the website of the Company at www.globalsurfaces.in and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e., BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and on the website of RTA at www.bigshareonline.com. The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same. Members who are desirous to have a physical copy of the Annual Report should send a request to the Company’s e-mail cs@globalsurfaces.in clearly mentioning their Folio number/DP and Client ID. Members are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants by following the due procedure.
6. For members who have not registered their email IDs so far, are requested to register their email IDs for receiving all the communications including Annual Report, Notices from the Company electronically. Members are requested to respond to their messages and register their e-mail id and support the green initiative efforts of the Company.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as “the MCA Circulars”) and Securities and Exchange Board of India (“the SEBI”) vide its Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, and subsequent circulars issued in this regard, the latest being Circular No. SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 05, 2023 (collectively referred to as “the SEBI Circulars”), has permitted the holding of the annual general meeting through Video Conferencing(VC) or Other Audio-Visual Means (OAVM), without

the physical presence of the Members at a common venue. The Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

- Members of the Company holding shares as on the cut-off date of Wednesday, September 13, 2023 may cast their vote by remote e-Voting. The remote e-Voting period commences on Sunday, September 17, 2023 at 9.00 AM (IST) and ends on Tuesday, September 19, 2023 at 5.00 PM (IST). The remote e-Voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before /during the AGM) shall be in proportion to their share

of the paid-up equity share capital of the Company as on the cut-off date of Wednesday, September 13, 2023.

- Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Annual Report (including AGM Notice) and holds shares as on the cut-off date i.e., Wednesday, September 13, 2023 may download the Annual Report (including AGM Notice) from the website of the Company i.e., www.globalsurfaces.in.
- In case of joint holders, the Members whose name appear first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- The Company has designated the e-mail id cs@globalsurfaces.in for redressal of investor complaints/grievances. In case you have any queries/complaints or grievances, please write from the registered e-mail address to us at the given email id.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Sunday, September 17, 2023 at 09:00 A.M. and ends on Tuesday, September 19, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e., Wednesday, September 13, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 13, 2023.

How do I vote electronically using NSDL e-Voting system?


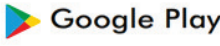


The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting 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?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
 - Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
 - A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail tocsmukuldusad@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
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 or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle at PrajaktaP@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@globalsurfaces.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account 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 shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -

5. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
6. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
7. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
8. The details of the person who may be contacted for any grievances

connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:-

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@globalsurfaces.in. The same will be replied by the company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT") FORMING PART OF THE NOTICE

Item No. 3:

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

The Members at the Twenty Eighth Annual General Meeting ('AGM') of the Company held on September 16, 2019, had approved the appointment of M/s. B Khosla & Co., Chartered Accountants (FRN: 000205C), as the Statutory Auditors of the Company to hold office from the conclusion of the Twenty Eighth AGM till the conclusion of the Thirty Second AGM of the Company to be held in the year 2023.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the re-appointment of M/s. B Khosla & Co., as the Statutory Auditors of the Company, for the second consecutive term of five years from the conclusion of Thirty Second AGM till the conclusion of Thirty Seventh AGM of the Company to be held in the year 2028, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

M/s. B Khosla & Co., have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed there under. The Auditors have reported their independence from the Company and its subsidiary according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit. The firm holds the 'Peer Review' certificate as issued by 'ICAI'.

M/s. B Khosla & Co., was paid a fee of Rs. 10,00,000 for the audit of standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023 plus applicable taxes and out-of-pocket expenses not exceeding 10% of the audit fees. The Board of Directors have approved the remuneration of Rs. 17,50,000 for conducting the audit for the financial year 2023-24, excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals. The Board, in consultation with the Audit Committee shall approve revisions in the remuneration of the Statutory Auditors for the remaining part of the tenure.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the accompanying Notice.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

Item No.4:

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of the business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) `1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Details of the proposed transactions with Global Surfaces INC, being a Subsidiary and related party of the Company are as follows:

Maximum Value of Transactions per annum (Rs. In Crores)	Nature of Transactions	Advance Paid/ Received	Indicative base price
100.00	Sale of Goods	NA	At Arms' Length basis

The above transactions are in the ordinary course of business and on an arm's length basis.

In view of the above, the Company proposes to obtain prior approval of the Members for grant of authority to the Board of Directors for carrying out / continuing with such arrangements and transactions as specified in the resolution or as mentioned above with Global Surfaces INC, being a Subsidiary and a related party of the company during the financial year 2023-24.

The Audit Committee of the Company has granted approval for the related party transactions proposed to be entered into by Company with Global Surfaces INC in financial year 2023-24 including as stated in the resolution and explanatory statement and has also noted that the said transactions with Global Surfaces INC are on an arm's length basis and in the ordinary course of the Company's business. The management has provided the Audit Committee with the description of the transactions

including material terms and basis of pricing.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under this Item No. 4.

None of the other Directors, Key Managerial Personnel of the Company and their relatives except Mr. Mayank Shah, Chairman and Managing Director of the Company being interested in the said resolution as set out at item no. 4 of the notice.

Accordingly, the Board recommends the resolution set out at Item No. 4 of the Notice for approval by the Members by way of an Ordinary Resolution.

Item No. 5:

The Audit Committee, Nomination and Remuneration Committee and Board have reviewed and recommended payment of professional fees to Mr. Ashish Kumar Kachawa, Non-Executive Director for availing Management and Business consultancy services in the professional capacity. As per Section 188(1)(d) of Companies Act, 2013 and Regulation 17(6)(a) of the SEBI Listing Regulation, 2015 all fees or compensation paid to any Non-Executive Director including Independent Director shall require approval of the share holders of the Company. The said approval shall be effective from April 01, 2023 for a period of 1 year.

The key details as required under Rule 15 of the Companies (Meeting of Board and its power) Rules, 2014 are as follows:

1. Name of the related party and nature of relationship: Mr. Ashish Kumar Kachawa, Non-Executive Director.
2. Nature, duration and material terms and particulars of the arrangement

Name of the party	Purpose	Duration
Mr. Ashish Kumar Kachawa	Payment of professional fees for rendering management and business consultancy services in professional capacity.	1-year w.e.f. 01.04.2023

3. Any advance paid or received for the arrangement: NA
4. Manner of determining the pricing and other commercial terms: On arm's length basis, as far as possible and in line with market price.
5. Any other information relevant or important for the members to make a decision on the proposed transactions: None

Mr. Ashish Kumar Kachawa is concerned or interested in the resolution, financially or otherwise, to the extent of the professional fees paid to him. No other Director or Key Managerial Personnel (KMP) and their relatives are deemed to be concerned or interested, financially or otherwise in the resolution.

The Board recommends the Ordinary Resolution as set out at item no. 5 in the Notice for approval by the members.

Item No.6:

The Board of Directors has re-appointed Mr. Mayank Shah, as Chairman and Managing Director from March 02, 2024 to March 01, 2029 of the Company on the terms and conditions including Remuneration as recommended by the Nomination and Remuneration Committee of the Company in their meeting held on August 14, 2023.

Mr. Mayank Shah is the Promoter and contributor to the growth and development of the Company and he is perfect in the execution of Mission and Vision of the Company.

During his tenure, the Company has achieved decent growth. He is responsible for overall strategic planning and business development of the Company. Head of Departments of Sales, Marketing, Productions, Quality, Audit, HR, Finance & Accounts and other departments reports to him on daily basis.

In terms of section 160 of the Companies Act, 2013, the Company has

received a notice in writing from a member for proposing the candidature of Mr. Mayank Shah to be re-appointed as Chairman and Managing Director of the Company as per the provisions of the Companies Act, 2013.

Mr. Mayank Shah satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) and also the conditions as set out under sub-section (3) of section 196 of the Companies Act, 2013 for being eligible for re-appointment. The Company has received his consent to act as Chairman and Managing Director and disclosure for non-disqualification/ debarment by any Statutory Authority.

Details of Mr. Mayank Shah are provided in the "Annexure A" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Mr. Mayank Shah being appointee together with his relatives may be deemed to be concerned or interested, financially or otherwise in the said resolution.

The re-appointment of Mr. Mayank Shah (DIN: 01850199) as Chairman and Managing Director of the Company for a period of 5 (Five) years w.e.f. March 02, 2024 to March 01, 2029 on the following terms and conditions:

(I) BASIC SALARY: ₹7,50,000/- (Rupees Seven Lakhs and Fifty Thousand only) per month with such annual increase as may be decided by the Board (which includes the committee thereof) from time to time.

(II) PERFORMANCE LINKED INCENTIVE: Such amount as may be considered appropriate from time to time and approved by the Board of Directors, for each financial year. The payment may be made on a pro-rata basis monthly/quarterly/half yearly or on an annual basis at the discretion of the Board. There will be performance-based incentive/Commission for in each financial year which will be paid to Mr. Mayank Shah as decided by Board.

(III) PERQUISITES: In addition to salary, the following Perquisites not exceeding the overall ceiling prescribed under schedule V, annexed to the Companies Act, 2013 will be provided to the Chairman and Managing Director.

(A) CATEGORY:

(i) House Rent Allowance (HRA) and Special Allowance: HRA at the rate of 30% of the Total Salary and Special allowance at the rate of 20% of the Total Salary. In addition, the expenditure incurred on furnishings, repairs/ upkeep and maintenance, society charges and utilities (Ex. gas, fuel, electricity, water charges, etc.) of residential accommodation shall be reimbursed on actual basis. If housing accommodation provided by company, then no HRA will be payable during that period.

(ii) Medical Expenses Reimbursement: Reimbursement of expenses actually incurred for self and family and/or allowance will be paid as decided by the Board from time to time.

(iii) Club Fees: Fees payable subject to a maximum of two clubs. This will not include admission and life membership fees.

(iv) Leave Travel Concession: For self and family including dependents, once in a year, as decided by the Board from time to time.

(v) Personal Accident Insurance: As per the rules of the Company.

(B) CATEGORY:

In addition to the perquisites, Mr. Mayank Shah shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law:

(i) Contribution to Provident Fund/ Superannuation Fund or Annuity Fund: Contribution to Provident Fund/ Superannuation Fund or Annuity Fund will be on his Basic Salary and will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

- (ii) **Gratuity:** Gratuity payable shall not exceed half a month's basic salary for each completed year of services
- (iii) **Leave and Leave Encashment:** Leave and Leave Encashment as per the rules of the Company
- (C) **CATEGORY:**
- (i) **Conveyance:** The following shall not be included in the computation of perquisites –
- Provision of Company's Car with driver for official use.
 - Provision of or reimbursement towards telecommunication facilities including internet/ broadband connectivity, etc. at office and residence.

Explanation(s):

- The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 and rules framed there under or any statutory modification(s) or re-enactment(s) thereof. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Income Tax along with surcharge and/or cess thereon in respect of above remuneration shall be deducted at source as per the governing provisions of the Income Tax Act, 1961 and rules made thereunder.
 - The Company's contribution to provident fund, pension, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure, as per the relevant rules of the Company, shall not be included in the computation of the ceiling on remuneration as prescribed under Schedule V of the Companies Act, 2013, as amended from time to time.
 - For the purpose of payment of gratuity, Company's contribution to superannuation fund and leave encashment benefits, the services of Mr. Mayank Shah will be considered continuous service with the Company from the date he joined the company or this Company in any capacity from time to time and termination of the Agreement followed by immediate renewal(s) thereof or execution of a fresh Agreement, will not be considered as any break in service.
 - The Managing Director shall be entitled to be paid/reimbursed by the Company all travelling, boarding and lodging during business trips, business promotion and other out-of-pocket expenses, costs, charges and expenses as may be incurred by him for the purpose of Company's work or on behalf of the Company or as may be approved by the Nomination and Remuneration Committee and/or the Board. Expenses including travelling, and lodging relating to spouse accompanying on any official domestic and overseas trip or other facilities, if any, shall be dealt with in accordance with the practices and rules of the Company as applicable from time to time. The Managing Director would also be entitled to any other benefits or privileges as per Personnel Policies of the Company including but not limited to Social/House loan(s) as per related Rules of the Company as applicable from time to time.
- (ii) **Telephone:** Free telephone facility as residence. Personal long-distance calls be billed by the Company.
- (iii) **Reimbursement of Expenses:** Apart from the remuneration as aforesaid, Mr. Mayank Shah, Chairman and Managing Director shall

be entitled to reimbursement such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

- (iv) **Sitting Fees etc.:** No sitting fees shall be paid to Mayank Shah, Chairman and Managing Director for attending the meetings of Board of Directors or any committee thereof.
- (v) **Retire by Rotation:** He shall not be liable to retire by rotation.
- (vi) Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Mr. Mayank Shah, Chairman and Managing Director subject to the applicable provisions of Schedule V of the Companies Act, 2013.

(IV) OTHER TERMS & CONDITIONS:

- Mr. Mayank Shah will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- If at any time, Mr. Mayank Shah ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Chairman and Managing Director.
- The terms and conditions as above including remuneration, may be altered/ varied from time to time by the Board of Directors as it may, in its absolute discretion, deem fit within the maximum amount payable to the appointee in accordance with Schedule V annexed to the Companies Act, 2013 as may be amended from time to time or any other relevant statutory enactment(s) thereof in this regard subject to that the same as provided in the said resolution. None of the other Directors, Key Managerial Personnel of the Company and their relatives except Mrs. Sweta Shah, Executive Director of the Company being interested in the said resolution as set out at item no. 6 of the Notice.

The Board recommends the Special Resolution as set out at item no. 6 in the Notice for approval by the members

Item No. 7:

As per Regulation 17(6)(e)(ii) of SEBI (LODR) (Amendment) Regulations, 2018, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

There is more than one such director; the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

Mr. Mayank Shah, Chairman and Managing Director, promoter and Mrs. Sweta Shah, Executive Director, member of the promoter group of the Company. The Consent of the Members is required to approve remuneration payable to them which may be more than 5% of the net profits of the Company in a year, in aggregate, calculated as per the provisions of Section 198 of the Companies Act, 2013.

None of the other Directors, Key Managerial Personnel of the Company and their relatives except Mr. Mayank Shah, Chairman and Managing Director and Mrs. Sweta Shah, Executive Director of the Company being interested in the said resolution as set out at item no. 7 of the notice.

Accordingly, the Board recommends the resolution set out at Item No. 7 of the Notice for approval by the Members by way of a Special Resolution.

By order of the Board of Directors

For Global Surfaces Limited

Aseem Sehgal
(Company Secretary and Compliance Officer)
ACS 55690

PA-10-006 Engineering and related Indus SEZ, Mahindra world city
Teh- Sanganer, Jaipur Rajasthan 302037

Date: August 14, 2023
Place: Jaipur

Annexure- A

Details of Directors seeking re-appointment/appointment at 32nd Annual General Meeting (AGM) pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by ICSI.

(i)

Name of the Director:	Mr. Ashish Kumar Kachawa
Age:	44 Years
Date of first Appointment on the Board:	11-02-2020
Designation:	Non-Executive Director
Brief Resume:	He holds a Bachelors' Degree in Commerce (2001) from University of Jodhpur. He has worked as a Business Consultant in the past and has subsequently worked as a Marketing Manager in Basecase General Trading LLC, Dubai, UAE. He is associated with Global Surfaces FZE and Vyom Impex Goods Wholesalers L.L.C (UAE) as a director.
Expertise in specific functional area:	Building Strategic Alliances
Qualification:	Bachelors' Degree in Commerce
Experience:	10 Years
Terms and conditions of appointment/Reappointment:	Liable to retire by rotation
Remuneration drawn in the Company for the FY 2022-23:	Nil
Remuneration sought to be paid:	He shall be entitled for payment of professional fees as approved by the Shareholders.
Directorship in other Executive Director liable to retire by listed Companies as on March 31, 2023:	Nil
Member/Chairman of the Committees of the Board of other listed Companies:	Nil
Directorship in other Public Companies as on March 31, 2023:	Nil
Member/Chairman of the Committees of the Board of other Public Companies:	Nil
No. of shares held in Company:	Nil
Relationship between the directors and KMP's inter se:	Not Applicable
No. of meetings of the Board attended during the year (FY 2022-2023)	3 (Three)

(ii)

Name of the Director:	Mr. Mayank Shah
Age:	45 Years
Date of first Appointment on the Board:	24th December, 2004
Designation:	Chairman and Managing Director
Brief Resume:	He is commerce graduate and widely recognized for path breaking and visionary contributions. He has excellent entrepreneur skills.
Expertise in specific functional area:	He is an expert in the Business Management, Administration, Global Business, Strategy planning, leadership/operational experience.
Qualification:	Bachelors' degree in Commerce
Experience:	18 Years
Terms and conditions of Appointment/Reappointment:	Director not liable to retire by rotation
Remuneration drawn in the Company for the FY 2022-23:	Rs. 19.02 million
Remunerations ought to be paid:	
Directorship in other listed Companies as on March 31, 2023:	Nil
Member/Chairman of the Committees of the Board of other listed Companies:	Nil
Directorship in other Public Companies as on March 31, 2023:	Nil
Member/Chairman of the Committees of the Board of other Public Companies:	Nil
No. of shares held in Company:	23,506,368
Relationship between the directors and KMP's in terse:	Spouse of Mrs. Sweta Shah, Executive Director
No. of meetings of the Board attended during The year (FY 2022-2023)	10 (Ten)

Important Communication to the Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by email to its members. To support this Green Initiative of the Government in full measure, members who have not registered their email addresses, so far, are requested to register their email addresses. In respect of electronic holding with the depository through concerned depository participants.