Annual Report 2023-24

GLOBAL SURFACES LIMITED

20 years of celebrating excellence

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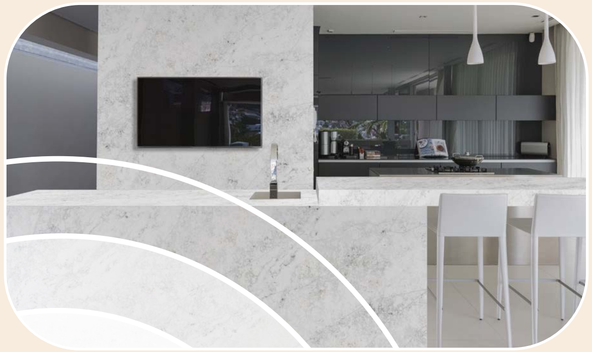

143-196
Consolidated Financial Section

Over the last 20 years, our story has been a journey filled with ups and downs, failures and successes, challenges and opportunities. We faced these challenges head-on, broadening our horizons, reshaping realities, and strengthening our position as a forward-thinking company. Innovation, differentiation, and a clear vision for growth have been the foundation of Global Surface's journey, continually attracting like-minded associates and stakeholders. Gradually, the ecosystem we built became a thriving community, much like the poet's words:

"Log saath aate gaye aur kaarvan banta gaya."

Going forward, we will stay true to our founding mission: to offer the world the timeless beauty and lasting strength of natural elements, which embody the essence of Global Surfaced Limited's products.

Mayank Shah
Chairman & Managing Director

Scan Me

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At Global Surfaces Limited, we believe that we are on the cusp of a remarkable sectoral opportunity.

Where...

consumers need products which meets quality and affordability.

employees need intellectually engaging workspaces.

communities need sensitive manufacturing neighbours.

We have one broad message for our stakeholders: It is our passion to grow higher and move further which has proactively led us to invest in capacities, capabilities, knowledge, systems and passion to address the critical needs of our customers.

Arguably one of the most essential man made materials in modern Infrastructure.

Global Surfaces Limited is playing an active role in helping the booming infrastructure and real estate industries.

Through various range of products based on quality and durability.

Emerging as one of the leading Engineered Quartz Stone manufacturer.

ENGIN EERED STONE

Introducing Global Surfaces Limited

Headed by visionary entrepreneur, Mr. Mayank Shah as its Managing Director, Global Surfaces Limited is a leading name in the engineered quartz and natural stone industry, renowned for its manufacturing excellence and high-quality products. Our journey is a tribute to how a Company can endure success even through periods of significant transitions. With a rich legacy and a forward-looking vision, we continue to be a valuable partner in the infrastructure and real estate growth of various economies. We remain committed to delivering exceptional products and services that meet the evolving needs of our customers, ensuring that we continue to lead for decades to come.

2004
Year of Inception

₹ 2,252.91 Mn
Total Consolidated Revenue as on March 31, 2024

Certified
By various agencies

Jaipur, Rajasthan
Corporate Headquarter

16,15,704 Sq. Mtrs p.a.
Combined Production Capacity as on March 31, 2024

550+
Total Workforce (Permanent & Contractual)

BSE & NSE
Shares Listed

₹ 9,779 Mn
Market Capitalisation as on March 31, 2024

₹ 6.27 Mn
CSR contribution as on March 31, 2024

Our purpose, values and goals

Our primary focus is to provide satisfied customer experiences. We try to understand our customers' needs like our own and deliver nothing but the best while customizing products to their needs. We have embraced sustainability as an opportunity. We support the efforts to keep our natural resources and minerals thriving while innovating and working on better ways to manufacture our products more sustainably.

Values

- Teamwork
- Commitment to stakeholders
- Integrity
- Customer Focus
- Courage
- Trust

Diverse portfolio

Our extensive product portfolio includes the latest in these 2 broad categories:

1. Engineered stones (Engineered quartz).
2. Natural stones (Marble, Granite and Quartzite).

These products are recognised for their quality, durability and elegance, making Global Surfaces a market leader in the engineered and natural stone industry.

Global alliances

Global Surfaces Ltd, through its wholly owned subsidiary Global Surfaces FZE, has entered into a License Agreement on July 10, 2024, with SQIP, LLC, a Florida-based limited liability company, and Veegoo Technology Co. Ltd., a company incorporated in China. This agreement enables Global Surfaces to develop, produce, manufacture, and create certain licensed engineered quartz stones using exclusive patented technologies. The partnership demonstrates the company's dedication to innovation and excellence, reinforcing its position as an industry leader while providing advanced products that meet the changing needs of its customers.

Global facilities

Global Surfaces FZE, Wholly owned subsidiary, is situated at Jebel Ali Free Zone, Dubai United Arab Emirates. It owns and operate a state of art manufacturing facility for Engineered quartz having an installed capacity 622,896 sq. meters.

Global Surfaces Inc. ("GSI"), a corporation was incorporated on April 20, 2020 in the State of Delaware, USA under the General Corporation Law of the State of Delaware. GSI is a Subsidiary of the Company and operates through virtual office with its registered agent. GSI is authorised to engage in the business of inter alia purchase, sale, supply, and distribution of quartz, marbles, granites and other similar stones.

Superior Surfaces Inc. ("SSI") was incorporated on May 5, 2023 and having its registered office at State of Texas, USA. The SSI is a 50:50 partnership with a venture partner where the Global surfaces Ltd. holds and controls the composition of the Board and controls majority policy decisions, hence, it is a subsidiary of Global Surfaces. Ltd. It is engaged in the business of distribution of artificial stones including engineered quartz.

Digital inclusion

Our commitment to advanced information technology capabilities and ground breaking digital platforms lies at the heart of our operations and future aspirations. These transformative tools shape our present and hold the key to our future success. They empower us to develop unparalleled and sustainable products while honing our operational efficiency, ultimately fortifying our position in the market. With our robust technological prowess, we ensure strong cyber security and seamless automation of our operations.

To optimize our business processes, we've implemented the SAP Hana Business One ERP software, which has been a game-changer for us. This software equips us with the technical agility needed to stay ahead of changing market demands while also driving better business outcomes. What's truly exciting is that we no longer need dedicated professionals to manage these systems - allowing us to save both time and money while still achieving exceptional results. It's a win-win that lets us focus more on growth and innovation.

A sustainable Future

Our commitment to sustainability is steadfast. We aim to build a sustainable institution that benefits all stakeholders, driven by our values. Our numerous CSR initiatives reflect our dedication to the betterment of people, community, and environment.

20 years of celebrating excellence...

by creating legacy

1991
Incorporation of Company.

2004
Change in Company's name to Global Stones Pvt. Ltd. and line of business from real estate and construction to processing of natural stones. In line with the change in business operations, Unit I located at Bagru (Jaipur) was acquired by our Company through DRT auction.

2005
Entered the global market and received recognition for export achievement with respect to granites and marbles slates from CAPEXIL.

2007
- Received recognition for Outstanding achievements in Business Excellence.
- Outstanding Quality Performance Award from Indian Organisation for Commerce & Industry.

2011
Started "Global Mining", an organization engaged in mining activities and started operating quarries: Crema Petra, Bianco and Angel Black Beauty.

2015
Upgradation of plant and machinery installed at Unit I.

2016
- Crossed annual turnover of ₹ 500 Million.
- Recognised and awarded as Fastest Growing Industrial Excellence for the year 2015-16 by Indian Organisation for Commerce and Industry.
- Worldwide Achievers Award for Revival of Dying Granite Industry of North India" at the Business Leaders' Summit & Awards.

2017
- Laid down the foundation stone of Unit II located at Mahindra SEZ (Jaipur) for undertaking business of manufacturing engineered quartz.
- Recognised and awarded as Fastest Growing Industrial Excellence for the year 2016-17 by Indian Organisation for Commerce and Industry.
- Rajasthan State Award for export excellence during 2016-17.

2018
- Commenced production of engineered quartz at Unit II.
- Awarded as Rajasthan's Best Employer Brand by Employer Branding Institute India.

2019
- Crossed annual turnover of ₹1,000 Million.

2020
- Incorporated Global Surfaces Inc., a foreign subsidiary in U.S.A.
- Installed solar panels in both units as part of the Go-Green Initiative and implemented ERP system.
- Featured in India's Growth Champions 2020 as nation's fastest growing companies by the Economic Times and Statista.
- Excellence Award for Industrial Development by IEDRA.
- Asia Pacific Enterprise Awards 2020 [Category: Fast Enterprise (manufacturing sector)]

2021
- Change in name of Company to Global Surfaces Limited.
- Incorporated Global Surfaces FZE, a wholly owned subsidiary in U.A.E.
- Inspirational Icons in Leadership Award by Fortune India Exchange.

2022
Commenced construction of the Proposed Facility at The Jebel Ali Free Zone, Dubai, U.A.E.

2023
Raised an aggregate of ₹1,549.80 Million through the historic IPO.

2024
Commenced the commercial production at Dubai Unit – Global Surfaces FZE

20 years of celebrating excellence...

through robust manufacturing facilities

We offer a comprehensive range of engineered quartz and natural stone. Our products are tailored to meet the diverse needs of various user industries, ensuring reliability, productivity, and efficiency.

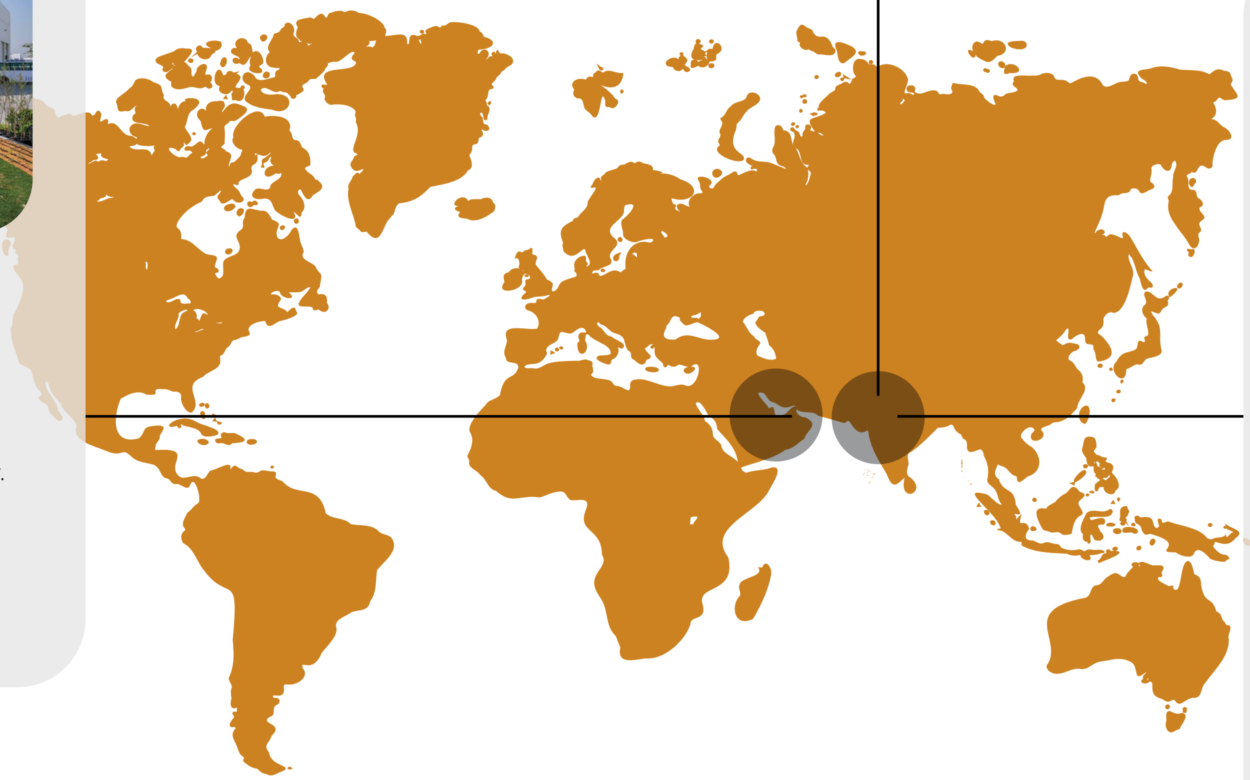
Dubai Quartz Division owned by Wholly Owned Subsidiary Global Surfaces FZE - The Jebel Ali Free Zone, Dubai, UAE

The facility is dedicated to manufacture engineered Quartz and spread across

39,657.63
sq. mtrs.

6,22,896 sq. mtrs. p.a.
Manufacturing Capacity

Locational advantage:
The Dubai manufacturing facility is strategically located near the port, leading to significant optimization of freight and transportation costs compared to units in landlocked areas relying on rail and road transport. Additionally, being situated in a Free Trade Zone offers the advantage of income tax exemptions, boosting profitability. The facility's prime location in Dubai, a global trade hub, also enhances accessibility to international markets, facilitating quicker client acquisition and stronger business growth.



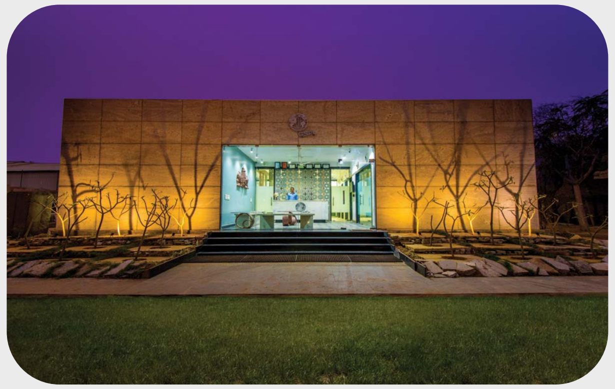
Unit II – Mahindra SEZ, Jaipur, India

The facility is dedicated to manufacturing of engineered quartz and houses a R&D facility and spread across

24,139
sq. mtrs.

5,21,644
sq. mtrs. p.a.
manufacturing capacity

Locational advantage:
The Natural Stone Division and the Engineered Stone Division are strategically located within 20 kilometers of each other, creating significant operational synergies. This proximity facilitates seamless coordination between the two divisions, enabling efficient resource sharing, streamlined logistics, and faster turnaround times. Additionally, it reduces transportation costs and enhances overall productivity, ultimately leading to better cost management and improved customer service.



Unit I – Bagru, Jaipur, India

The facility is dedicated to processing of natural stones and is spread across

20,488
sq. mtrs.

4,71,164
sq. mtrs. p.a.
manufacturing capacity

Locational advantage:
The unit is strategically located in close proximity to key raw materials, specifically blocks of natural stones. This advantageous location allows us to efficiently source raw materials while significantly minimizing logistics and transportation costs, ultimately enhancing operational efficiency and cost-effectiveness.

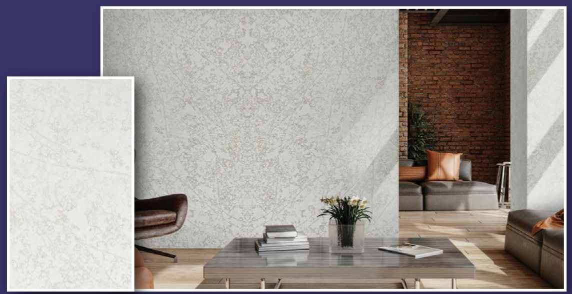
Disclaimer: This map is a generalised illustration only for the ease of the reader to understand the locations, and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. Our Company or any of our Directors, officers or employees cannot be held responsible for any misuse or misinterpretation of any information or design thereof. Our Company does not warrant or represent any kind of connection with its accuracy or completeness.

20 years of celebrating excellence...

through Product Innovation: A Spectrum of Possibilities

With the booming real estate and infrastructure industry, consumers are increasingly seeking an innovative range of engineered and natural stone products that combine aesthetics, durability, and functionality. As demand rises for high-quality, versatile materials, the products manufactured by our Company are meticulously crafted to offer an extensive array of colors, finishes, textures, and thicknesses, catering to both the functional and aesthetic needs of our diverse clientele. From fine-grained patterns to vibrant color blends with rich textures, our designs are at the forefront of innovation in the countertop industry.

Our innovative product range



Allure

Infinity

Macaubas Beryl

Azzura Green

Starlet Black

Macaubas Azzure

Azzura Claret

Cotedazur

Lumiux Gold

Lumiux White

Wonder Land

Taj Mahal

Alexendrita

Maharaja

Manhattan

Icelandic

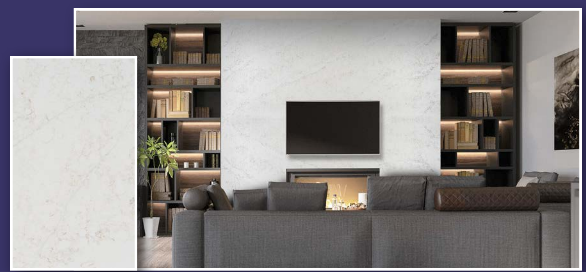
Hamelton

Kyoto

Osaka

Canyon Dawn

Nimbostratus



Hamelton

Calacatta Michaelangelo

User industries

Flooring

Bathroom Vanity Tops

Indoor Wall Cladding

Counter Tops

Reception Desk

Table Tops

Coffee Table

Window Sills

Staircase

Brand engagement

1 Build Brand Awareness & Visibility Among Stakeholders

We created awareness about Global Surfaces by highlighting its geographic diversification, extensive product portfolio, strengths, operational efficiencies, and performance across target media.

2 Developed Confidence Among Stakeholders

We instilled confidence among relevant stakeholders (including shareholders) by showcasing the company's key competitive strengths and business strategy:

- Diversified product and client mix
- Cutting-edge technologies and state-of-the-art manufacturing facilities
- Experienced management team
- Product customization

3 CXO Thought Leadership

We positioned Mr. Mayank Shah and key CXOs as industry experts, demonstrating their ability to understand and address evolving trends in the granite, marble, and stone business.

4 Enthuse Investors

We created a distinct identity for Global Surfaces through targeted financial media outreach, highlighting its journey and potential growth to the investor community.

5 Industry Events

We actively participated in relevant industry trade shows, online communities, and social media groups. By providing valuable insights, answering questions, and contributing to industry discussions, we have positioned our brand as a trusted resource, increasing visibility globally.

6 Tools Used for Customer Engagement

- Product Catalogue
- Industry Magazines
- Visualizer (to provide a look and feel of the product)
- Monthly Newsletters
- Brochures
- Corporate Presentations

7 Digital Marketing Tools

- Social Media Handles
- Marketing Campaigns
- Other Marketing Tools & Collaterals

Ensuring quality

Our above-industry average performance has come from the extension of the value and the long-term relationship we share with our customers. This relationship is equally built on the pillars of our decades of servicing to the clients with an unwavering focus on quality. Delivery of quality products is always the top-most agenda of our organisation. Our quality control personnel examine and inspect every aspect of the production and supply-chain with stringent intermediate checks, resulting in the supply of world-class products to our customers and minimal rejects.

Over the years our Company has been accredited with various international certifications including:

- NSF certified
- ISO 9001:2015 certified
- ISO 14001 & ISO 45001
- Kosher product certification
- Greenguard certification
- CE certification

Clients spread

Our diverse range of products caters to needs of infrastructure and real estate, thereby providing superior quality at competitive prices. We have major presence in USA. We are serving key markets like Canada, Middle East, The Gulf Region, Saudi Arabia, Europe, Australia and Vietnam.

Revenue contribution – Segment wise

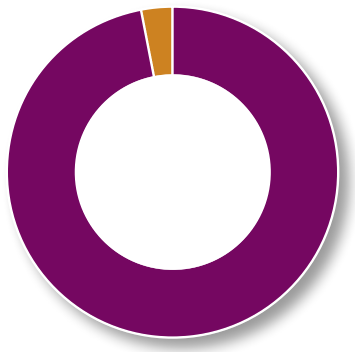
All figures in INR Million

2023-24	2,072.50
2022-23	1,557.37
2021-22	1,573.52
2020-21	1,265.74
2019-20	1,087.51

All figures in INR Million

2023-24	180.41
2022-23	223.29
2021-22	329.61
2020-21	487.97
2019-20	539.11

Revenue contribution - Geography wise



20 years of celebrating excellence...

through stable financials

The bigger picture of creating value for all our stakeholders drives our strategies and operations. We follow a customer-led approach to business, with a strong focus on sustaining margins and market share. As partners in the nation's progress, we contribute to the economy, as well as the economies of various regions, through our business with customers, suppliers, through wages, salaries and taxes paid and long-term capital investments.

5 year financial highlights (Standalone)

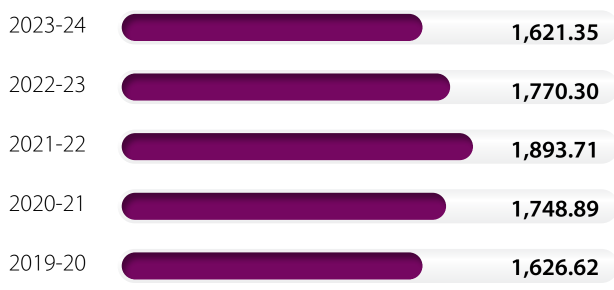
All figures in INR Million

Particulars	2019-20	2020-21	2021-22	2022-23	2023-24
Statement of Profit & Loss					
Net revenue	1,626.62	1,748.89	1,893.71	1,770.30	1,621.35
Gross Profit	536.53	611.56	614.32	583.51	478.32
Operating Profit (EBIDTA)	430.69	506.89	495.80	388.94	364.30
Profit Before Tax (PBT)	210.12	342.68	358.58	260.38	257.84
Profit After Tax (PAT)	227.54	337.47	354.60	250.74	210.64
Interest outgo	52.02	34.07	29.45	34.98	35.43
Balance Sheet					
Cash and Cash Equivalents	5.77	46.23	4.22	59.45	2.00
Fixed Assets (Net)	598.45	542.50	527.31	466.14	427.16
Net Current Assets (Working Capital)	112.11	348.85	673.98	1632.08	710.12
Share Capital					
Equity Shares	64.5	64.5	338.62	423.82	423.82
Reserves and Surplus					
Other Equity (Reserves)	585.13	917.82	997.78	2179.41	2890.84
Long-term Borrowings	160.63	71.25	114.61	72.20	46.44
Key Ratios					
EBIDTA (% of revenue)	26.48	28.98	26.18	21.97	22.47
PAT (% of revenue)	13.99	19.30	18.73	14.16	12.99
Fixed Assets Turnover Ratio (times)	36.79	31.02	27.85	26.33	26.35
Current Ration (times)	1.23	1.67	2.38	3.87	2.14
Debt:Equity Ratio (times)	0.82	0.39	0.28	0.17	0.13
Return on Equity (RoE)	0.42	0.41	0.31	0.13	0.07
Return on Capital Employed (RoCE)	0.23	0.30	0.25	0.10	0.08

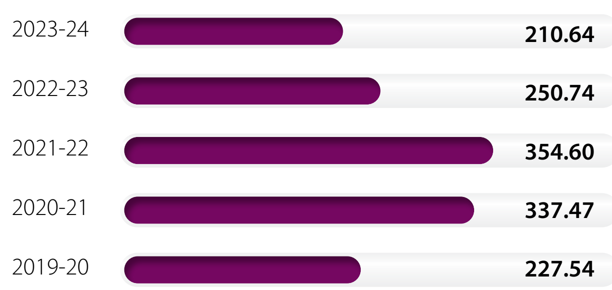
All figures in INR Million

Particulars	2019-20	2020-21	2021-22	2022-23	2023-24
Others/Shareholders					
Networth	649.63	982.32	1336.4	2,603.23	3,314.66
Earnings Per Share (in Rs.)	35.28	9.97	10.49	7.34	4.97
Book Value Per Share (in Rs.)	10	10	10	10	10
Other value additions					
Salaries and Wages and bonus	79.98	82.28	100.81	88.31	111.42
Branding	9.74	5.92	2.84	15.67	24.97
Taxes Expenses	-17.42	5.42	3.98	9.64	47.20
CSR Contribution	2.63	2.63	4.75	6.00	6.27

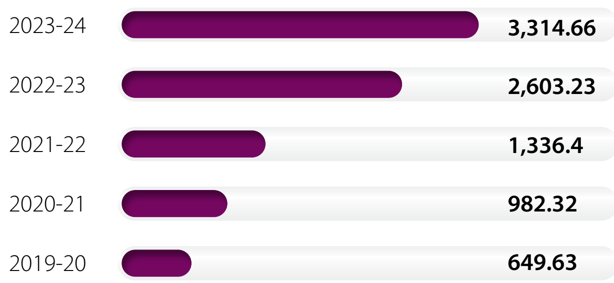
Revenue INR Million



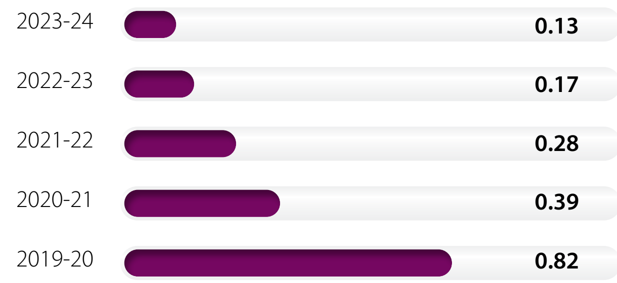
Profit After Tax (PAT) INR Million



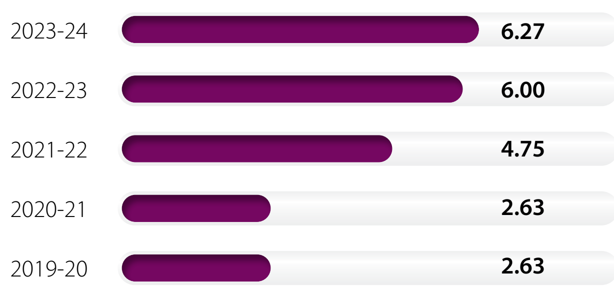
Networth INR Million



Debt:Equity Ratio times



CSR Contribution INR Million



A -

ACUITE A- (Negative)

for long-term bank facilities by Acuité Ratings & Research Limited

A2+

ACUITE A2+ (Positive)

for short-term bank facilities by Acuité Ratings & Research Limited

20 years of celebrating excellence...

through focus on sustainability

We believe that long-term business sustainability and value creation are closely connected to social integration. Our resolute focus on the natural stone and engineered stone industry provides us with an ever needing dedication towards our personnel and ones in our surroundings. We always integrate healthy human resource practices, environment, health and safety considerations into business planning and decision making. We are always inspired by our own guiding principles of conducting our businesses with a human touch.

Employee sustainability

We believe in offering the ideal platform for growth to our employees, readying them to take up any challenge that comes their way. In line with this tenet, we enable our employees to grow in a learning environment so as to make the most out of the time spent on each assignment. The experience gathered gets buoyed by a powerful work-life-balance policy, making the overall journey both meaningful as well as pleasurable. In the year under consideration, our Company has focused in improving employee productivity and collaboration, their learning and development and employee engagement. During the year, we imparted various training programmes which includes:

- Supervisor's Training
- Training Session on ESIC by ESIC Dept
- Fire Fighting Training
- Fire Safety Training
- Hyderant Operating Training
- Lifting & Tackling Tools Training By F & B Department
- Three- Day's External Motivational Training for Helpers, op, sup, Incharges & Managers
- Fork Lift Safety Training
- Material Handling & PPES Training for Batching

During the year, we engaged with our employees through celebration of programmes including – Hanuman Jayanti celebration, Health check-up camp, Sports activities, Birthday celebration of various employees, International Women's Day celebration, Independence Day celebration, Republic Day celebration, Krishna Janamashtami celebration, Vishwakarma Puja, Ganesh Chaturthi celebration, Navratri and Dushhera celebration, Ram Mandir Pran-Pratistha celebration, Makar Sakranti celebration, New Year celebration and Holi celebration. During the year, as part of employee and community well-being, we also participated at AU Jaipur Marathon.

34,200 mins
Total training imparted during the year

₹ 4.20 Lakhs
Expenses incurred towards employee training programme and recreation activities during the year

Environment sustainability

At Global Surfaces, we continuously strive to protect the environment. Our philosophy of minimising environmental impact and promoting resource efficiency guides our investment decisions to monitor and mitigate the impact of our operations. The engineered stone and natural stone making process involves the use of natural resources such as water and energy intensive. The GHG (particularly CO_2) and dust emissions emitted during the process are key contributors to air pollution. Maintaining sustainable operations and continually making improvements to our products and processes helps us to minimise our environmental footprint. Investing in technologies to achieve the highest environmental performance standards is always an ongoing process at our organisation. We plan to achieve this through robust raw materials management, achieving minimum water discharge, carrying out lifecycle assessments of our products and embedding the principles of circular economy. We have also maintained ample green belt across the plant premises as per PCB guidelines to arrest fugitive emissions. We have also invested in solar power to conserve the energy and make our manufacturing facility energy efficient.

6 GWh
Solar power produced so far

15,000 t
Equivalent CO_2 Emission saved

4.5 Lakhs
Equivalent Trees planted

4,000 ltrs/min
Water recycled through Waste Treatment Plant

200 kl
Water storage capacity

25 kl
Rain water collected and used

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Environment sustainability

Fostering a healthy client-supplier relationship
We work closely with our network of supply chain partners, focusing on a multi-pronged approach that includes vendor segmentation and fostering long-term supplier partnerships. We treat our vendors as business partners, guided by a fair and transparent governance process. During the year, we actively engaged new vendors to address challenges related to pricing and ensure timely delivery of raw materials, further strengthening our supply chain resilience

Sustainability through caring

Retaining the trust of our host communities is central to our ability to do business. In many instances, we are the primary economic driver where we operate. This places us in a unique position to significantly impact the lives of local communities, whether as employers and business partners or through our community development interventions.

We are committed whole-heartedly towards our CSR initiative includes Upliftment of Children with Special Needs, Cultural Promotion, Promotion of Health & Sanitation, Animal Welfare (Cow Health), Promotion of Sports Activities.Our contribution towards the CSR initiatives increased by 18.98% from ₹ 2.63 Mn in 2019-20 to ₹ 6.27 Mn in 2023-24.

Prudent governance practices

At Global Surfaces, we feel proud to belong to a Company whose visionary founder laid the foundation stone for good governance long back and made it an integral principle of the business. Corporate Governance has been a continuous journey and the business goals of the Company are aimed at the overall well- being and welfare of all the constituents of the system. Corporate Governance shows a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. The objective is to meet stakeholder's aspirations and societal expectations. Good governance practices generate from the dynamic culture and positive mindset of the organization. This is described in shareholder returns, high credit ratings, governance processes and an entrepreneurial performance focused work environment.

Board of Directors

Mr. Mayank Shah
Chairman and Managing Director

Mrs. Sweta Shah
Executive Director

Mr. Dinesh Kumar Govil
Independent Director

Mr. Yashwant Kumar Sharma
Independent Director

Mr. Sudhir Baxi
Independent Director

Mr. Ashish Kumar Kachawa
Non-Executive Director

Managing Director's thought

Over the last 2 decades, we Global Surfaces Limited have remained at the forefront of manufacturing innovation, continuously expanding our robust product portfolio while staying committed to enriching our customers' experiences. Our journey has been driven by an unwavering focus on quality, sustainability, and care for our most valuable asset - the human capital. As we look back on our milestones, we remain inspired to build on our legacy and continue delivering excellence for many more years to come.

Dear Shareholders,

Historic IPO and Listing

The maiden IPO of Global Surfaces Limited marked a significant milestone in our company's journey, one that was met with an overwhelming response. Our IPO was oversubscribed by more than 12 times, reflecting the strong confidence investors have in our business and future prospects. Today, we proudly stand as a family of over 13,000 valued shareholders. This is our first full year annual report following the company's successful listing at the main board of NSE & BSE, and it represents a turning point in our business strategy. I would like to take this opportunity to express my sincere gratitude to all our shareholders for their unwavering support and the positive reception to our IPO. Your trust and belief in our vision motivate us to strive for excellence and deliver sustained value to our stakeholders. We remain committed to building on this success and taking Global Surfaces to new heights.

Market overview

The global economic landscape has shown steady recovery with a projected growth of around 3% in 2024, supported by resilient consumer demand and easing inflationary pressures. The Indian economy remains robust with an anticipated growth rate of 7%, driven by strong domestic consumption, infrastructure development and favourable government policies.

These economic trends have provided significant momentum to the engineered stone and natural stone industries. Globally, rising urbanization, real estate expansion, and increased investments in commercial and residential projects are driving demand for premium stone products. The engineered stone market, valued at approximately USD 25 billion, is set to grow at a CAGR of 5%, fuelled by preferences for durable, sustainable and aesthetic building materials.

In India, the thriving real estate and infrastructure sectors, coupled with growing exports, are enhancing the growth prospects for the stone industry. India's rich natural stone resources, along with government initiatives like the National Infrastructure Pipeline (NIP), are boosting the industry's outlook. This favourable economic environment is expected to propel demand for both engineered and natural stone products, enabling manufacturers to expand their market presence and cater to diverse global markets.

Performance overview

We continue to drive growth by focusing on innovation and technology, ensuring that we remain competitive in the market while enhancing our manufacturing efficiency, cost-effectiveness, and sustainability. We achieved a significant increase in turnover, rising from ₹1,780.66 Mn in 2022-23 to ₹2,252.91 Mn in 2023-24. Our EBITDA saw a modest rise, moving from ₹392.22 Mn in 2022-23 to ₹ 398.83 Mn in 2023-24.

Our long-term borrowings increased substantially, from ₹ 193.36 Mn in 2022-23 to ₹ 524.55 Mn in 2023-24, while our debt-to-equity ratio improved from 0.64 to 0.50 during the same period, reflecting prudent financial management. Networth also showed notable growth, increasing from ₹2,613.3 Mn in 2022-23 to ₹3,305.07 Mn in 2023-24.

A major milestone of our Company was the commence of our manufacturing facility at the Jebel Ali Free Trade Zone, Dubai, UAE, for producing engineered stone through a wholly owned subsidiary. Production at the said facility commenced in February 2024. This expansion resulted in the engineered stone segment's revenue contribution increasing from ₹1,557.37 Mn in 2022-23 to ₹2,072.50 Mn in 2023-24.

We also made strides in expanding our customer network, particularly across the North American continent, while further strengthening our presence across the global markets. Today, we proudly say that products manufactured by us are sold in several countries, including the United States, Canada, Australia, and the Middle East. In the current fiscal year, exports accounted for a remarkable 97% of the total operating revenue, highlighting our Company's growing global footprint and our commitment to expanding into new geographies.

We are continuously expanding our horizons, both in terms of scale and geography. Our diversified products offering have enabled us to adapt to evolving industry requirements and adopt transformations to benefit from the emerging opportunities.

Strategic initiatives

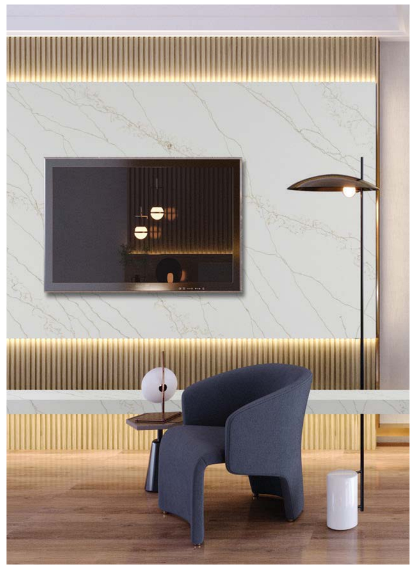
I am excited to announce a significant advancement in our technological capabilities. At our SEZ facility, we have recently introduced a state-of-the-art printing technology that would enhance our production of Quartz slabs. This new line complements our existing infrastructure, which includes two full moulding lines, one half moulding line, and one processing line, all supported by advanced ancillaries and utilities. With this innovative printing technology, we can now produce approximately 700 thousand square feet of high-quality printed slabs annually, reinforcing our commitment to excellence and meeting the evolving demands of our customers.

Challenges and mitigation

As we reflect on the fiscal year 2023-24, I am proud to report that our Company continued to thrive through innovation and strategic growth, yet not without encountering significant challenges. This year, we faced notable hurdles, including occasional manpower shortages, particularly during festive seasons, and issues related to accumulated stocks of standard and commercial-grade finished goods.

₹ 1,780.66 Mn
Turnover in 2023-24

₹ 3,305.07 Mn
Networth in 2023-24



To address these challenges, we have taken decisive measures. Recognizing the impact of manpower shortages, we have revised our agreements with manpower contractors to include penalty clauses for shortfalls and have engaged a new contractor to ensure more reliable staffing. Additionally, we are working diligently to establish strong tie-ups with our main raw material suppliers. This initiative will not only help us manage raw material prices more effectively but also ensure a steady supply.

We are also undertaking the construction of a new shed designed specifically for the storage and processing of raw materials. This development will aid in minimizing stock levels and enhance our operational efficiency. Furthermore, we are focused on clearing our accumulated stocks of finished goods. By converting these stocks into liquidity and freeing up valuable space, we will optimize our resources and better position ourselves for future growth.

Despite these challenges, our commitment to innovation and efficiency remains unwavering. As we move forward, we are confident that these strategic adjustments will strengthen our operations and support our continued success.

As we look to the future, I am thrilled to announce that Global Surfaces Ltd, through our wholly owned subsidiary Global Surfaces FZE, has entered into a License Agreement with SQIP, LLC, based at Florida and Veegoo Technology Co. Ltd. based at China. This agreement will provide us access to exclusive patented technology to produce engineered quartz stones that replicate the beauty of natural marble with enhanced colors and patterns. We anticipate that this development will significantly scale up our operations, enabling us to deliver approximately 100,000 slabs - equivalent to 75 lakh square feet - over the next three years. This strategic move is expected to boost our profit margins and strengthen our position in the market by capitalizing on the high-quality and innovative nature of our products.

Upping our ante

Sustainability is not just a component of our strategy—it is the very core of our business philosophy. We firmly believe that a sustainable future is essential for fostering a self-reliant India, and that true prosperity is reflected in inclusive growth. Our commitment to sustainability drives us to deliver lasting value to all our stakeholders.

Our employees are the foundation of our success, serving as a constant source of inspiration and motivation. Their dedication and hard work enable us to continually raise our standards. We value empathy and mutual support as key principles that propel our growth and contribute to our sense of accomplishment and fulfilment.

I want to express my profound gratitude to each stakeholder for their unwavering faith and trust in our vision. We are deeply committed to preserving this trust and will continue to pursue our mission with innovation, clarity, and determination. Our goal is to harness our superior performance to elevate our Company to new heights and shape a promising future.

Thank you for your continued support.

With warm regards

Mayank Shah

Corporate Information

Board of Directors

Mr. Mayank Shah
Chairman & Managing Director

Mrs. Sweta Shah
Executive Director

Mr. Dinesh Kumar Govil
Independent Director

Mr. Yashwant Kumar Sharma
Independent Director

Mr. Sudhir Baxi
Independent Director

Mr. Ashish Kumar Kachawa
Non-Executive Director

Statutory Auditor

M/s. B Khosla & Co.
Chartered Accountants, Jaipur

Secretarial Auditor

M/s. Pinchaa & Co.,
Company Secretaries, Jaipur

Chief Financial Officer

Mr. Kamal Kumar Somani

Company Secretary & Compliance Officer

Mr. Dharam Singh Rathore

Listed on

BSE Limited
Scrip code: 543829
National Stock Exchange of India Limited
Symbol: GSLSU

Registrar and Share Transfer Agents

M/s. Bigshare Services Private Limited
S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura, Centre, Mahakali Caves Road, Andheri (East),
Mumbai – 400 093, Maharashtra, India
Website:www.bigshareonline.com
Email:investor@bigshareonline.com

Bankers

HDFC Bank Limited, Jaipur

Kotak Mahindra Bank

Registered Office

PA-10-006 Engineering and Related Indus SEZ, Mahindra World City Teh- Sanganer,
Jaipur RJ 302037 IN
Telephone: 0141-7191000
Website: www.globalsurfaces.in
Email ID: info@globalsurfaces.in
Investor helpdesk: cs@globalsurfaces.in
CIN: L14100RJ1991PLC073860

Factories Location

Unit I – Natural Stone Division
E-40 to G-47, RIICO Industrial Area, Bagru Extn. Bagru-303007, Jaipur, Rajasthan
Telephone: 0141-2984024

Unit II – Quartz Division
PA-10-006 Engineering and Related Indus SEZ, Mahindra
World City Teh- Sanganer,
Jaipur RJ 302037 IN
Telephone: 0141-7191000

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
E-mail: cs@globalsurfaces.in **Website:** www.globalsurfaces.in

NOTICE OF THE THIRTY THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting (AGM) of Global Surfaces Limited will be held on Saturday, September 21, 2024, at11:00 A.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
   (a) The Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2024 together with the reports of the Board of Directors and Auditors thereon; and
   (b) The Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2024 and Auditor's report thereon.
2. To appoint a director in place of Mrs.Sweta Shah (DIN: 06883764), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. To change the designation of Mrs. Sweta Shah (DIN: 06883764) from Director (Executive) to Whole-time Director of the Company.

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder and Schedule V of the Act and other applicable Regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation') including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force and Nomination and Remuneration Policy of the Company, upon recommendation of Nomination & Remuneration Committee and approval of the Board and subject to Articles of Association of the Company, consent of the members be and is hereby accorded for change of designation of Mrs. Sweta Shah (DIN: 06883764) from Director (Executive) to Whole-time Director of the Company effective from 14th August, 2024, liable to retire by rotation, on the terms and conditions including remuneration (which includes the payment of salary, allowances and perquisites) as detailed in the explanatory statement attached hereto, with powers to the Board to alter, amend, vary and modify the terms and conditions of the said appointment and remuneration payable to her from time to time as it deems fit, in such manner as may be mutually agreed between the Board of Directors and Mrs. Sweta Shah.

   RESOLVED FURTHER THAT pursuant to regulation 17(6)(e) of the Listing Regulations, the consent of the members of the Company be and is hereby accorded for continuation of payment of remuneration to Mrs. Sweta Shah (DIN: 06883764) in capacity as Whole-time director of the Company, even if the annual remuneration payable to Mrs. Sweta Shah may exceed Rupees 5 crores or 2.5 per cent of the net profits of the Company (whichever is higher) or individually and / or the aggregate annual remuneration to all executive directors who are promoters or members of the promoter group exceeds 5 per cent of the net profits of the Company in any year during her tenure.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

4. To approve revision in the remuneration of Mr. Mayank Shah (DIN: 01850199), 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 Section 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Nomination and Remuneration Policy of the Company, upon recommendation of Nomination & Remuneration Committee and approval of the Board and subject to Articles of Association of the Com-

NOTICE

pany, consent of the members be and is hereby accorded for payment of managerial remuneration, including without limitation, fixed pay, variable pay, incentives and any other benefits, perquisites, retirement benefits required to be included in the computation of remuneration in accordance with Schedule V of the Act (collectively referred to as 'Managerial Remuneration') to Mr. Mayank Shah (DIN:01850199), Chairman and Managing Director, as detailed in the explanatory statement attached hereto, for a period of 3 (three) years i.e. F.Y. 2024-25 to F.Y. 2026-27, to the extent and in the manner decided by the Board of Directors of the Company provided that such annual managerial remuneration may exceed the overall ceiling as prescribed in Section 197 of the Companies Act, 2013 read-with Schedule V and Rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee thereof, constituted/ to be constituted by the Board) be and is hereby authorized to determine, vary, alter, enhance or widen the scope of and modify the terms and conditions of his Managerial Remuneration and/ or any other term in his agreement/appointment letter with the Company (collectively referred to as 'Variation') during his current tenure, as may be agreed to between the Board and Mr. Mayank Shah (DIN:01850199), Chairman and Managing Director, subject to such approvals of applicable authorities, as may be required under the applicable laws to such Variations but without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any one of the Directors be and is hereby authorized to do all such acts, deeds and things as it may consider necessary, expedient or desirable, including delegate all or any of its powers herein conferred to any Committee of Directors and / or Director(s) and / or Officer(s) / Employee(s) of the Company, to give effect to the above resolution.

By order of the Board of Directors

For **Global Surfaces Limited**

Dharam Singh Rathore
(Company Secretary and Compliance Officer)
ICSI Mem. No.: ACS 57411
Email: cs@globalsurfaces.in

Date: August 14, 2024
Place: Jaipur

NOTES:

EXPLANATORY STATEMENT

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ("the Act") read with the rules made thereunder, setting out material facts in respect of the Special Businesses to be transacted at the meeting at Item No. 3 and 4of the notice and relevant details of the Director proposed to be re-appointed, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and as required under Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are annexed hereto.

CONDUCT OF AGM THROUGH VC/OAVM

2. In compliance with the provisions of the Act read with rules made thereunder and Ministry of Corporate Affairs ("MCA") General Circular No. 09/2023 dated 25 September 2023 read with General Circular No. 20/2020 dated 05 May 2020, General Circular No. 14/2020 dated 08 April 2020, General Circular No. 17/2020 dated 13 April 2020, and other applicable circulars issued by MCA and Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11 July 2023 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07 October 2023 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI) (MCA Circulars and SEBI Circulars are collectively referred to as "Circulars"), the Companies are permitted to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) upto 30 September 2024 without the physical presence of members at a common venue as well as to send the Notice of AGM along with Annual Report through electronic mode to those Members whose e-mail addresses were registered with the Company/ Depositories.

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Therefore, in accordance with, the said Circulars and applicable provisions of the Act and Listing Regulations, the 33rd AGM of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

3. Pursuant to Section 108 of the Act and Rule 20 of Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulations, the SS-2 and MCA Circulars, the Company has provided remote e-voting facility to all the members of the Company in respect of the business to be transacted at the AGM. National Securities Depository Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/ OAVM and instructions for e-voting are explained at Note No. 28 below and is also available on the website of the Company at www.globalsurfaces.in

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. 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.

AUTHORISED REPRESENTATIVE

6. Pursuant to Section 113 of the Companies Act, 2013, Institutional/ Corporate Shareholders (i.e., other than Individuals/ HUF/NRI etc.) are entitled to authorise their representatives to attend and vote at the AGM. Members are requested to send a scanned copy (in PDF/JPG Format) of their Board or Governing Body Resolution with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email at ppincha@gmail.comwith a copy marked to evoting@nsdl.com. The Board Resolution can also be uploaded by clicking on 'Upload Board Resolution/Authority Letter' displayed under 'E-voting' tab in their login.

DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDs

7. In continuation with the General Circulars No. 20/2020, 02/2022, 10/2022, 11/2022 and 09/2023 dated May 5, 2020, May 5, 2022, December 28, 2022 and dated September 25, 2023 respectively, issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCACirculars") 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, SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 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, 2024 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).

8. The Notice of 33rd Annual General Meeting along with the Annual Report is available 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.

9. 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.

NOTICE

PROCEDURE FOR INSPECTION OF DOCUMENTS

10. The physical copies of the Notice of the 33rd AGM along with the Annual Report for FY 2023-24 will be available at the Company's Registered Office for inspection during business hours on all working days from the date of dispatch of this Notice up to the date of the AGM.

11. All the documents referred to in the accompanying Notice of the 33rd AGM shall be available for inspection electronically by the Members from the date of dispatch of this Notice upto the date of AGM. Any Member desirous of inspecting the same may write to the Company at cs@globalsurfaces.in mentioning the Name, Folio No./DP Id and Client Id.

12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection during the AGM upon login at NSDL E-voting system at www.evoting.nsdl.com.

PROCEDURE FOR ATTENDING THE AGM THROUGH VC/OAVM

13. Members will be able to attend the Meeting through VC/OAVM by using their E-voting login credentials and selecting the E-voting Event Number ('EVEN') for the Meeting. The facility to join the Meeting shall be kept open 30 (thirty) minutes before the scheduled time of commencement of the Meeting. Members are requested to join the Meeting by following the procedure given in Note No. 28 of the Notice.

14. 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.

15. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL E-voting system. Members may access the same by following the steps for Access to NSDL E-voting system mentioned in Note No. 28 of the Notice. After successful login, Members can click on the 'VC/OAVM link' appearing under 'Join Meeting' menu against EVEN of the Company.

PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT

16. Members are encouraged to express their views/send their queries in advance regarding the Financial Statements or any other matter being placed at the 33rd AGM from their registered Email Id, mentioning their name, Folio No./DP Id and Client Id and mobile number to cs@globalsurfaces.in to enable smooth conduct of Meeting. Queries received by the Company on the aforementioned Email Id on or before September 11, 2024, 5:00 P.M. IST will be considered and responded.

17. Members who would like to express their views or ask questions during the AGM may register themselves as speakers by sending the request along with their questions from their registered Email Id mentioning their name, Folio No./DP Id and Client Id and mobile number at cs@globalsurfaces.in on or before September 11, 2024, 5:00 P.M. IST. Those Members who have registered themselves as speakers will only be allowed to express their views/ask questions during the AGM. Members are encouraged to submit their questions in advance for smooth conduct of the AGM.

18. When a pre-registered speaker is invited to speak at the Meeting but does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to stay connected to a device with good internet speed.

19. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

20. 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 from time to time), and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM.

NOTICE

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.

21. Members of the Company holding shares as on the cut-off date of Friday, September 13, 2024, may cast their vote by remote e-Voting. The remote e-Voting period commences on Wednesday, September 18, 2024 at 9.00 AM (IST) and ends on Friday, September 20, 2024 at 5.00 PM (IST). The remote e-Voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.

22. 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 Friday, September 13, 2024.

23. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Annual Report (including AGM Notice), may download the Annual Report (including AGM Notice) from the website of the Company i.e., www.globalsurfaces.in.

24. The Board of Directors 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 E-voting process in fair and transparent manner.

25. The Scrutinizer will, after the conclusion of e-voting at the AGM, scrutinize the votes cast at the AGM and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same and declare results (consolidated) within two working days from the conclusion of the AGM.

26. 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.

27. 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.

PROCEDURE AND INSTRUCTION FOR ATTENDING AGM THROUGH VC/OAVM, REMOTE E-VOTING AND E-VOTING AT THE AGM

28. The detailed instructions for participating in the AGM through Video conferencing/ other audio-visual means and voting through electronic means including remote E-voting are given below:

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

The remote e-voting period begins on Wednesday, September 18, 2024 at 9.00 AM (IST) and ends on Friday, September 20, 2024 at 5.00 PM (IST).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., Friday, September 13, 2024 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 Friday, September 13, 2024.

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 circularSEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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:

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then useryour existing my easi username & password. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

NOTICE

Type of shareholders	Login Method
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.com 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 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?

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.

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.

4. 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 user 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 dig-

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its 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 GeneralMeeting on NSDL e-Voting system.

How to cast your vote electronically and join GeneralMeeting 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.

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 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.

2. 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.

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.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the 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.

General Guidelines for shareholders

1. 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.

2. 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 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.

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

Item No. 3:

The Members are hereby informed that Mrs. Sweta Shah (DIN: 06883764), was appointed as a Director (under executive category) by a Resolution passed by the Board of Directors at its meeting held on September 11, 2021, and later the appointment was confirmed by shareholders at Extra-Ordinary General Meeting held on October 7, 2021. Mrs. Sweta Shah holds a bachelor's degree in commerce (1997) from the University of Calcutta. She has been associated with the Company for approximately 5 years and has worked under multiple roles. Currently, she looks after Administration & Marketing of our Company. Considering the valuable contributions made by Mrs. Shah, it is proposed to re-designate her as Whole-time Director of the Company.

Accordingly, in terms of Section 196, 197 and 198 read with the schedule V of the Companies Act, 2013 ("the Act") and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 14, 2024, has approved to re-designate Mrs. Sweta Shah from Director (Executive) to Whole-time Director (liable to retire by rotation) on the following terms & conditions:

A. **Tenure**: Period of starting from August 14, 2024 to September 10, 2026 i.e. remaining tenure and be liable to retire by rotation

B. **Remuneration**: She shall receive such remuneration as may be recommended by the Nomination and Remuneration Committee and approved by the Board and shareholders. The Break-up of Remuneration shall be as follows:

   i. Basic Salary:Rs.2,00,000/-per month in the range of Rs.2,00,000/- to Rs.5,00,000/- per month with such increment(s) from time to time as the Board /Nomination and Remuneration Committee of Directors may deem fit.;

   ii. House Rent Allowance (HRA) and Special Allowance: HRA at 60% of Basic Salary and Special Allowances at the rate of 40% of Basic Salary.

   iii. Perquisites: Mrs. Sweta Shah, as Whole-time Director, be paid any type of perquisites, subject to overall ceiling of 100% of the Total salary.

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However, the following shall not form part of perquisites for computation maximum ceiling of remuneration as per Schedule V:

a. Contribution to Provident Fund and Superannuation Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;

b. Gratuity payable at the rate not exceeding half a month's salary for the each completed year of service;

c. Encashment of leave at the end of the tenure as per the rules of the Company.

iv. Sitting Fees: No sitting fees shall be payable for attending the meetings of the Board of Directors or any committee thereof.

v. Notice Period & Severance Fee: As per the Rules of the Company.

vi. Others: As uniformly applicable for all employees of the Company.

C. Powers and Responsibilities: Mrs. Shah in her capacity as Whole-time Director of the Company shall be authorized to exercise necessary powers and obligated to perform such functions and duties as may be deemed necessary to hold the office of Whole-time Director or as may be assigned to her by the Board of Directors from time to time;

D. Increments and Minimum Remuneration: The Board upon recommendation of Nomination and Remuneration Committee may alter, vary, modify and revise the remuneration payable to Mrs. Shah from time to time as per the policy of the Company and within the limits laid down under the provisions of the Act subject to the receipt of requisite approvals, if any. Notwithstanding anything to the contrary contained herein, where in any financial year during the currency of her tenure, in the event of loss or inadequacy of profits, the Company, will subject to applicable laws, pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration.

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to non-convertible debenture holders or to any other secured financial creditor, and accordingly their prior approval is not required for approving the proposed special resolution.

The Disclosure(s) in terms of Section 197 read with Schedule V to the Companies Act, 2013 & applicable Rules thereunder, is given under Annexure A.

The above may be treated as a written memorandum setting out the terms of appointment of Mrs. Sweta Shah as Whole-time Director under Section 190 of the Act.

The members may further note that as per Regulation 17(6)(e)(i) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the remuneration payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by way of a Special Resolution if the annual remuneration payable to such executive director exceeds 5% of the net profits of the Company, in case of more than one such director.

In view of the above, approval of the Members is sought by passing of Special Resolution for re-designation of Mrs. Sweta Shah as Whole-time Director of the Company as set out at Item no.3 of the Notice.

Except Mrs. Sweta Shah, being the appointee and her spouse Mr. Mayank Shah, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item no.3 of the Notice.

Details of the appointee, pursuant to the provisions of Regulation 36(2) SEBI Listing Regulations & Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are given as Annexure B to the Notice of AGM.

The Board of Directors recommends the Special Resolution set out at Item no.3 of the Notice for approval by the Members.

Item No. 4:

The Members at the 32nd Annual General Meeting held on September 20, 2023 ("32nd AGM") had appointed Mr. Mayank Shah(DIN: 01850199) as the Chairman and Managing Director of the Company effective from March 02, 2024, for a period of five years up to March 01, 2029, by passing a special resolution.

Vide the approval granted by the members, Board was authorised to make any alteration/variation in the terms and conditions including remuneration of Mr. Mayank Shah, as it may, in its absolute discretion, deem fit within the maximum amount payable to the appointee in accordance with Schedule V to the Companies Act, 2013 ('the Act'). Members, while approving the above appointment and respective remuneration, had also approved that if in any financial year, the Company has no profit or inadequate profit for payment of the remuneration as decided by the Board of Directors from time to time, the same shall be paid to the Managing Director as minimum remuneration subject to the applicable provisions of Schedule V of the Companies Act, 2013.

Mr. Mayank Shah has been instrumental in the growth of the Company and in view of the performance of the Company and contributions being made by Mr. Mayank Shah, the Board at its meeting held on August 14, 2024, has approved to revise the remuneration payable to Mr. Mayank Shah, as recommended by the Nomination and Remuneration Committee. The details of revised remu-

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neration is as follows:

i. Basic Salary: Rs.10,00,000/- per month in the range of Rs.10,00,000/- to Rs.15,00,000/- per month with such increment(s) from time to time as the Board /Nomination and Remuneration Committee of Directors may deem fit.;

ii. House Rent Allowance (HRA) and Special Allowance: HRA at 60% of Basic Salary and Special Allowances at the rate of 40% of Basic Salary.

iii. Perquisites: Mr. Mayank Shah be paid any type of perquisites, subject to overall ceiling of 100% of the Total salary. However, the following shall not form part of perquisites for computation maximum ceiling of remuneration as per Schedule V:

a. Contribution to Provident Fund and Superannuation Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;

b. Gratuity payable at the rate not exceeding half a month's salary for the each completed year of service;

c. Encashment of leave at the end of the tenure as per the rules of the Company.

iv. Remuneration from Subsidiary: Mr. Mayank Shah shall be entitled to draw such remuneration from any other Subsidiary as may be approved by the Board within the overall limits prescribed herewith.

v. Others: As uniformly applicable for all employees of the Company.

Except as above, all other terms and conditions of the appointment shall be same as approved by the members of the Company vide the special resolution passed at the 32nd AGM of the Company.

The remuneration proposed to be paid to Mr. Mayank Shah, is anticipated to exceed the maximum limits of remuneration prescribed under section 197(1) and Schedule V of the Companies Act, 2013.

Therefore, pursuant to the provisions of Section 196, 197 and 198 of the Act read with Schedule V of the Companies Act, 2013, the Company is required to obtain approval of the members by way of special resolution for payment of such remuneration to Mr. Mayank Shah, Chairman and Managing Director of the Company, as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee, in case of no profit/ inadequacy of profit (only with reference to calculation for the purpose of payment of Managerial Remuneration and not otherwise) for during the period of any 3 (three) financial years commencing from April 1, 2024.

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to non-convertible debenture holders or to any other secured financial creditor, and accordingly their prior approval is not required for approving the proposed special resolution.

The Disclosure(s) in terms of Section 197 read with Schedule V to the Companies Act, 2013 & applicable Rules thereunder, is given under Annexure A.

In view of the above, approval of the Members is sought by passing of Special Resolution for revision in remuneration of Mr. Mayank Shah, Chairman and Managing Director of the Company as set out at Item no.4 of the Notice.

The members may further note that as per Regulation 17(6)(e)(i) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the remuneration payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by way of a Special Resolution if the annual remuneration payable to such executive director exceeds 5% of the net profits of the Company, in case of more than one such director.

Except, Mr. Mayank Shah, being the person concerned in this resolution as it relates to remuneration payable to him, and her spouse Mrs. Sweta Shah, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item no.4 of the Notice.

The Board of Directors recommends the Special Resolution set out at Item no.4 of the Notice for approval by the Members.

Details of the Director, pursuant to Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are given as Annexure B to the Notice of AGM.

By order of the Board of Directors
For **Global Surfaces Limited**

Dharam Singh Rathore
(Company Secretary and Compliance Officer)
ICSI Mem. No.: ACS 57411
Email: cs@globalsurfaces.in

Date: August 14, 2024
Place: Jaipur

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Annexure A

The Disclosure(s) for item no.3 & 4 in terms of Section 197 read with Schedule V to the Companies Act, 2013 & applicable Rules thereunder, is given as follows:

I. General Information:

1) **Nature of industry**: Marbles & Granites

2) **Date or expected date of commencement of commercial production**: The Company was incorporated on August 23, 1991, and its operating activities commenced thereafter. During the financial year 2023-24, the Company has made Investment in its Wholly Owned Subsidiary, Global Surfaces FZE for part-financing its capital expenditure requirements in relation to the setting up of the Proposed Facility in Dubai. The facility has commenced its commercial operations with effect from February 9, 2024.

3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable.

4) **Financial performance based on given indicators: The standalone financial performance of the Company during last three financial years is as under:**

(INR Millions)

Particulars	FY ended March 31, 2024	FY ended March 31, 2023	FY ended March 31, 2022
Total Income from Operations	1621.35	1,770.30	1893.71
Net Profit/(Loss) for the period (Before Tax, Exceptional and/or Extraordinary Items)	257.84	260.38	358.58
Net Profit/(Loss) for the period After Tax (After Exceptional and/or Extraordinary Items)	210.64	250.74	354.60

5) **Foreign investments or collaborations, if any:**

(a) Foreign Investment - No foreign direct capital investment has been made in the Company during the last 3 financial years. Further, foreign investments in the Company include shareholding of FPIs, FIIs, NRIs and foreign nationals, which were acquired through the secondary market.

(b) Foreign Collaboration - The Company has not entered into any foreign collaboration.

II. Information about the appointee:

6) **Details of background, recognition or awards, job profile of the appointee and suitability thereof:**

Mr. Mayank Shah

Mayank Shah is the Managing Director of our Company and has been associated with our Company since 2004. He has played an instrumental role in acquisition and revival of a sick industrial unit (Unit I) which eventually became the pillar of support of our Company's operations. Our Company was able to tap international markets though Mr. Shah's vision and resources. Our Company was able to diversify its business into manufacturing of engineered quartz under Mr. Shah's tutelage. Mr. Shah holds a Bachelors' degree in Commerce (1999) from University of Calcutta and has more than 2 decades experience in the natural and engineered stone industry. He looks after various aspects of the Company's business including planning, procurement, finance, monitoring and execution.

Mrs. Sweta Shah

Mrs. Sweta Shah holds a bachelor's degree in commerce (1997) from the University of Calcutta. She has been associated with the Company for approximately 5 years and has worked under multiple roles. Currently, she looks after Administration & Marketing of our Company.

7) **Past Remuneration:**

Name of the Directors	Designation	Remuneration for the financial year 2023-24 (₹ in Millions)
Mr.Mayank Shah (DIN: 01850199)	Chairman and Managing Director	23.18*
Mrs. Sweta Shah (DIN: 06883764)	Executive Director	6.96

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*Mr. Mayank Shah's Remuneration for the financial year 2023-24, ₹ 23.18 Millions, includes an amount of ₹ 9 Million received from Global Surfaces FZE, a wholly owned subsidiary of the Company.

8) **Remuneration Proposed:** As set out in the explanatory statementto the item no. 3 & 4 of the Notice.

9) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

Mr. Mayank Shah, Chairman and Managing Director of the Company, has been instrumental in the overall growth of the Company. Under his leadership the Company was able to diversify its business into manufacturing engineered quartz and tap into the international markets.

Mrs. Sweta Shah, Director (Executive)has been associated with the Company for approximately 5 years and has worked under multiple roles. Currently, she looks after Administration & Marketing of our Company.

The remuneration paid by peer companies in the same genre as your Company to its Managerial Personnel is comparable with the proposed overall managerial remuneration payable by the Company. Thus, the remuneration proposed is commensurate with the nature of such profile and positions with respect to the size of the Company in the Industry in which Company operates.

10) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.**

Mr. Mayank Shah is spouse of Mrs. Sweta Shah. There is no pecuniary relationship between Mr. Mayank Shah, Mrs. Sweta Shah and the Company except the remuneration drawn in their capacity as Chairman and Managing Director and Director (Executive), respectively of the Company.

III. Other information:

1) Reasons of loss or inadequate profits –The Company has adequate profits up to the financial year ended 31st March 2024, and the remuneration paid to the Executive Directors was well within the applicable limits prescribed under the Companies Act, 2013. However, the Company's profits may or may not be adequate in future with reference to payment of Managerial remuneration hence, the approval of members is being taken well in advance.

2) Steps taken or proposed to be taken for improvement – Your Company believes that it is well positioned to capture opportunities for growth and profitability, basis its competitive strengths. At our SEZ facility, we have recently introduced a state-of-the-art printing technology that would enhance our production of Quartz slabs. With this innovative printing technology, we can now produce approximately 700 thousand square feet of high-quality printed slabs annually, reinforcing our commitment to excellence and meeting the evolving demands of our customers. During fiscal 2023-24 the company faced notable hurdles, including occasional manpower shortages, particularly during festive seasons, and issues related to accumulated stocks of standard and commercial-grade finished goods. To address these issues we have taken decisive measures like revision of our agreements with manpower contractors, establish strong tie-ups with our main raw material suppliers and minimizing stock levels and enhance our overall operational efficiency.

3) Expected increase in productivity and profits in measurable terms – The various strategic initiatives taken by the Company and a significant advancement in our technological capabilities are expected to boost our profit margins and strengthen our position in the market by capitalizing on the high-quality and innovative nature of our products.

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Annexure- B

Details of Directors seeking re-appointment/appointment at 33rdAnnual 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.

Name of the Director:	Mrs. Sweta Shah	Mr. Mayank Shah
DIN:	06883764	01850199
Age:	47 Years	46 Years
Date of first Appointment on the board:	11-09-2021	24-12-2004
Designation:	Director Executive (Proposed - Whole time Director)	Chairman and Managing Director
Brief Resume:	She holds a Bachelors' Degree in Commerce (1997) from University of Calcutta. She has worked as a Chief Executive Officer of the Company in the past and she looks after Administration & Marketing of the Company.	Mr. Shah holds a Bachelors'degree in Commerce (1999) from University of Calcutta and has about 20 years' experience in the natural and engineered stone industry. He looks after various aspects of the Company's business including planning, procurement, finance, monitoring and execution.
Expertise in specific functional area:	Marketing and Administration	Business Management& Administration, Global Business, Strategyplanning, leadership/operational experience.
Qualification:	Bachelor's degree in commerce	Bachelors' degree in Commerce
Experience:	5 years	20 Years
Terms and conditions of appointment / Reappointment:	As per the Explanatory Statement of item no.3	As per the Explanatory Statement of item no.4
Remuneration drawn in the Company for the FY 2023-24:	Rs. 6.96 Million	Rs. 23.18 Million (including an amount of RS.9 Million received from Global Surfaces FZE, a wholly owned subsidiary of the Company)
Remuneration sought to be paid:	As per the Explanatory Statement of item no. 3	As per the Explanatory Statement of item no. 4
Directorship in other listed Companies as on March 31, 2024:	Nil	Nil
Member/Chairman of the Committees of the Board of other listed Companies:	Nil	Nil
Directorship in other Public Companies as on March 31, 2024:	Nil	Nil
Member/Chairman of the Committees of the Board of other Public Companies:	Nil	Nil
No. of shares held in Company:	23,99,000 Equity Shares	23,506,368 Equity Shares
Relationship between the directors andKMP's inter se:	Spouse of Mr. Mayank Shah, Chairman and Managing Director	Spouse of Mrs. Sweta Shah, Director (Executive)
No. of meetings of the Board attendedduring the year (FY 2023-2024)	8 (Eight)	8 (Eight)

BOARD'S REPORT

To,

The Members of

Global Surfaces Limited

Your directors are pleased to present the 33rd Annual Report on the business and operations of the Company together with the audited standalone & consolidated financial statements for the financial year ended on March 31, 2024.

1. FINANCIAL HIGHLIGHTS –

The Company's financial performance for the year ended on March 31, 2024 is summarized below: (₹ In Millions)

Particulars	**Standalone**		**Consolidated**	
	March 31, 2024	**March 31, 2023**	**March 31, 2024**	**March 31, 2023**
Revenue from Operations	**1621.35**	**1,770.30**	**2,252.91**	**1,780.66**
Net Profit/(Loss)for the period (Before Tax, Exceptional and/or Extraordinary Items)	257.84	260.38	252.52	252.91
Net Profit/(Loss)for the period Before Tax (After Exceptional and/or Extraordinary Items)	257.84	260.38	252.52	252.91
Net Profit/(Loss)for the period After Tax (After Exceptional and/or Extraordinary Items)	210.64	250.74	197.81	242.34
Total Comprehensive Income for the period [Comprising Profit/(Loss)for the period (After Tax) and Other Comprehensive Income (After Tax)]	**212.67**	**251.05**	**203.92**	**257.13**
Equity Share Capital	423.82	423.82	423.82	423.82
Other Equity [Reserves (Excluding Revaluation Reserve)]	2,890.84	2,179.41	2,881.25	2,189.48
Earnings Per Share (of ₹ 10.00 each) (For continuing and discontinued operations):				
1. Basic:	4.97	7.34	4.41	7.10
2. Diluted:	4.97	7.34	4.41	7.10

2. STATE OF COMPANY'S AFFAIRS AND PERFORMANCE

Global Surfaces Limited (GSL) has been processing natural stones since 2004 and began manufacturing engineered quartz in 2018. The company operates two manufacturing facilities: Unit I for natural stones processing (20,488 sq. meters) and Unit II for engineered quartz production with an R&D facility (24,139 sq. meters).

GSL offers a range of products including granite, marble, soft quartzite, phyllites, soapstone, and engineered quartz (Stratum, Prismatic, Kalmasa, and Aurora). These are used in flooring, wall cladding, kitchen countertops, and other applications. The company's focus on innovation and technology enhances its manufacturing efficiency, cost-effectiveness, and sustainability.

With over two decades of industry experience, GSL understands market dynamics and customer needs. In the current fiscal year, exports constituted 97% of operating revenue, with significant sales in the USA, Canada, and the Middle East. Additionally, Global Surfaces FZE, a Wholly owned subsidiary of GSL has established a manufacturing facility admeasuring 39,657 Sq. Meters in the Jebel Ali Free Trade Zone, Dubai, UAE, which began production in February 2024, with an installed capacity of 622,896 Sq. M/ annum. Further details on the business overview, performance metrics, and future outlook are discussed in the Management Discussion & Analysis Report.

There has been no change in the nature of business of the Company for the year under review.

Standalone Performance

For the financial year ending March 31, 2024, the standalone performance showed a decline in total income from operations, which decreased to ₹ 1,621.35 million from ₹ 1,770.30 million in the previous year, primarily due to headwinds in industry and the company is positioned strongly against those headwinds.. Net

BOARD'S REPORT

profit before tax remained relatively stable at ₹ 257.84 million compared to ₹ 260.38 million last year. This was attributable to an increase in interest income. However, net profit after tax dropped to ₹ 210.64 million from ₹ 250.74 million, mainly because of increased tax expenses by moving to the 50% tax band from the 0% tax band as per the SEZ benefits of income tax. Consequently, total comprehensive income decreased to ₹ 212.67 million from ₹ 251.05 million.

Consolidated Performance

The consolidated performance for the year ending March 31, 2024, showed an increase in total income from operations, which rose to ₹ 2,252.91 million from ₹ 1,780.66 million in the previous year, led by commencement of operations of our UAE subsidiary. Net profit before tax remained stable at ₹ 252.52 million compared to ₹ 252.91 million last year. However, net profit after tax declined to ₹ 197.81 million from ₹ 242.34 million, due to increased tax expenses from moving to the 50% tax band from the 0% tax band as per the SEZ benefits of income tax in India. Consequently, the total comprehensive income also decreased to ₹ 203.92 million from ₹ 257.13 million.

3. DIVIDEND

The Board of Directors remains committed to expanding the company's business lines and maximizing shareholder returns. To support the company's long-term growth initiatives, which necessitate substantial resources, the Board has decided not to recommend a dividend for the financial year under review. This decision aligns with our strategic focus on reinvesting earnings to drive sustainable growth and enhance the overall value for our shareholders.

4. TRANSFER TO RESERVES

Your Board doesn't propose to transfer any amount to General Reserve for the financial year ended on March 31, 2024.

5. INITIAL PUBLIC OFFERING (IPO)

During the previous financial year ended on March 31, 2023, the Company had made an Initial Public Offering (IPO) of 1,10,70,000 equity shares of ₹ 10.00 each at a price of ₹ 140 per share (including a Share premium of ₹ 130) comprising of a fresh issue of 85,20,000 equity shares and an Offer for Sale (OFS) of 25,50,000 equity shares by selling shareholders. Total Proceeds received by the Company pursuant to the IPO aggregates to ₹ 119.28 Crores by way of fresh issue of equity shares to the public. The shares of the Company have been listed on BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) w.e.f. March 23, 2023. The Company's shares are compulsorily traded in dematerialized form.

During the year under review the Company has utilized the proceeds raised from IPO in accordance with the objects stated in the prospectus and there has been no deviation or variation in the objects of purposes for which the funds have been raised. Kindly refer to the notes to the financial statements for the details of utilization of the proceeds.

As of March 31, 2024, 100% Shares of the Company are held in demat form. The listing fees for the year 2024-25 have been paid to both BSE as well as NSE.

6. CHANGE IN CAPITAL STRUCTURE

Authorized Share Capital:

During the financial year ended March 31, 2024, the Authorized Share Capital of the Company was increased from ₹ 46,00,00,000 (Rupees Forty-Six Crores Only), divided into 4,60,00,000 (Four Crore Sixty Lakhs) Equity Shares of ₹ 10 (Rupees Ten) each, to ₹ 55,00,00,000 (Rupees Fifty-Five Crores Only), divided into 5,50,00,000 (Five Crore Fifty Lakhs) Equity Shares of face value of ₹ 10 (Rupees Ten Only) each. This increase was approved by the shareholders through an Ordinary Resolution passed at the Extraordinary General Meeting held on November 16, 2023.

Issued, Subscribed and Paid-Up Share Capital:

As of March 31, 2024, there has been no change in the issued, subscribed, and paid-up equity share capital of the Company. The total issued, subscribed, and paid-up equity share capital stood at ₹ 42,38,18,180 (Rupees Forty-Two Crores Thirty-Eight Lakhs Eighteen Thousand One Hundred and Eighty Only), consisting of 4,23,81,818 (Four Crore Twenty-Three Lakhs Eighty-One Thousand Eight Hundred and Eighteen Only) Equity Shares of ₹ 10 each.

7. PREFERENTIAL ISSUE

During the financial year under review, the Company issued and allotted 95,00,000 equity warrants convertible into an equal number of equity shares to individuals belonging to both the promoter and non-promoter categories on a preferential basis. Each equity warrant is convertible into one equity share of face value ₹ 10.00 at an issue price of ₹ 210.00 per equity warrant, which includes a warrant subscription price of ₹ 52.50 per warrant and a warrant exercise price payable before conversion of ₹ 157.50 per warrant, as determined on the relevant date. The tenure of these warrants shall not exceed 18 months from the date of allotment.

BOARD'S REPORT

The proceeds from the subscription of convertible warrants amounted to ₹ 498.75 Million. The Company utilized these proceeds in accordance with the objectives stated in the Notice of Extraordinary General Meeting held on November 16, 2023, without any deviation or variation in the intended purposes for which the funds were raised. For further details on the utilization of these funds, please refer to the notes accompanying the financial statements.

8. SUBSIDIARY , JOINT-VENTURES & ASSOCIATES

As at March 31, 2024, the Company has the following 3 (three) subsidiaries:

Global Surfaces FZE : Global Surfaces FZE is incorporated in Jebel Ali Free Zone, Dubai. GSF is a wholly owned subsidiary of the Company and is engaged in the business of manufacturing artificial marbles (engineered quartz). GSF owns and operates a state of art manufacturing facility for engineered quartz at Jebel Ali Free Zone, Dubai, commenced production on February 9, 2024.

Global Surfaces Inc. : Global Surfaces Inc. is incorporated in the State of Delaware, USA. GSI is engaged in the business of purchasing, selling, supplying, and distributing quartz, marbles, granites, and other similar stones.

Superior Surfaces Inc. : Superior Surfaces Inc. was incorporated on May 5, 2023, in the State of Texas, USA. SSI is involved in the business of distributing artificial stones, including engineered quartz.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 (the Act), the Company has prepared Consolidated Financial Statements, which form part of this Annual Report. A separate statement containing salient features of the financial statements of the Company's subsidiaries in the prescribed form AOC-1, which also provides details of the performance and financial position of each of the subsidiaries, is annexed as Annexure 'I' to this report.

The audited financial statements, including the consolidated financial statements of the Company and all other required documents, are available on the Company's website at www.globalsurfaces.in. The financial statements of the subsidiary companies are also available on the Company's website and can be accessed at www.globalsurfaces.in. These documents will be available for inspection on all working days, during business hours, at the Registered Office of the Company.

The Company has formulated a policy for determining material subsidiaries, which is available on the Company's website and can be accessed at https://globalsurfaces.in/company-policies/. No Company ceased to be a subsidiary, joint venture, or associate of the Company during the financial year ended March 31, 2024.

9. RELATED PARTY TRANSACTIONS

The Company and its Subsidiaries adhere to the highest ethical standards, transparency, and accountability in all related party transactions, conducting them solely in the ordinary course of business and at arm's length. Pursuant to Section 188 of the Companies Act, 2013, and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as amended from time to time, all contracts, transactions, and arrangements entered into during the financial year with related parties were conducted on an arm's length basis and within the ordinary course of business.

During the fiscal year 2023-24, all related party transactions were reviewed and approved by the Audit Committee. Transactions of a repetitive nature received prior omnibus approval from the Audit Committee. Quarterly, a detailed statement outlining the nature, value, and terms of these transactions entered pursuant to the omnibus approval so granted, was presented to the Audit Committee. None of the transactions with related parties falls under the scope of Section188(1) of the Act. Particulars of contracts or arrangements with related parties referred to Section 188(1) of the Act, in the prescribed form AOC-2 is annexed herewith as Annexure 'II'.

The Company has also implemented a policy on the materiality of related party transactions and their handling, accessible on the Company's website at https://globalsurfaces.in/company-policies/

10. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT

There are no loans granted, guarantees given or issued or securities provided by your Company in terms of section 186 of the Act, read with the rules issued there under. Pursuant to the provisions of section 186 of the Act and Schedule V of the SEBI Listing Regulations, loans, guarantees and investments made are disclosed in the in the notes to the financial statements.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors:

Your Company maintains an optimal mix of executive and non-executive Directors in compliance with Regulation 17 of the SEBI Listing Regulations, as amended from time to time. The Board of Directors of

BOARD'S REPORT

the Company as on March 31, 2024, comprises:

• Mr. Mayank Shah (DIN: 01850199) - Chairman and Managing Director (Executive Director)

• Mrs. Sweta Shah (DIN: 06883764) - Director (Executive Director)

• Mr. Ashish Kumar Kachawa (DIN: 02530233) - Director (Non-Executive- Non IndependentDirector)

• Mr. Dinesh Kumar Govil (DIN: 02402409) - Director (Non-Executive -Independent Director)

• Mr. Yashwant Kumar Sharma (DIN: 08686725) - Director (Non-Executive -Independent Director)

• Mr. Sudhir Baxi (DIN: 00092322) - Director (Non-Executive -Independent Director)

Key Managerial Personnel:

The Key Managerial Personnel of the Company as on March 31, 2024, are:

• Mr. Mayank Shah - Chairman and Managing Director

• Mrs. Sweta Shah - Director (Executive)

• Mr. Kamal Kumar Somani - Chief Financial Officer (appointed effective September 30, 2023)

• Mr. Dharam Singh Rathore - Company Secretary and Compliance Officer (appointed effective April 29, 2024)

Changes during the period under review: During the financial year under review, the following changes occurred in the Board of Directors and Key Managerial Personnel, further the changes that took place upto the date of approval of Board report are also provided below:

- **Board of Directors:**
  - o Mr. Mayank Shah was re-appointed as Chairman and Managing Director of the Company for a period of 5 years, effective from March 2, 2024, to March 1, 2029. The appointment was approved by the Members through a Special Resolution passed at the Annual General Meeting held on September 20, 2023.
  - o Mr. Ashish Kumar Kachawa, who was liable to retire by rotation at the 32nd Annual General Meeting, and being eligible was reappointed by the members as Director of the Company.
- **Key Managerial Personnel:**
  - o Mr. Rajesh Gattani resigned from the position of Chief Financial Officer effective from May 4, 2023.. He ceased to be CFO of the Company from closure of business hours of July 04, 2023.
  - o Mr. Kamal Kumar Somani was appointed as Chief Financial Officer effective from September 30, 2023.
  - o Mr. Aseem Sehgal resigned from the position of Company Secretary and Compliance Officer effective from closure of business hours on January 29, 2024.
  - o Mr. Dharam Singh Rathore was appointed as Company Secretary and Compliance Officer effective from April 29, 2024.

Director retiring by Rotation:

Mrs. Sweta Shah, Executive Director, is liable to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible has offered herself for re-appointment, in accordance with the provisions of Section 152 of the Act and the Articles of Association of the Company. Necessary resolution of her re-appointment and relevant details as required under the SEBI listing regulations and Secretarial Standards on General Meetings issued by ICSI are included in the notice convening the AGM and Explanatory Statement forming part of the notice of AGM.

12. DECLARATION BY INDEPENDENT DIRECTORS-

Pursuant to the provisions of Section 149(7) of the Act and Regulation 25 of the SEBI Listing Regulations, all Independent Directors of the Company have provided declarations confirming that they meet the criteria of independence as stipulated in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. They have also affirmed compliance regarding online registration with the 'Indian Institute of Corporate Affairs' (IICA) for inclusion of their names in the databank of Independent Directors.

With respect to the proficiency of the Independent Directors, ascertained from the online proficiency self-assessment test conducted by the Institute, as notified under sub-section (1) of Section 150 of the Act, the Board of Directors has acknowledged the declarations submitted by Independent Directors stating their exemption from appearing in the test or their successful completion of the examination as required by the Institute. In the Board's opinion, all the Independent Directors are persons of integrity and possess the relevant proficiency, expertise and experience in their respective fields.

The terms and conditions for the appointment of Independent Directors are detailed and available on the Company's website at https://globalsurfaces.in/disclosures-under-regulation-46-of-sebi-lodr/.

13. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

In compliance with the requirements of the Act and the SEBI Listing Regulations, the Company has implemented a familiarization programme for Independent Directors. This programme aims to acquaint them with their roles, rights, and responsibilities as Directors, as well as with the functioning of the Company, the nature of its industry, business model, and related matters.

All newly appointed Independent Directors undergo an orientation program designed to enhance their knowledge and skills. This orientation equips them to effectively discharge their duties in the best interest of the Company. Details of the familiarization programmes provided to Independent Directors are available on the Company's website at https://globalsurfaces.in/disclosures-under-regulation-46-of-sebi-lodr/.

14. PERFORMANCE EVALUATION

Performance evaluation is integral to enhancing the effectiveness of the Board and its Directors, offering benefits to both individuals and the Company as a whole. In accordance with the provisions of the Act and SEBI Listing Regulations, as well as the Guidance Note on Board Evaluation issued by SEBI, the Board of Directors conducted an annual performance evaluation of the performance of Board as a whole, its Committees, Individual Directors and Chairman of the Board.

The evaluation of the Board encompassed criteria such as the composition and role of the Board, communication and relationships within the Board, functioning of Board Committees and processes, conduct of meetings, review of Executive Directors' performance, contribution of Board members to corporate governance, succession planning, and strategic initiatives.

Similarly, the evaluation of Committees focused on their independence, conduct of meetings, frequency and quality of discussions, effectiveness in providing recommendations to the Board, and contributions towards governance and strategic direction.

Individual Directors were evaluated based on their participation and contributions in Board and Committee meetings, representation of shareholder interests, enhancement of shareholder value, expertise in providing strategic guidance, risk oversight, and understanding of the Company's business strategy. The performance of Chairman of the Company and Managing Director was also evaluated at the additional parameters like competence, effective leadership and ability to steer the Meetings.

Questionnaire forms were circulated to all Directors to gather their feedback on Board, Committee, and Director evaluations. An independent Directors' meeting was convened on August 14, 2024, where they reviewed and discussed the feedback on Board and Committee functioning, as well as the performance of the Chairman and other Directors, including Executive Directors.

The Nomination and Remuneration Committee (NRC), at its meeting held on August 14, 2024, also reviewed the evaluation feedback and forwarded its recommendation to the Board. Areas for improvement identified through this evaluation exercise are being implemented to further strengthen the corporate governance framework of the organization.

15. AUDITORS AND AUDITORS' REPORT

Statutory Auditor:

At the 32nd Annual General Meeting (AGM) of the Company held on September 20, 2023, shareholders approved the appointment of M/s. B Khosla & Co., Chartered Accountants (FRN 000205C), as the Statutory Auditor for a period of 5 years. Their term commenced from the conclusion of the 32nd AGM and will continue until the conclusion of the 37th AGM in 2028.

The Statutory Audit report for the financial year 2023-24, included in this Annual Report, does not contain any qualification, reservation, adverse remark, or disclaimer.

Secretarial Auditor:

In accordance with the provisions of section 204 of the Act, and the rules thereunder, M/s. Mukul Dusad & Associates, Company Secretaries (FRN: S2019RJ707900), was appointed as the Secretarial Auditor for the financial year 2023-24. Their report in Form MR-3, included as Annexure 'III' to this Report, does not contain any reservation, qualification, adverse remark, or disclaimer.

Annual Secretarial Compliance Report

A Secretarial Compliance Report, pursuant to regulation 24A of the SEBI Listing Regulations, for the financial year 2023-24 on compliance of all applicable SEBI Regulations and circulars/ guidelines issued thereunder, as issued by M/s. Mukul Dusad & Associates, Company Secretaries as submitted to the Stock Exchanges has been placed on the website of the Company.

Internal Auditor:

The Board at its meeting held on May 29, 2023, reappointed M/s. N L A & Associates, Chartered Accountants (FRN: 023199C) as Internal Auditors of the Company for conducting internal audit for the financial year 2023-24.

BOARD'S REPORT

Cost Accounts and Cost Audit:

The maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act are not applicable to the business activities of the Company.

Reporting of fraud by auditors

During the financial year under review, no instances of fraud have been reported by the Statutory Auditors, Secretarial Auditors or Internal Auditors to the Audit Committee or to the Board pursuant to section 143(12) of the Act, the details of which should form part of this report.

16. MEETINGS OF BOARD

During the year, 8 (Eight) Board Meetings were convened and held, the details of which are given in the Corporate Governance Report forming part of this Annual Report. The intervening gap between two consecutive meetings did not exceed the period of 120 days prescribed under the Companies Act, 2013.

17. BOARD'S COMMITTEES

The Board of Directors of the Company has constituted the following Committees:

- Audit Committee
- Corporate Social Responsibility Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

Details regarding the composition, charters, meetings held during the year, and attendance are provided in the Report on Corporate Governance, which forms part of this Annual Report. Further there was no such instance of non-acceptance of any recommendations of any committee by the Board, during the year under review.

18. PREVENTION OF INSIDER TRADING

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and subsequent amendments, the Board has established a Code of Conduct to regulate, monitor, and report trading by designated Persons and other connected persons. Additionally, a Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI) is in place. The trading window remains closed during result declarations and material event occurrences as per the code. The same can be accessed on the Company's website at https://globalsurfaces.in/company-policies/.

19. VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has implemented a Whistle Blower Policy to address genuine concerns about unethical behaviour, actual or suspected fraud, mismanagement, and violations of the Company's Code of Conduct. This policy provides a systematic mechanism for reporting concerns and includes safeguards against victimization. The policy is available on the Company's website at https://globalsurfaces.in/company-policies/.

During the financial year 2023-24, the mechanism functioned effectively, and no whistleblower complaints were reported.

20. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company is committed to contributing to the development of stakeholders, particularly marginalized segments around its operational areas. The Annual Report on CSR activities as mandated under the Companies (Corporate Social Responsibility Policy) Rules, 2014, and sections 134(3) and 135(2) of the Act, is annexed as Annexure 'IV' to this report. During the financial year 2023-24, the Company contributed Rs.62.73 Lacs towards CSR activities. The CSR Policy can be accessed on the Company's website at https://globalsurfaces.in/company-policies/.

21. RISK MANAGEMENT POLICY

The Company has developed and implemented a Risk Management Policy to identify and manage business risks effectively. This framework promotes transparency, minimizes adverse impacts on business objectives, and enhances the Company's competitive advantage. The Risk Management Policy, encompassing risk assessment and management across the enterprise, is available on the Company's website at https://globalsurfaces.in/company-policies/.

22. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to providing a workplace that is free from discrimination, harassment and victimisation, regardless of gender, race, creed, religion, place of origin, sexual orientation of a person employed or engaged with the Company. The Company has instituted a robust policy and framework to prevent sexual harassment in the workplace. The policy ensures compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and includes the formation of an Internal Complaints Committee. The Policy is applicable to all employees including the Company's contractual workforce. The Internal Committee ('IC') has been

BOARD'S REPORT

constituted to consider and redress all complaints of sexual harassment at workplace. During the financial year 2023-24, no new complaints were received, and there were no pending complaints at year-end.

23. ANNUAL RETURN

As per section 92(3) read with section 134(3) of the Companies Act, 2013, the Annual Return as of March 31, 2024, is available on the Company's website at https://globalsurfaces.in/annual-reports-and-annual-returns/.

24. DEPOSITS

During the year under review, your Company has not accepted any deposits falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. The Company has not accepted any deposits in the earlier years and as such question of unpaid or unclaimed deposit and defaults in repayment does not arise.

25. INTERNAL FINANCIAL CONTROLS

Your Company has implemented a robust system of internal financial controls designed to ensure effective management of operations, safeguarding of assets, optimal resource utilization, reliability of financial reporting, and compliance with regulations. The internal control systems are periodically reviewed to align with the Company's growing operational complexity. Based on the assessment and reviews conducted, including those by Internal, Statutory, and Secretarial Auditors, the Board is of the opinion that the internal financial controls were adequate and effective during the financial year 2023-24. The Statutory Auditor provided an unmodified report on the Internal Financial Controls with reference to financial statements for the financial year 2023-24.

26. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Details on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings, and Outgo as per section 134 of the Companies Act, 2013, are provided in Annexure 'V' to this report.

28. NOMINATION AND REMUNERATION POLICY

In accordance with the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Nomination and Remuneration Policy. This policy provides guidelines to the Nomination and Remuneration Committee on the Appointment, Removal, and Remuneration of Directors, Key Managerial Personnel, and Senior Management. It establishes criteria for determining qualifications, competencies, positive attributes, independence of directors, and the remuneration for Directors, Key Managerial Personnel, Senior Management, and other Employees. The policy also outlines the process for evaluating the performance of the Board, its committees, and individual directors. The Nomination and Remuneration Policy can be accessed on the Company's website at https://globalsurfaces.in/company-policies/.

29. PARTICULARS OF EMPLOYEES

The ratio of remuneration of each director to the median of employees' remuneration as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as Annexure 'VI'.

In accordance with the provisions of Section 197(12) of the Companies Act, 2013 and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of employees are available with the Company. Considering the first proviso to Section 136(1) of the Companies Act, 2013, the Annual Report, excluding the said information, is being sent to the shareholders of the Company and others entitled thereto. The information is available for inspection at the registered office of the Company during working hours up to the date of the ensuing AGM. Any shareholder interested in obtaining such information may write to the Company Secretary in this regard.

30. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report, integral to this Annual Report, is annexed with the Board's Report.

31. CORPORATE GOVERNANCE

The Company has adhered to the corporate governance requirements mandated by the SEBI listing regulations. The corporate governance report, along with a certificate from a M/s. Mukul Dusad & Associates, practicing Company Secretary confirming compliance with conditions stipulated under Regulation 34(3) read with Part E of Schedule V of the listing regulations, is included in the corporate governance report.

BOARD'S REPORT

32. LISTING OF SHARES

Your Company's shares are listed on BSE Limited and National Stock Exchange of India Ltd, and the listing fees for the year have been duly paid. The Company's shares are not suspended for trading on Stock Exchange(s).

33. OTHER STATUTORY DISCLOSURES

Your Directors confirm that during the year under review, there were no transactions, events, or occurrences related to the following items that require disclosure or reporting:

a. Issue of equity shares with differential rights as to dividend, voting, or otherwise.

b. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.

c. Buy-back of shares under Section 67(3) of the Companies Act, 2013.

d. Settlements with banks or financial institutions.

e. Details of revision of financial statements or the Report.

f. Failure to implement any corporate action.

g. Amounts received from Directors or relatives of Directors.

h. Details of applications made or any proceedings pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) and their status.

i. Details of differences between the valuation done at the time of One Time Settlement and the valuation done while taking loans from banks or financial institutions, along with the reasons thereof.

34. DIRECTORS' RESPONSIBILITY STATEMENT

As required by section 134(3)(c) of the Act, your Directors state and confirm that:

a. that in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;

b. that they have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit of the Company for the year ended on that date;

c. that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

d. that they have prepared the annual accounts on a 'going concern basis';

e. that they have laid down proper internal financial controls and such internal financial controls are adequate and operating effectively; and

f. that they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

35. MATERIAL CHANGES & COMMITMENTS

In accordance with Section 134(3)(l) of the Companies Act, 2013, there have been no material changes or commitments affecting the financial position of the Company between the end of the financial year and the date of this report.

36. MATERIAL ORDERS

Pursuant to Rule 8(5)(vii) of the Companies (Accounts) Rules, 2014, there were no significant or material orders passed by regulators, courts, or tribunals that would impact the Company's going concern status or its operations in the future.

37. CERTIFICATIONS

The Company has been awarded multiple prestigious certifications, underscoring our commitment to quality, sustainability, and safety in our operations. These certifications not only reflect our adherence to international standards but also reinforce our reputation as a trusted name in the industry. The details of our key certifications are as follows:

ISO 9001:2015 – Quality Management System

This certification confirms our compliance with ISO 9001:2015 standards for quality management, covering the processing, manufacturing, and export of natural stones, granite, marble, sandstones, and engineered quartz. It ensures our products consistently meet customer and regulatory requirements, demonstrating our commitment to continuous improvement and operational excellence.

ISO 14001:2015 – Environmental Management System

Awarded for our environmental management practices, the ISO 14001:2015 certification underscores our dedication to reducing environmental impact. It applies to our manufacturing and export operations, ensuring

BOARD'S REPORT

sustainable practices and resource efficiency.

ISO 45001:2018 – Occupational Health and Safety Management System

Our ISO 45001:2018 certification reflects our commitment to maintaining a safe and healthy workplace. It validates our efforts in managing and improving occupational health and safety, reducing workplace risks, and enhancing employee well-being.

GREENGUARD Certification

This certification verifies that our products meet stringent chemical emissions standards, contributing to healthier indoor environments. It is particularly significant for products used in construction, supporting indoor air quality.

Kosher Certification

The Kosher certification indicates that our products meet the dietary requirements of Jewish law, expanding our market reach to customers seeking Kosher-compliant products.

CE Marking

The CE marking on our products indicates conformity with health, safety, and environmental protection standards for products sold within the European Economic Area (EEA). It assures that our products meet European regulations, enabling confident marketability across Europe.

These certifications are a testament to our dedication to excellence and our commitment to delivering high-quality, safe, and sustainable products globally. We will continue to uphold these standards and pursue further improvements in our processes and products.

38. ACKNOWLEDGEMENT

The Board extends its heartfelt appreciation to all employees for their unwavering dedication and hard work. Their commitment has been pivotal in delivering exceptional value to our customers and stakeholders, driving our growth and success in a competitive market environment. We also express our sincere gratitude to our suppliers, customers, and business associates for their ongoing collaboration and trust. Their partnership is instrumental in achieving our strategic objectives and sustaining our operational excellence.

We gratefully acknowledge the invaluable guidance and support from our Statutory and Secretarial Auditors, whose expertise and diligence ensure our adherence to the highest standards of governance and accountability.

Lastly, we extend our thanks to our investors, clients, banks, government agencies, regulatory authorities, and stock exchanges for their continued confidence and support in our journey towards sustainable growth and shareholder value creation.

For and on behalf of the Board of Directors
For **Global Surfaces Limited**

Mayank Shah
Chairman and Managing Director
DIN:01850199

Place: Dubai
Dated: August 14, 2024

BOARD'S REPORT

Annexure 'I'

FORM NO. AOC - 1

(Pursuant to First Proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the Financial Statement of Subsidiaries/Associate Companies/Joint Ventures

PART "A": SUBSIDIARIES

(INR Millions)

Name of the Subsidiary	Global Surfaces Inc.	Global Surfaces FZE	Superior Surfaces Inc.
Date when subsidiary was acquired	19 May, 2021	31 March, 2022	05 May, 2023
Reporting period for the Subsidiary Concerned	April 01, 2023 to March 31, 2024	April 01, 2023 to March 31, 2024	April 01, 2023 to March 31, 2024
Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiary	US Dollar ($) INR 83.3828 = 1 USD	AED INR 22.712 =1 AED	US Dollar ($) INR 83.3828 = 1 USD
Share Capital	0.74	201.30	17.47
Reserves and Surplus	9.37	72.78	21.87
Total Assets	158.57	3409.78	161.71
Total Liabilities	148.46	3135.71	122.36
Investments	Nil	Nil	Nil
Turnover	613.25	573.45	193.71
Profit Before Taxation	3.72	55.74	27.4
Provision for Taxation	1.76	Nil	5.75
Profit After Taxation	1.96	55.74	21.64
Proposed Dividend	Nil	Nil	Nil
Extent of Shareholding (In Percentage)	99.90%	100%	50.00%

Note:

1. Name of Subsidiaries which are yet to commence operations: NA

2. Name of Subsidiaries which have been liquidated or sold during the year: NA

PART "B": ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129(3) of the Companies act, 2013 related to Associate Companies and Joint Ventures:

There is no Associate Company/Joint Venture as on March 31, 2024.

For and on behalf of the Board of Directors
For **Global Surfaces Limited**

MAYANK SHAH
Chairman and Managing Director
DIN:01850199
Place : Dubai

SWETA SHAH
Executive Director
DIN:06883764
Place : Jaipur

KAMAL KUMAR SOMANI
Chief Financial Officer
Place: Jaipur
Date: August 14, 2024

DHARAM SINGH RATHORE
Company Secretary
M. No.: A57411
Place : Jaipur

BOARD'S REPORT

Annexure 'II'

FORM NO. AOC - 2

(Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangement entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. **Details of contracts or arrangements or transactions not at arm's length basis:** Not Applicable

(a) Name(s) of the related party and nature of relationship:

(b) Nature of contracts/arrangements/transactions:

(c) Duration of the contracts/arrangements/transactions:

(d) Salient terms of the contracts or arrangements or transactions including the value, if any:

(e) Justification for entering into such contracts or arrangements or transactions:

(f) Date(s) of approval by the Board:

(g) Amount paid as advances, if any:

(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188:

2. **Details of material contracts or arrangement or transactions at arm's length basis:**

Name(s) of the related party and nature of relationship	Nature of contracts / arrangements/ transactions	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board,if any	Amount paid as advances, if any
Global Surfaces Inc.	Sales	1(One) year	Based on Arm's Length and in ordinary course of business Rs. 579.81 Mn.	May 29, 2023	Not Applicable

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Related Party Transaction Policy of the Company "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, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

For and on behalf of the Board of Directors
For **Global Surfaces Limited**

Mayank Shah
Chairman and Managing Director
DIN:01850199

Place: Dubai
Dated: August 14, 2024

BOARD'S REPORT

Annexure 'III'
Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2024
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
GLOBAL SURFACES LIMITED
PA-10-006 ENGINEERING AND RELATED INDUS SEZ,
MAHINDRA WORLD CITY TEH- SANGANER RAJASTHAN 302037

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. GLOBAL SURFACES LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our Opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by company for the financial year ended on 31st March, 2024 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign DirectInvestment, Overseas Direct Investment and External Commercial borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;

d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations,2021;

e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;Not-Applicable to the company during the review period

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. Not-Applicable to the company during the review period

i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified with effect from December 1, 2015;

(vi) We have also examined compliance with the applicable clauses of the following:

(a) Secretarial Standards pursuant to section 118(10) of the Act, issued by the Institute of Company Secretaries of India.

(b) Listing Agreements entered into by the Company with BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE) as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Corporate Overview
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BOARD'S REPORT

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of executive directors, non-executive directors and independent directors including one woman director.

There were no changes in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has

(i) During the period under review 95,00,000 (Ninety-Five Lakh Only) convertible warrants at a of 210/- (Rupees Two Hundred Ten Only) per warrant, including a premium of Rs. 200/- (Rupees Two Hundred Only) per warrant, convertible into equivalent number of equity shares of face value Rs. 10/- (Rupees Ten) each ranking pari-passu with existing equity shares of the Company, in respect of which 25% of the total consideration payable against each warrant(s) has been received from the respective allottees and the details of the same are as under:

Sl. No.	Name of Allottee(s)	Number of Convertible Warrants allotted	Category
1.	Mayank Shah	20,00,000	Promoter
2.	Sweta Shah	5,00,000	Promoter Group
3.	Minerva Ventures Limited	20,00,000	Non-Promoter
4.	Arrow Emerging Opportunities Fund Limited	15,00,000	Non-Promoter
5.	Ariston Capital Limited	5,00,000	Non-Promoter
6.	Ebene Global Opportunity Fund	10,00,000	Non-Promoter
7.	Forbes EMF	20,00,000	Non-Promoter
TOTAL		**95,00,000**	

(ii) During the Period under review Mr. Aseem Sehgal resigned from the post of Company Secretary and Compliance Officer and Key Managerial Person (KMP) effective form 29/01/2024.

We further report that having regard to compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

i) The Factories Act, 1948;

ii) The Petroleum Act, 1934 and the rules made there under;

iii) The Environment Protection Act, 1986 and the rules made there under;

iv) The Water (Prevention and Control of Pollution) Act, 1974 and the rules made there under; and

v) The Air (Prevention and Control of Pollution) Act, 1981 and the rules made there under

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated laws.

For **Mukul Dusad and Associates**

Place: JAIPUR
Date: 20/07/2024

Sd/-
CS Mukul Dusad
Practicing Company Secretary
M.No.: A60067
CP.No.: 22589
Firm.No.: S2019RJ707900
Peer Review No.: 3006/2023
UDIN: A060067F000785154

This report is to be read along with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

BOARD'S REPORT

ANNEXURE – A

To,
The Members,
GLOBAL SURFACES LIMITED
PA-10-006 ENGINEERING AND RELATED INDUS SEZ,
MAHINDRA WORLD CITY TEH- SANGANER RAJASTHAN 302037

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Mukul Dusad and Associates**
Place: JAIPUR
Date: 20/07/2024

CS Mukul Dusad
Practicing Company Secretary
M.No.: A60067
CP.No.: 22589

Firm.No.: S2019RJ707900
Peer Review No.: 3006/2023
UDIN: A060067F000785154

BOARD'S REPORT

Annexure 'IV'

ANNUAL REPORT ON CSR ACTIVITES

[Pursuant to Section 135 of the Companies Act, 2013 read withRule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended)]

1. A brief outline on CSR Policy of the Company:

The Company has a long and cherished tradition of commendable initiatives, institutionalized programmes and practices of Corporate Social Responsibility which have played a laudable role in the development of several under developed people. Our CSR activities are essentially guided by project-based approach in line with the guidelines issued by the Ministry of Corporate Affairs of the Government of India. During the financial year the Company has done CSR activities in Preventive Health Care, animal welfare, special Education and Vocational Skills.

Through its social investments, Global Surfaces Limited Group's addresses the needs of communities residing in the vicinity of its facilities by taking sustainable initiatives in the areas of health, education, animal welfare and community development and response to natural calamities. For society, however, Global Surfaces is more than a corporate identity. It is a catalyst for social empowerment and the reason behind the smiles that light up a million faces.

The Board has adopted a CSR policy which act as guiding principle for CSR Committee for undertaking CSR activities and inter-alia lays down the objectives, requirements for composition of the Committee, the broad parameters of role and responsibilities of CSR Committee, the broad parameters of CSR activities etc.

2. Composition of CSR Committee:

Sl. No.	Name of the Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Dinesh Kumar Govil (DIN: 02402409)	(Chairman) Independent Director	01	01
2	Mr. Yashwant Kumar Sharma (DIN: 08686725)	(Member) Independent Director	01	01
3	Mrs. Sweta Shah (DIN: 06883764)	(Member) Director	01	01

3. Web-link(s) where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company

Composition of the CSR committee shared above and is also available on the Company's website on: https://www.unominda.com/investor/board-committees

CSR policy & projects: https://globalsurfaces.in/company-policies/

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8 –

Impact assessment of CSR projects in terms of sub-rule (3) of Rule 8 of The Companies (Corporate SocialResponsibility Policy) Rules, 2014 is not applicable.

5. Average Net Profit and CSR Obligations

Sl. No.	Particulars	Amount (in Rs. Lacs)
(a)	Average net profit of the Company as per sub- section (5) of section 135	3,136.30
(b)	Two Percent of average net profit of the Company as per sub- section (5) of section 135	62.73
(c)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	Nil

BOARD'S REPORT

Sl. No.	Particulars	Amount (in Rs. Lacs)
(d)	Amount required to be set-off for the financial year, if any	Nil
(e)	Total CSR obligation for the financial year [(b)+(c)-(d)]:	62.73

6. Details of amount spent/unspent and amount available for set-off, if any

Sl. No.	Particulars	Amount (in Rs. Lacs)
(a)	Amount spent on CSR Projects (both ongoing Project and other than ongoing Project)	62.73
(b)	Amount spent in Administrative Overheads	Nil
(c)	Amount spent on Impact Assessment, if applicable	Nil
(d)	Total amount spent for the Financial Year [(a)+(b)+(c)]:	62.73*

(e) CSR amount spent or unspent for the Financial Year

Total Amount Spent for the Financial Year (in Rs. Lacs)	Amount unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of Section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
62.73*	-	-	PM Cares	5.10	28-05-2024

*Note: During the financial year under review, the Company contributed/spent the entire amount of Rs. 62.73 Lacs for CSR expenditure. However, certain contributions made to some trust(s)/association(s) did not qualify into CSR expenditure due to non-receipt of CSR-1 registration. In compliance of provisions of section 135 of the Companies Act, 2013, the Company has transferred the shortfall amount to the "PM Cares" fund specified under schedule VII.

(f) Excess amount for set-off, if any:

Sl. No.	Particulars	Amount (in Rs. Lacs)
(i)	Two Percent of average net profit of the Company as per sub-section (5) of section 135	62.73
(ii)	Total amount spent for the Financial Year	62.73
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects orprogrammes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

7. Details of Unspent CSR amount for the preceding three financial years

Sl. No.	Preceding Financial Year.	Amount Transferred to Unspent CSR Account under section135(6) (in Rs.)	Balance Amount in Unspent CSR Account under sub- section (6) of section 135 (in Rs.)	Amount spent In the Financial year (in Rs.).	Amount transferred to a fund as Specified under Schedule VII as per section135(5), if any.		Amount remaining To be spent insucceeding financial years.(in Rs.)	Deficien-cy, if any
					Amount (in Rs.)	Dateof Transfer		
1.	2020-21	Nil	Nil	NA	Nil	NA	Nil	
2.	2021-22	Nil	Nil	NA	Nil	NA	Nil	
3.	2022-23	Nil	Nil	NA	Nil	NA	Nil	

8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year.If Yes, enter the number of Capital assets created/acquired:** Not Applicable

BOARD'S REPORT

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable

Sl. No.	Short particulars of the property or asset(s) [includingcomplete address and location of the property]	Pin Code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/Authority/beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
(1)	(2)	(3)	(4)	(5)			
-	-	-	-	-		-	

9. Specify the reason(s), if the Company hasfailed to spend two percent of the average net profit as per Section 135(5):

During the financial year under review, the Company contributed/spent the entire amount of Rs.62.73 Lacs for CSR expenditure. However, certain contributions made to some trust(s)/association(s) did not qualify into CSR expenditure due to non-receipt of CSR-1 registration. In compliance of provisions of section 135, the Company has transferred the shortfall amount to the "PM Cares" fund specified under schedule VII.

For and on behalf o f the Board of Directors
of **GLOBAL SURFACES LIMITED**

	Mayank Shah	**Yashwant Kumar Sharma**
	(ManagingDirector)	*(Member - CSR Committee*)*
	(DIN: -01850199)	DIN: 08686725
Dated: August 14, 2024	Place: Dubai	Place: Torronto, Canada

**Mr. Yashwant Kumar Sharma was appointed as Chairman for the CSR Committee meeting held on August 14, 2024*

BOARD'S REPORT

Annexure 'V'

PARTICULARS ON CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

(As per Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014)

(A) Conservation of Energy

(i) Steps taken or impact on conservation of energy

The Company is continuously engaged in the process of energy conservation & strives to make the plant energy efficient. Energy conservation dictate show efficiently a Company can conduct its operations and reduce the cost of production there by increasing the profitability benefitting the Company as well as its customer.

The Company recognize the importance of energy conservation in decreasing the deleterious effects of global warming and climate change. The Company has undertaken various energy efficient practices and is committed to become an environment friendly organisation:

- plants are equipped with high energy efficiency motors and variable frequency drives.
- continuous monitoring of power factor.
- Inverter drives fixed wherever required.
- training and awareness programmes for employees were conducted for reducing energy waste.

(ii) The steps taken by the Company for utilising alternate sources of energy

- Use of roof mounted self-driven ventilator in plant thereby enabling substantial saving in electrical energy. Roof mounted self-driven ventilators work on wind assisted ventilation.
- Use of roof mounted Solar power penal at both the plant for captive consumption of electricity at Plants which resulted in clean and green energy
  - At SEZ Unit - Solar energy (1Mega watt) being installed and used (approx. 170000 units per month);
  - At Bagru Unit - Solar energy (420 KW) being installed and used (approx. 45000-54000 units per month)

(iii) The capital investment on energy conservation equipment

During the current financial year, the Company has incurred capital expenditure on the following energy conservation equipment:

Description	Amount Spent (Rs.)
Inverter drives and Capacitor banks	3,00,000

(B) Technology Absorption

(i) Efforts made towards technology absorption:

The Company realizes that in order to stay competitive and avoid obsolescence, it will have to invest in technology a cross multiple product line and have to introduce the new products in line with the demand of the customers. Hence, the Company is making every effort to develop products to meet the changing demand of the public at large.

The Company lays greater emphasis on technology absorption and innovations as the Company is engaged in the business marked with rapid technology changes and obsolescence. The Company strives to keep pace with the rapid changes adopt new technologies periodically to be in line with competitive market conditions. The Company continuously strives to adopt latest technology for improving productivity, quality and reducing consumption of scarce raw material, energy and other inputs. Our Technical team visits international markets to understand and explore the possibility of using such latest technology in production and processing of our products.

During the current financial year, the Company has imported "printing technology" on Quartz slabs. It is very new and one of its kind.

(ii) Benefits Derived like product improvement, cost reduction, product development or import substitution:

The Company is amongst the very few market players in India who have adopted the one of its kind and latest printing technology. By using the latest printing technology, the Company will be able to add value to its product. As compared to traditional quartz, printed quartz offers a much broader range of design options, closely mirroring natural stones. The new technology ensures consistent design throughout the entire slab.

BOARD'S REPORT

(iii) In case of Imported Technology (imported during the last three years reckoned from the beginning of the financial year):

Sl. No.	Particular	2023-24	2022-23	2021-22
A	The details of technology imported	Printing on quartz slabs	None	
B	The year of import	2023-24		
C	Whether the technology has been absorbed?	Yes		
d	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof and	NA		

(iv) Expenditure incurred on Research and Development:

The company undertakes from time-to-time studies for process improvement, plant design development to improve quality and performance of its products to substitute important material and components and to economics the production cost. Based on these studies appropriate actions are taken to achieve these goals. In absence of a separate research & development department, it is difficult to quantify the entire amount spent on research & development. However, during the current financial year, the following expenditure has been specifically incurred on Research & Development related activities:

Sl. No.	Particulars for FY 2023-24	Amount in Rs.
a)	Capital Expenditure	5,00,000
b)	Recurring Expenditure	2,00,000
	Total	**7,00,000**
d)	Total R&D expenditure as percentage of total turnover (standalone).	0.04%

(C). FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars	FY 2023-24
Foreign Exchange Earning	1684.23
Foreign Exchange Outgo (includes CIF Values of Import and Expenditure in Foreign Currency)	119.19

BOARD'S REPORT

Annexure 'VI'

DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READWITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

PARTICULAR OF EMPLOYEES

(i) **The percentage increase in the remuneration of each Director and the ratio of the remuneration of each Director to the median remuneration of the employees of the Company:**

Sl. No.	Name of the Directors	Designation	Remuneration for the financial year 2023-24 (₹inMillions)	% increase of the remuneration in financial year 2023-24	Ratio of remuneration to median remuneration of the employees
1	Mr. Mayank Shah (DIN: 01850199)	Chairman and Managing Director	23.18	22% approx.	95.47
2	Mrs. Sweta Shah (DIN: 06883764)	Executive Director	6.96	Nil	28.66
3	Mr. Ashish Kumar Kachawa (DIN: 02530233)	Non-Executive Director	--	Nil	--
4	Mr. Dinesh kumar Govil (DIN: 02402409)	Independent Director	--	Nil	--
5	Mr. Yashwant Kumar Sharma (DIN: 08686725)	Independent Director	--	Nil	--
6	Mr. Sudhir Baxi (DIN: 00092322)	Independent Director	--	Nil	--

Note:

- Mr. Mayank Shah's Remuneration of ₹ 23.18 Million includes an amount of ₹ 9 Million received from Global Surfaces FZE, a wholly owned subsidiary of the Company.
- Independent Directors were paid sitting fees for attending the Meetings of Board and Committees.

(ii) The median remuneration of the employees of the Company as on March 31, 2024 was Rs. 2.42 Lakhs.

(iii) **The percentage increase in the remuneration of KMP:**

Sl. No.	Name of the KMPs	Designation	Remuneration for the financial year 2023-24 (₹inMillions)	% increase of the remuneration in financial year 2023-24	Ratio of remuneration to median remuneration of the employees
1	Mr.Rajesh Gattani*	Chief Financial Officer	2.62	Nil	6.01
2	Mr. Kamal Kumar Somani	Chief Financial Officer	1.92	NA	7.91
6	Mr.Assem Sehgal#	Company Secretary and Compliance Officer	0.93	Nil	3.83

*Mr. Rajesh Gattani, Chief Financial Officer of the Company has resigned with effect from July 04, 2023.

#Mr. Aseem Sehgal, Company Secretary and Compliance Officer resigned with effect from January 29, 2024

(iv) The percentage increased in the median remuneration of employees in the financial year (2023-24) is 8% approximately

(v) The total number of permanent employees on the rolls of the Company: 247

(vi) The average percentile increase already made in the salaries of the employees other than the managerial personnel in the financial year and its comparison with the percentile increase in the managerial remuneration and justification there of and point out if there are any exceptional circumstances for increase in the remuneration.

- Average increase in the remuneration of all employees excluding KMP is 15% approximately
- Average increase in the remuneration of KMP is NIL
- Increase in salary is based on the Company's performance, individual performance, inflation, prevailing industry trends, benchmarks and pandemic situation.

(vii) It is hereby affirmed that the remuneration is as per the remuneration policy of the Company.

CORPORATE GOVERNANCE REPORT

Your Company has a defined policy framework for ethical conduct of businesses. We believe that Corporate Governance is a value-based framework to manage the affairs of the Company in a fair, ethical and transparent manner, which goes beyond the practices enshrined in the laws. Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success, and we remain committed to maximizing stakeholder's value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all.

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

At Global Surfaces Limited (hereinafter also referred as "Global"), we feel proud to belong to a Company whose visionary founder laid the foundation stone for good governance long back and made it an integral principle of the business. Corporate Governance has been a continuous journey and the business goals of the Company are aimed at the overall well- being and welfare of all the constituents of the system. Corporate Governance shows a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. The objective is to meet stakeholder's aspirations and societal expectations. Good governance practices generate from the dynamic culture and positive mindset of the organization. This is described in shareholder returns, high credit ratings, governance processes and an entrepreneurial performance focused work environment.

Your Company is committed to conduct its business based on the highest standard of corporate governance and in compliance with the applicable laws, rules, regulations and statutes. Your company believes in building and retaining the trust of its stakeholders by placing special emphasis on formulation and compliance of principles of Corporate Governance. Global, being a value-driven organization for all the stakeholders, it has always worked towards building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principle of good Corporate Governance viz. integrity, equity, transparency, fairness, disclosure, accountability and commitment to values. These main drivers together with the Company's outgoing contribution to the local communities through meaningful corporate social responsibility initiatives will play a pivotal role in fulfilling our vision to be the most admired and competitive Company in our industry and our mission to create the value for all our stakeholders. These practices have been followed since inception and have led to the sustained growth of the Company.

At Global, it is our belief that as we move closer towards our aspirations of becoming a stupendous corporation, our Corporate Governance standards must be planetary benchmarked. This gives us the confidence of having put in the right building blocks for future growth and ensuring that we achieve our ambitions in a prudent and sustainable manner.

BOARD OF DIRECTORS

A Board of Directors ('Board') is essentially a panel of people who are elected to represent shareholders. At Global, we believe that an active and well-informed Board is necessary to ensure highest standards of corporate governance. All statutory and other significant and material information are placed before the Board to enable it to discharge its fiduciary duties keeping in mind the interests of all its stakeholders and the Company's corporate governance philosophy.

SIZE AND COMPOSITION OF BOARD

At Global, the Board of Directors has an optimum combination of Executive and Non-Executive Directors including Independent Directors. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter "SEBI (LODR) Regulations, 2015") mandates that for a Company with an Executive Chairman, at least one-half of the Board should be Independent Directors. As on March 31, 2024, our Board consists of six directors out of which two are Executive; one is Non-Executive Non-Independent and while remaining three are Non-Executive Independent Directors. The above composition comprises of One Woman Executive Director.

CORPORATE GOVERNANCE REPORT

The Composition of the Board, category of Directors and details of other Directorships and Committee memberships as on March 31, 2024, is given as follows:

Name of Director	Director Identification Number (DIN)	Category	Designation	No. of Directorship in Other Companies#	No. of Committees position in other Companies*	
					Chairperson	Member
Mr. Mayank Shah	01850199	Executive Director and Promoter	Chairman and Managing Director	Nil	Nil	Nil
Mrs. Sweta Shah	06883764	Executive Director and Member of Promoter Group	Director	Nil	Nil	Nil
Mr. Dinesh Kumar Govil	02402409	Non-Executive Independent Director	Director	05	05	05
Mr. Yashwant Kumar Sharma	08686725	Non-Executive Independent Director	Director	Nil	Nil	02
Mr. Sudhir Baxi	00092322	Non-Executive Independent Director	Director	01	Nil	02
Mr. Ashish Kumar Kachawa	02530233	Non- Executive Director	Director	02	Nil	Nil

*Committees considered are Audit Committee and Stakeholders' Relationship Committee, including that of your Company.

It includes Private Limited and listed or unlisted Public Limited Companies and excludes Directorships in all other Companies including foreign, and Section 8 companies.

Name of the other listed entities where such director is a director as on March 31, 2024:

Name of Director	CIN & Name of the other listed entities where he/she is a director	Category of Directorship
Mr. Mayank Shah	-	-
Mrs. Sweta Shah	-	-
Mr. Dinesh Kumar Govil	L29308RJ1992PLC006870 Gravita India Limited	Non-Executive - Independent Director
Mr. Yashwant Kumar Sharma	-	-
Mr. Sudhir Baxi	-	-
Mr. Ashish Kumar Kachawa	-	-

Notes on Board Composition:

- None of the Independent Director of the company serves as a Whole-Time Director of any other listed company.
- None of the Independent Director of the company is a director in more than seven listed companies and serving as director of more than 10 public companies.
- None of the Director of the Company is a director of more than 20 Companies (including Public and Private) or director of more than 10 public companies.
- None of the Directors of the Company is a member in more than 10 committees of public limited companies nor act as a chairperson of more than 5 committees across all listed entities in terms of Regulation 26(1) of SEBI (LODR) Regulations, 2015.

There is no inter-se relationship between the Board members except Mrs. Sweta Shah (DIN:06883764) who is Spouse of Mr. Mayank Shah (DIN:01850199).

The Non-Executive & Independent Directors don't hold any shares and convertible instruments.

The independent directors have confirmed that they meet the criteria of independence as required under

CORPORATE GOVERNANCE REPORT

the Companies Act, 2013 and Regulation 16 (1) (b) of SEBI (LODR) Regulations, 2015. The Board of Directors is of the opinion that the Independent Directors fulfill the conditions specified in SEBI (LODR) Regulations, 2015 and are Independent of the Management.

The shareholders at their General Meeting held from time to time have approved the appointment of Independent Directors for a fixed tenure not exceeding as prescribed under the Companies Act, 2013. The Company issued letter of appointment to all its Independent Directors as per Schedule IV to the Companies Act, 2013 and the terms and conditions of such appointment have been disclosed on the website of the Company at https://globalsurfaces.in/disclosures-under-regulation-46-of-sebi-lodr/

The Board, Nomination and Remuneration Committee consider, inter alia, key qualifications, skills, expertise and competencies, whilst recommending to the Board the candidature for appointment of a Director. In case of appointment of Independent Directors, the Board, Nomination and Remuneration Committee satisfies itself about the independence of the Directors vis-à-vis the Company to enable the Board to discharge its functions and duties effectively. The Board, Nomination and Remuneration Committee ensures that the candidates identified for appointment as Directors are not disqualified for appointment under section 164 and other applicable provisions of the Companies Act, 2013 and SEBI Regulations and that they have not been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory or regulatory authority.

During the year, under review, no Independent Director has resigned from the Company.

SKILLS/COMPETENCE/EXPERTISE OF THE BOARD OF DIRECTORS

As per the sub clause (h) of clause 2 of part C of Schedule V of SEBI (LODR) Regulations, 2015, the Board has identified the following list of core skills/expertise/competencies required in the context of the Company's business and affairs of the Company for it to function effectively and the same are available with the Board. The Board has inter-alia the following attributes:

Nature of skill/competence/experience identified by the Board as required and those actually available with the Boards	Mr. Mayank Shah	Mrs. Sweta Shah	Mr. Dinesh Kumar Govil	Mr. Yashwant Kumar Sharma	Mr. Sudhir Baxi	Mr. Ashish Kumar Kachawa
Leadership/Operational Experience	√	√				
Strategy and Planning	√	√	√	√	√	√
Industry Experience, Research & Development and Innovation	√	√	√	√	√	√
Global Business	√	√	√	√	√	√
Corporate Governance	√	√	√			
Financial, Regulatory/ Legal and Risk Management	√	√	√			

The details of familiarization programmes imparted to Independent Directors are posted on the website of the Company and can be accessed at https://globalsurfaces.in/wp-content/uploads/documents/Company-Policies/Familiarisation_Programme.pdf

ATTENDANCE OF DIRECTORS AT BOARD MEETING AND AGM

The Board meets once every quarter to review the quarterly financial results and other items of the agenda and if necessary, additional meetings are held as and when required. The intervening gap between the meetings was within the period prescribed under Regulation 17(2) of the SEBI (LODR) Regulations, 2015, Companies Act, 2013 and Secretarial Standard-1 issued by ICSI. During the year under review, 08 (Eight) Board meetings were held. The date of the Board meetings and attendance of Directors there at and at the last Annual General Meeting (AGM) are as follows:

Name of the Directors	Date of Board Meetings and Attendance there at								Attendance at 32nd AGM held on September 20, 2023
	06.04.2023	29.05.2023	14.08.2023	30.09.2023	19.10.2023	08.11.2023	04.12.2023	10.02.2024	
Mr. Mayank Shah	√	√	√	√	√	√	√	√	√
Mrs. Sweta Shah	√	√	√	√	√	√	√	√	√

CORPORATE GOVERNANCE REPORT

Name of the Directors	Date of Board Meetings and Attendance there at								Attendance at 32nd AGM held on September 20, 2023
	06.04. 2023	29.05. 2023	14.08. 2023	30.09. 2023	19.10. 2023	08.11. 2023	04.12. 2023	10.02. 2024	
Mr. Dinesh Kumar Govil	√	LOA	√	√	√	√	√	√	√
Mr. Yashwant Kumar Sharma	√	√	√	√	√	√	√	√	√
Mr. Sudhir Baxi	√	√	√	LOA	√	√	√	√	√
Mr. Ashish Kumar Kachawa	LOA	√	√	LOA	√	LOA	LOA	LOA	√

√ Attended; LOA – Leave of absence

AVAILABILITY OF INFORMATION TO THE BOARD MEMBERS

The Board possesses unrestricted access to all company-related information, including employee details. During Board meetings, managers and representatives who can provide additional insights into the discussed items are invited to participate. Regular updates to the Board encompass, among other things, the Annual Budget, Collaborations, Investments, significant transactions involving Subsidiary Companies, Quarterly Results, Financial Performance Analysis, Minutes of Meetings of Subsidiary Companies, Minutes of the Audit Committee and other Board committees, the status of statutory compliances, and other critical information.

Moreover, all information pertinent to the Company, as mandated by SEBI (LODR) Regulations, 2015, is made available to the Board.

MEETING OF INDEPENDENT DIRECTORS

During the year under review, the Independent Directors met on January 27, 2024 inter alia, to discuss:

- Review of the performance of Non-Independent Directors and the Board of Directors as a whole.
- Review of the performance of the Chairman of the Company taking into account the views of the Executive and Non-Executive Directors.
- Assess the quality, content and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS AND SENIOR MANAGEMENT

In compliance with Regulation 26(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has framed and adopted Code of Conduct ('the Code'). The code is applicable to all Directors, Independent Directors and Senior Management of the Company.

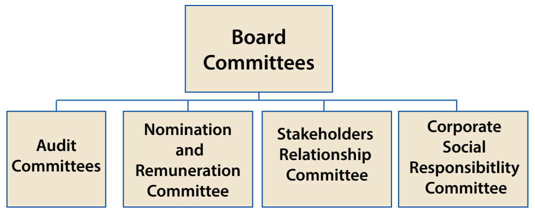
The code of conduct has been circulated to all the members of the Board and Senior Management Personnel and they have affirmed their compliance with the said code of conduct for the financial year ended on March 31, 2024. The code of conduct has been posted on the Company's website: https://globalsurfaces.in/company-policies

This code ensures compliance with the provisions of Regulation 17(5) of the SEBI (LODR) Regulations, 2015. A declaration to this effect signed by Mr. Mayank Shah, Chairman and Managing Director of the Company stating that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct is annexed as Annexure A to this Corporate Governance Report.

BOARD COMMITTEES

The Committees of the Board play an important role in the governance, focus on specific areas and make informed decisions within the delegated authority. Majority of the members constituting the Committees are Independent Directors. The recommendations, observations and decisions of the Committees are placed before the Board for information and approval. During the year under review, all recommendations of the Committees were accepted by the Board.

The Board has four Committees namely Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee.



AUDIT COMMITTEE

The Audit Committee is governed by and constituted in line with the regulatory requirements mandated by Companies Act, 2013 and Regulation18 of the SEBI (LODR) Regulations, 2015. The primary objective of

CORPORATE GOVERNANCE REPORT

the Committee is to monitor and provide an effective supervision of the management's financial reporting process, to ensure accurate and timely disclosures, with the highest level of transparency, integrity and quality of financial reporting.

Terms of reference and role of the Audit Committee inter-alia includes the matters specified under section 177(4) of the Companies Act, 2013 read with the rules made thereunder and Part-C of Schedule II of SEBI (LODR) Regulations, 2015, which are as follows:

1. oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. approve payment to statutory auditors for any other services rendered by the statutory auditors;
4. review, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
   a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
   b) changes, if any, in accounting policies and practices and reasons for the same;
   c) major accounting entries involving estimates based on the exercise of judgment by management;
   d) significant adjustments made in the financial statements arising out of audit findings;
   e) compliance with listing and other legal requirements relating to financial statements;
   f) disclosure of any related party transactions;
   g) modified opinion(s) in the draft audit report;
5. review, with the management, the quarterly financial statements before submission to the board for approval;
6. review, with the management, the statement of uses / application of funds raised through an issue(public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutional placement, and making appropriate recommendations to the board to take up steps in this matter;
7. review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Subject to and conditional upon approval of our Board, approval of related party transactions or subsequent modifications thereto. Such approval can be in the form of omnibus approval of relatedparty transactions, subject to conditions not inconsistent with the conditions specified in Regulation23(2) and Regulation 23(3) of the SEBI LODR Regulations;
9. Subject to review by our Board, review on quarterly basis, of related party transactions entered into by our Company pursuant to each omnibus approval given pursuant to 6 above;
10. scrutinize inter-corporate loans and investments;
11. valuation of undertakings or assets of the Company, wherever it is necessary;
12. evaluation of internal financial controls and risk management systems;
13. review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
14. review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverageand frequency of internal audit;
15. discussion with internal auditors of any significant findings and follow up there on;
16. review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
17. discussion with statutory auditors before the audit commences, about the nature and scope of auditas well as post-audit discussion to ascertain any area of concern;
18. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders,shareholders (in case of non-payment of declared dividends) and creditors;

CORPORATE GOVERNANCE REPORT

19. to review the functioning of the whistle blower mechanism;
20. Oversee the procedures and processes established to attend to issues relating to the maintenance of books of accounts, administrations procedures, transactions and other matters having a bearing onthe financial position of our company, whether raised by the auditors or by any other person;
21. Act as a compliance committee to discuss the level of compliance in our Company and any associated risks and to monitor and report to the Board on any significant compliance breaches;
22. Approve the appointment of chief financial officer (i.e the whole-time Finance Director or any otherperson heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
23. Oversee the vigil mechanism established by our Company and the chairman of audit committee shall directly hear grievances of victimization of employees and directors, who use vigil mechanism to report genuine concerns; and
24. Carrying out any other function as is mentioned in the terms of reference of the audit committee and any other terms of references as may be decided by the board of directors of our company or specified/ provided under the Companies Act, 2013 or by the SEBI LODR Regulations or by anyother regulatory authority.
25. Review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing.
26. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

In addition, the Audit Committee is also empowered to carry out any other function as may be decided by the Board and/or specified/provided under the Companies Act, the Listing Regulations, as amended from time to time or by any other regulatory authority.

COMPOSITION, MEETINGS AND ATTENDANCE

The Committee's composition is in line with the requirements of section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015. All the members of the Committee are Independent Directors. The Committee comprises Mr. Dinesh Kumar Govil, Independent Director as the Chairperson, Mr. Yashwant Kumar Sharma, Independent Director and Mr. Sudhir Baxi, Independent Director as members as on March 31, 2024. The Company Secretary acts as Secretary to the Committee.

During the year under review, the Committee met 5 (Five) times i.e., May 29, 2023, August 14, 2023, September 29, 2023, November 08, 2023 and February 10, 2024. The Chairman of the Audit Committee was present in the last Annual General Meeting of the Company held on September 20, 2023, inter-alia to answer the shareholder queries.

The composition, category of the Committee members and attendance of the members at the meetings of the Committee are as under:

Name of the Committee Members	Category	Attendance of the Committee members at the Committee Meetings				
		May 29, 2023	August 14, 2023	September 29, 2023	November 08, 2023	February 10, 2024
Mr. Dinesh Kumar Govil	Chairperson	LOA	√	√	√	√
Mr. Yashwant Kumar Sharma	Member	√	√	√	√	√
Mr. Sudhir Baxi	Member	√	√	√	√	√

√ Attended; LOA – Leave of absence

All the recommendations made by the Audit Committee during the year under review, were accepted by the Board of Directors.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee's constitution is in compliance with provisions of the section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015.

Terms of reference and role of the Nomination and Remuneration Committee ('NRC') inter-alia includes the matters specified under section 178 of the Companies Act, 2013 read with the rules made thereunder and Part-D of Schedule II of SEBI (LODR) Regulations, 2015,

CORPORATE GOVERNANCE REPORT

which are mentioned as follows:

- Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for directors, KMPs and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors and its committees;
- Devising a policy on diversity of board of directors;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights;
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Decide the amount of Commission payable to the Whole-Time Directors;
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc; and
- To formulate and administer the Employee Stock Option Scheme.

In addition, to the above terms of reference, the NRC is also empowered to carry out any other function as may be decided by the Board and/or specified/provided under the Companies Act, the Listing Regulations, as amended from time to time or by any other regulatory authority.

Composition, Meetings and attendance

All the members of the Committee are Independent Directors. The Committee comprises Mr. Dinesh Kumar Govil, Independent Director as the Chairperson, Mr. Yashwant Kumar Sharma, Independent Director and Mr. Sudhir Baxi, Independent Director as members as on March 31, 2024.

During the year under review, the Committee met 3 (three) times i.e., May 29, 2023, August 14, 2023, September 29, 2023. The Composition, Category of Committee members and attendance of members at the meetings.of the Committee are as under:

Name of the Committee Members	Category	Attendance of the Committee members at the Committee Meetings		
		May 29, 2023	August 14, 2023	September 29, 2023
Mr. Dinesh Kumar Govil	Chairperson	LOA	√	√
Mr. Yashwant Kumar Sharma	Member	√	√	√
Mr. Sudhir Baxi	Member	√	√	√

√ Attended; LOA – Leave of absence

Criteria for performance evaluation

As per the provisions of the SEBI (LODR), Regulations, 2015, the Nomination and Remuneration Committee (the "Committee") has laid down the evaluation criteria for performance evaluation of Independent Directors. The manner for performance evaluation of Directors (including Independent Directors) and Board as whole has been covered in the Board's Report.

The Nomination and Remuneration Committee has devised a criteria for evaluation of the performance of the Directors including the Independent Directors. The said criteria provide certain parameters like attendance, acquaintance with business, communication inter se between Board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, benchmarks established by global peers etc., which is in compliance with applicable laws, regulations and guidelines.

STAKEHOLDERS RELATIONSHIP COMMITTEE

In compliance with the provisions of section 178 of the Companies Act, 2013 & Regulation 20 of SEBI (LODR) Regulations, 2015 the Board has constituted the Stakeholders Relationship Committee.

CORPORATE GOVERNANCE REPORT

Terms of reference and role of the Stakeholders Relationship Committee ('SRC') inter-alia includes the matters specified under section 178 of the Companies Act, 2013 read with the rules made thereunder and Part-D of Schedule II of SEBI (LODR) Regulations, 2015, which are mentioned as follows:

- Redressal of shareholders' and investors' complaints, including and in respect of

- Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized.

- Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/ dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.

- Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
- Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investors' grievances.
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.

In addition, to the above terms of reference, the SRC is also empowered to carry out any other function as may be decided by the Board and/or specified/provided under the Companies Act, the Listing Regulations, as amended from time to time or by any other regulatory authority.

Composition, Meetings and attendance

All the members of the Committee are Independent Directors. The Committee comprises Mr. Dinesh Kumar Govil, Independent Director as the Chairperson, Mr. Yashwant Kumar Sharma, Independent Director and Mr. Sudhir Baxi, Independent Director as members as on March 31, 2024. The Committee is headed by Mr. Dinesh Kumar Govil, Non-Executive Independent Director.

During the year under review, the Committee met once on January 27, 2024. The composition, category the Committee and attendance of the members at the meeting of the Committee are as under:

Name of the Committee Members	Category	Attendance of the Committee members at the Committee Meetings
		January 27,2024
Mr. Dinesh Kumar Govil	Chairperson	√
Mr. Yashwant Kumar Sharma	Member	√
Mr. Sudhir Baxi	Member	√

√ Attended; LOA – Leave of absence

Name and Designation of the Compliance Officer

Name: Mr. Aseem Sehgal* (upto January 29, 2024); Mr. Dharam Singh Rathore (w.e.f. April 29, 2024)

Designation: Company Secretary & Compliance Officer

Address: Global Surfaces Limited

PA-10-006, ENGINEERING AND RELATED INDUS SEZ, MAHINDRA WORLD CITY TEH-, SANGANER, Rajasthan, India, 302037

Email: cs@globalsurfaces.in

Phone: 0141-7191000

*Mr. Aseem Sehgal, resigned from the position of Company Secretary and Compliance Officer of the Company with effect from close of business hours of January 29, 2024.

Investor Complaint:

The Company and share transfer agent have received 3 complaints during the year under review. All the complaints were resolved to the satisfaction of shareholders within a reasonable time from its receipt.

Number of Complaints received during the year: 3

Number of Complaints not solved to the satisfaction of shareholders: Nil

Number of pending Complaints as at 31 March 2024: Nil

CORPORATE SOCIAL RESPONSIBILITY ('CSR') COMMITTEE

In compliance with the provisions of section 135 of the Companies Act, 2013, the Company has constituted a Corporate Social Responsibility Committee. The terms of reference of the Corporate Social Responsibility Committee are as follows:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company in areas or subject, specified in Schedule VII.
- Recommend the amount of expenditure to be incurred on the activities specified above.
- Monitor the Corporate Social Responsibility Policy of the Company from time to time.

The Corporate Social Responsibility Policy of the Company is available on our website at https:// globalsurfaces.in/company-policies/.

The Annual Report on CSR activities as mandated under the Companies (Corporate Social Responsibility Policy) Rules, 2014, and sections 134(3) and 135(2) of the Act, is annexed as Annexure 'IV' to the Board's Report.

Composition, Meetings and attendance

The Committee comprises of Mr. Dinesh Kumar Govil, Independent Director as the Chairperson, Mr. Yashwant Kumar Sharma, Independent Director and Mrs. Sweta Shah, Executive Director as members as on March 31, 2024. During the year under review, the Committee met once on August 14, 2023.

The composition, category of the Committee members and attendance of the members at the meeting of the Committee are as under:

Name of the Committee Members	Category	Attendance of the Committee Members at Meetings
		August 14, 2023
Mr. Dinesh Kumar Govil	Chairperson	√
Mr. Yashwant Kumar Sharma	Member	√
Mrs. Sweta Shah	Member	√

√ Attended; LOA – Leave of absence

RISK MANAGEMENT COMMITTEE

In terms of the provisions of Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is not required to constitute the Risk Management Committee. However, the Audit Committee and the Board of Directors of the Company, identify, evaluates and mitigates the risks associated with the Company from time to time.

SENIOR MANAGEMENT

As on March 31, 2024, the Company has following Senior Management Personnel (SMP):

Sr. No.	Name of SMP	Designation of SMP
1.	Mr. Pedapudi V Siva Kumar	Vice President – Operations
2.	Mr. Sanjeev Bansal	Vice President – Sales & Marketing
3.	Mr. Arun Kant Dixit	General Manager – Production
4.	Mr. Kamal Kumar Somani	Chief Financial Officer
5.	Mr. Dharam Singh Rathore	Company Secretary & Compliance Officer(joined w.e.f. April 29, 2024)

Changes in SMP during the financial year ended on March 31, 2024:

Sr. No.	Name of SMP	Designation of SMP	Nature of Change	Effective Date of Change
1.	Mr. Rajesh Gattani	Chief Financial Officer	Cessation	July 4, 2023
2.	Mr. Pedapudi V Siva Kumar	Vice President – Operations	Appoint-ment	July 29, 2023
3.	Mr. Aseem Sehgal	Company Secretary & Compliance Officer	Cessation	January 29, 2024

REMUNERATION PAID TO DIRECTORS

During the financial year 2023-24, the Company has paid remuneration as mentioned below:

CORPORATE GOVERNANCE REPORT

Executive Directors (Amount INR Millions)

Name of the Director	Salary	Contribution to PF	Perquisites & other Allowances	Bonus	Commission	Sitting Fees	Stock Options	Total
Mr. Mayank Shah	14.40	0.576	3.60	1.73	2.87	-	-	23.18
Mrs. Sweta Shah	4.80	0.36	1.20	0.60	-	-	-	6.96

Non-Executive Directors (Amount INR Millions)

Name of the Directors	Sitting Fees	Commission	Total
Mr. Dinesh Kumar Govil	0.24	0.00	0.24
Mr. Yashwant Kumar Sharma	0.29	0.00	0.29
Mr. Sudhir Baxi	0.26	0.00	0.26
Mr. Ashish Kumar Kachawah	0.00	0.00	0.00

Performance linked Incentives: According to the terms of appointment, Mr. Mayank Shah is eligible to receive performance-based incentive/commission for each financial year as may be decided by the Board.

Stock Options: There are no stock options issued by the Company.

During the year, there were no other pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company

While deciding the remuneration, various factors such as Director's participation in Board and Committee Meetings during the year, other responsibilities undertaken, such as Membership or Chairmanship of Committees, in case of Independent Directors, time spent in carrying out other duties, role and functions as envisaged in Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other factors as the Nomination and Remuneration Committee and the Board may deem fit were taken into consideration.

Criteria of making payment to Non-Executive Directors

Non-Executive Directors are paid sitting fees for attending the Meetings of the Board and of Committees of which they are members. They are eligible for remuneration within regulatory limits, as may be recommended by the Nomination & Remuneration Committee and approved by the Board. However, no such remuneration has been recommended or approved by NRC or Board during FY 2023-24. The Non-Executive Directors are eligible to receive remuneration as professional fees payable for services rendered which are of a professional nature and the Nomination & Remuneration Committee is of the opinion that the Director possesses requisite qualification for the practice of the profession.

Service contracts, Notice period, Severance fees

The appointment/re-appointment of the Executive Directors is governed by the resolutions passed by the Shareholders of the Company based on the recommendation of the Board of Directors and the Nomination and Remuneration Committee of the Company, which covers the terms and conditions of such appointment/re-appointment read with the service rules/conditions of the Company. A separate service contract is not entered into by the Company with the Executive Directors

The tenure of office of the Managing Director is for 5 (Five) years from his respective date of appointment and can be terminated by either party by giving prior notice of three calendar months in writing. There is no separate provision for payment of severance fees.

GENERAL BODY MEETINGS

The details of Annual General Meetings ('AGM') held in last three years are as under:

Sr. No. of AGM	Financial Year	Day and Date	Time	Venue
30th AGM	2020-21	Wednesday, November 24, 2021	02:00 P.M.	Registered Office
31st AGM	2021-22	Tuesday, August 16, 2022	02:00 P.M.	Registered Office
32nd AGM	2022-23	Wednesday, September 20, 2023	01:00 P.M.	Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)

CORPORATE GOVERNANCE REPORT

Summary of the Special Resolution passed at the previous three Annual General Meeting are as under:-

Year of AGM	Special Resolution passed
30th AGM	1. Approval of remuneration of Managing Director above the limits specified in section 197
31st AGM	1. Approval of remuneration of Promoter Executive Directors as per Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. 2. Approval of continuation of Mr. Dinesh Kumar Govil (DIN:02402409) as an Independent Director after attaining age of 75 years. 3. Approval of remuneration of Managing Director above the limits specified in Section 197 of the Companies Act, 2013.
Mrs. Sweta Shah	1. To re-appoint Mr. Mayank Shah (DIN: 01850199) as Chairman And Managing Director of the company. 2. 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.

The details of Extra Ordinary General Meetings ('EOGM') held in last three years are as under:

Sr. No. of EOGM	Sr. No., Day and Date	Time	Venue
23rd EOGM	Thursday, April 10, 2021	11:00 A.M.	Registered Office
24th EOGM	Thursday, October 07, 2021	12:00 P.M.	Registered Office
25th EOGM	Thursday, March 24, 2022	12:00 P.M.	Registered Office
26th EOGM	Monday, April 25, 2022	12:00 P.M.	Registered Office
1st EOGM of FY 23-24	Thursday, November 16, 2023	01:00 P.M.	Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)

Summary of the Special Resolution passed at the previous three ExtraOrdinary General Meetings are as under:-

Day and Date of EOGM	Special Resolution passed
Thursday, April 10, 2021	1. Issue and Approval of Bonus Shares
Thursday, October 07, 2021	1. Change in the name of the Company 2. Conversion from Private to Public 3. Alteration of Memorandum of Association 4. Adoption of Memorandum of Association as per the provisions of Companies Act, 2013 5. Adoption of new sets of Articles of Association as per the Public Company.
Thursday, March 24, 2022	Nil
Monday, April 25, 2022	1. Issue and allotment of Equity Shares to the Public (Initial Public Offer) 2. Alteration of Articles of Association 3. Increase in Borrowing Powers of the Company.
Thursday, November 16, 2023	1. Issue of warrants, convertible into equity shares to person(s) belonging to promoter category and to person(s) belonging to non-promoter category on preferential basis.

POSTAL BALLOT

During the financial year 2023-24, no resolution was passed by Postal Ballot hence no Postal Ballot has been done by the Company. After closure of financial year on March 31, 2024, the following Postal Ballot was done by the Company:

1. Postal Ballot Notice (Sr. No.: PB/01/2024-25)

Date of Notice

: June 20, 2024

Date of Completion of Dispatch of Notice

: June 25, 2024

Remote e-Voting period

: From 09:00 AM June 26, 2024 to 05:00 PM on July 25, 2024

Declaration of Results

: July 25, 2024

CORPORATE GOVERNANCE REPORT

Procedure of Postal Ballot

The Company dispatched Postal Ballot Notice(s) along with all requisite documents to its Members, whose names appeared in the Register of Members as on Friday, June 21, 2024 ('cut-off date') through e-mail on Tuesday, June 25, 2024, to the Members whose e-mail addresses were registered with the Company/ RTA/ Depositories/ Depository participant(s) as on Cut-off date, for obtaining the approval of members on the resolution set out in the said postal ballot notice through process of remote e-Voting.

The Company had also published an advertisement on Wednesday, June 26, 2024, regarding service of Postal Ballot Notice to eligible members in Financial Express (English – all edition) and Business Remedies (Regional – Hindi- Jaipur edition) informing about the dispatch of the Postal Ballot Notice along with instructions for remote e-Voting process.

The Members of the Company holding shares on Cut-off date had an option to vote through remote e-Voting facility. Members have cast their votes on e-voting platform provided by NSDL at https://evoting.nsdl.com

Mr. Akshit Kumar Jangid (M.No.: FCS 11285 C.P.No.:16300), Partner of M/s. Pinchaa & Co., Company Secretaries, was appointed as the Scrutinizer for carrying out the Postal Ballot process in a fair and transparent manner.

The Scrutinizer submitted his report on result of voting for Postal Ballot on July 25, 2024. Company successfully completed the process of obtaining approval of its shareholders for the resolutions on the items detailed above through the aforesaid Postal Ballot. A Summary of the Voting results of the Resolutions passed through the postal ballot is as under:

Postal Ballot results

Sr. No.	Type of Resolution	Subject Matter of Resolution	% of votes in favour	% of Votes against	Whether Resolution passed
1.	Special Resolution	To approve creation of charges, securities on the assets/ undertakings of the company, under section 180(1)(a) of the Companies Act, 2013.	99.9654	0.0346	Yes
2.	Ordinary Resolution	Approval of material related party transactions with subsidiaries	75.9389	24.0611	Yes

MEANS OF COMMUNICATION:

Quarterly Results

The Quarterly Results of the Company for the respective quarters of the Financial Year 2024, upon approval by the Board of Directors, were promptly intimated to the National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE), where the shares of the Company are listed. The said results along with the Auditor's Report/Limited Review Reports were also placed on the website of the Company (www.globalsurfaces.in) under the investor section. The said results were also published in Newspapers in following manner:

Sr. No.	Type of Resolution	Date of Intimation to Stock Exchanges	Name of Newspaper Publication (English)	Name of Newspaper Publication (Regional)
1.	June 30, 2023	15-08-2023	Financial Express	Business Remedies
2.	September 30, 2023	09-11-2023	Financial Express	Business Remedies
3.	December 31, 2023	12-02-2024	Financial Express	Business Remedies
4.	March 31,2024	31-05-2024	Financial Express	Business Remedies

Website

The Company's website www.globalsurfaces.in contains a separate dedicated section "Investor" which enables stakeholders to be informed and allows them to access information at their convenience. Up-to-date financial results, annual reports, shareholding patterns, official news releases, Notices and other general information about the Company are made available on the Company's website www.globalsurfaces.in.

Annual Report

The Annual Report containing Standalone Audited Financial Statement, Consolidated Financial Statements, Directors' Report, Corporate Governance Report, Management and Discussion Analysis Report, Auditors' Report and other important information is circulated to members.

Disclosure of News Release or material events/ information

Any Official news releases are sent to stock exchanges and simultaneously displayed on Company's websites i.e. www.globalsurfaces.in. Further, any significant/ material events or information are promptly disclosed to the BSE Limited (BSE) and National Stock Exchange

CORPORATE GOVERNANCE REPORT

of India Ltd. (NSE) and simultaneously placed on the website of the Company.

Presentations made to institutional investors or to the analysts

During the financial year under review, there were no presentations made to the institutional investors or to the analysts.

GENERAL SHAREHOLDER INFORMATION

i. Annual General Meeting

Sr. No.	33rd AGM
Day and Date	Saturday, September 21, 2024
Time	11:00 AM
Venue	through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)

ii. Financial Year

The Company follows a financial year which commences on April 1 and ends on March 31 of subsequent year.

iii. Tentative Schedule of Financial Results (For Financial Year2024-25)

June quarter ended results(Q1)	Within 45 days from the end of quarter.
September quarter ended results(Q2)	Within 45 days from the end of quarter.
December quarter ended results(Q3)	Within 45 days from the end of quarter.
March quarter ended/ financial year ended results (Q4andyearly)	Within 60days from the end of quarter/ financial year

iv. Dividend Payment Date

The Board of Directors did not recommend any dividend for the year under review.

v. Listing on Stock Exchanges

BSE Limited(BSE)	**National Stock Exchange of India Limited (NSE)**
Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400001	"Exchange Plaza", C-1, Block G, Bandra-Kurla Complex, Bandra(E), Mumbai 400051

The Company has paid the listing fees for financial year 2024-25 to both the exchange(s) within the due date. The securities of the Company have not been suspended from trading during the year.

vi. Stock Code:-

- BSE Scrip Code: 543829
- NSE Trading Symbol: GSLSU
- ISIN: INE0JSX01015

ix. Stock Market Data

The performance of the Company's scrip on BSE and NSE as compared to the SENSEX and NIFTY during the FY 2023- 24 are as under: -

Month	Stock Prices (Rs.)		BSE Sensex	
	High Price	Low Price	High	Low
April 23	229.9	163.75	61209.46	58793.08
May 23	229.8	180	63036.12	61002.17
June 23	227.15	180.15	64768.58	62359.14
July 23	211.65	169	67619.17	64836.16
August 23	204.2	172.3	66658.12	64723.63
September 23	192.95	167.55	67927.23	64818.37
October 23	239.2	178.9	66592.16	63092.98
November 23	226.45	200	67069.89	63550.46
December 23	216	174.4	72484.34	67149.07
January 24	320.4	178.65	73427.59	70001.6
February 24	331.55	270.3	73413.93	70809.84
March 24	315.2	211.15	74245.17	71674.42

Month	StockPrices (Rs.)		NSE Nifty	
	High Price	Low Price	High	Low
April 23	229.95	178	18089.5	17312.75
May 23	229.8	178.65	18662.45	18042.40
June 23	227.4	180.65	19201.70	18464.55
July 23	207.95	183.5	19991.85	19234.40
August 23	204.4	190.1	19795.60	19223.65
September 23	192.8	167.5	20222.45	19255.70
October 23	239.9	178.2	19849.75	18837.85
November 23	226.7	200.45	20158.70	18973.70
December 23	216.6	172.6	21801.45	20183.70
January 24	321	178.5	22124.15	21137.20
February 24	333	271	22297.50	21530.20
March 24	314.25	211.05	22526.60	21710.20

x. Registrar and Share Transfer Agent

Bigshare Services Private Limited, Mumbai is the Registrar and Share Transfer Agent (RTA) of the Company. The address and contact detail of the RTA is given below:

Address: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400 093, Maharashtra, India.,

Telephone:022-62638200, Fax:022-63638280

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The Shareholders holding shares in electronic mode should address all their correspondence relating to change of address, change in bank mandate for NECS, etc. to their respective Depository Participant.

xi. Share Transfer System

As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, w.e.f. April 01, 2019, securities transfers shall not be processed, unless the securities are held in the dematerialized mode with a Depository.

Transfer of Equity Shares in dematerialized form are handled through designated depositories, without Company's involvement. The Company has a Stakeholders Relationship Committee which has full authority and oversees all matters related to shares transfer, transmission, issue of duplicate share certificate, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies.

Further, the Securities and Exchange Board of India vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8dated 25th January, 2022, has mandated Companies to issue its securities in demat form only while processing various service requests such as issue of duplicate share certificates, sub-division, consolidation, transmission, transposition etc. The entire shareholding of the Company is being held in Demat mode.

As required under Regulation 40(9) & (10) of the SEBI (LODR) Regulations, 2015, a certificate is required to be obtained from a Practicing Company Secretary within one month from the end of the financial year, certifying that all certificate have been issued within thirty days ofthe date of lodgment for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies. The certificate in this regard has been obtained from M/s. Mukul Dusad and Associates, Practicing Company Secretaries and the same has been forwarded to BSE and NSE.

xii. Shareholding Pattern as on March 31, 2024

Category	No. of Shares	Percentage
Promoter and Promoter Group	3,10,92,718	73.36
Resident Individuals	6837672	16.13
Foreign Portfolio Investors Category I - Non-Resident Indians (Repatriable)	847798	2.00
Foreign Portfolio Investors Category II – Non-Resident Indians (Repatriable)	47726	0.11
Corporate Bodies	1504312	3.55
Non-Resident Indians (Repatriable)	70184	0.17
Non-Resident Indians (Non Repatriable)	60108	0.14
Resident Individuals–HUF	634618	1.50
Clearing Members	1286682	3.04
Grand Total	**4,23,81,818**	**100.00**

xiii. Distribution Schedule as on March 31, 2024

The shareholding pattern of the equity shares as on March 31, 2024is given below:

Category	No. of Cases	% of Cases	Amount	% of Amount
1 to 5,000	11585	88.63%	9882200	2.33%
5,001 To 10,000	594	4.54%	4885270	1.15%
10,001 To 20,000	318	2.43%	4877940	1.15%
20,001To 30,000	148	1.13%	3850570	0.90%
30,001To 40,000	86	0.65%	3123750	0.73%
40,001To 50,000	65	0.49%	3108380	0.73%
50,001 To 1,00,000	115	0.87%	9231430	2.17%
1,00,001 and above	160	1.22%	384858640	90.80%
Total	**13,071**	**100.00**	**4,23,81,818**	**100.00**

xiv. The status of dematerialization of shares and liquidity as on March 31, 2024 is as under:

As on March 31, 2024, 100% of the total issued and paid-up share capital was held in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Type of Holding	Percentage to Share Capital for FY 2023-24	
	Number of Shares	Percentage
Physical	0	0
Dematerialized		
NSDL	5630071	13.28
CDSL	36751747	86.72
Total	**4,23,81,818**	**100**

Your Company's shares are frequently traded on BSE Ltd. and National Stock Exchange of India Limited. Demat ISIN Number for NSDL and CDSL: INE0JSX01015

xv. Outstanding GDRs/ADRs/Warrants or any convertible Instruments, Conversion date and likely impact on equity

The Company has issued 95,00,000 (Ninety Five Lakhs Only) Convertible Warrants ("Warrants") of Rs. 10/- each fully paid up in cash, entitling Allottees / Warrant Holder to exercise option to convert and get allotted one Equity Share of face value of Rs. 10/- (Rupees Ten only) each fully paid-up against each warrant within 18 (Eighteen) months from the date of allotment of warrants, terms and conditions as set out in the Explanatory Statement annexed to the notice of Extra-Ordinary General Meeting dated October 19, 2023 at a price of Rs. 210/- (Rupees Two Hundred and Ten Only) (including premium of Rs. 200/- each) (hereinafter referred to as the "Warrant Issue Price"), determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, 2018.

Details of the Allotees are as under:-

S. No.	Name of Proposed Allottees	Number of Convertible warrants allotted
A	**Promoters Group**	
1	Mayank Shah	20,00,000
2	Sweta Shah	5,00,000
	Total (A)	**25,00,000**
B	**Non-Promoter Group**	
3	Minerva Media Ventures Limited	20,00,000
4	Arrow Emerging Opportunities Fund Limited	15,00,000
5	Ariston Capital Limited	5,00,000
6	Ebene Global Opportunity Fund	10,00,000
7	FORBES EMF	20,00,000
	Total (B)	**70,00,000**
	Grand Total (A+B)	**95,00,000**

The Company has not issued GDRs/ ADRs or any other convertible instruments except Warrants, which are convertible into equity shares of the Company and no ADR/ GDR/Warrant convertible into equity share was pending for conversion as on March 31,2024 except as above.

xvi. Commodity price risk or foreign exchange risk and hedging activities

Commodity Risk:

The Company is exposed to the movement in the price of key raw materials in the domestic market. The Company has in place policies to manage exposure to fluctuation in prices of key raw materials used in operations. In cases, The Company foresee any fluctuations in the prices of key raw material, it makes an understanding with the major suppliers and place advance orders for the raw material.

Foreign Exchange Risk:

The Company effectively manages the risk of adverse foreign exchange movement through various means. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows approved policy parameters utilizing forward foreign exchange contracts whenever felt necessary. The Company does not enter into financial instrument transactions for trading or speculative purpose. The details of foreign currency exposure are disclosed in Notes to the Standalone Financial Statements.

xvii. Plant Location(s)

Unit-I

E-40 to G-47, RIICO Industrial Area, Bagru Extn., Bagru – 303 007, Jaipur, Rajasthan

Unit-II

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

xviii. Address for Correspondence

Shareholder's correspondence relating to transfer/ transmission/ issue of duplicate shares or for any queries or grievances should be addressed to the Company's RTA at the address mentioned below:

Registrar and Share Transfer Agent

Mr. Prasad Madiwale/ Ms. Shweta Salunke

Bigshare Services Private Limited

Address: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400 093, Maharashtra, India.

Tel:022-62638200

Fax: 022-62638299

CORPORATE GOVERNANCE REPORT

Website:www.bigshareonline.com

Email:investor@bigshareonline.com

For any further assistance, the shareholders may contact:

Mr. Dharam Singh Rathore, Company Secretary and Compliance Officer

Global Surfaces Limited

CIN:L14100RJ1991PLC073860

Address (Registered Office): PA-10-006, Engineering and Related Industries SEZ, Mahindra World City Tehsil-Sanganer Jaipur – 302 037, Rajasthan, India

PhoneNo.:0141-7191000

Website:www.globalsurfaces.in

Email:cs@globalsurfaces.in

DISCLOSURES

i. Related party Transactions

All related party transactions that were entered into during the financial year were on arm's length basis and in the ordinary course of business of the Company. There is no materially significant related party transaction made by the Company with Promoters, Directors, Key Managerial Personnel or other Designated Persons which may have a potential conflict with the interest of the Company at large. All related party transactions were placed before the Audit Committee for its approval. Further, approval of shareholders were obtained for all material related party transaction as per regulation 23(4) of SEBI (LODR) Regulation, 2015.

Prior omnibus approval of the Audit Committee obtained for the Related Party Transactions of the Company and its subsidiaries, which were foreseen and repetitive in nature. A Statement giving details of all related party transactions was placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis.

The policy on related party transactions as approved by the Board is uploaded on the Company's website i.e. https://globalsurfaces.in/company-policies/

There were no pecuniary relationships or transaction of Non-Executive Director vis-à-vis the Company which had any potential conflict with the interest of the Company at large.

ii. Details of Non-Compliances, if any

The Company has complied with the applicable provisions of various statute, rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India and Statutory Authority(ies) and there was no instance of any non-compliance during the period under review. Also, no penalties and strictures have been imposed either by SEBI or by the stock exchanges or any other statutory authorities on any matter related to the capital market during the last three years.

iii. Vigil Mechanism and Whistle Blower Policy

Pursuant to section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI(LODR) Regulations, 2015, the Company has a Whistle Blower Policy for establishing a vigil mechanism for Directors and employees. No person has been denied access to the Chairman of Audit Committee. The policy has been hosted on the website of the Company at https://globalsurfaces.in/company-policies/

iv. Material Subsidiary Policy

The Board adopted apolicy for determining material subsidiaries and the same is available on Company's website i.e. https://globalsurfaces.in/company-policies/. During the financial year 2023-2024 the company didn't have any material subsidiary pursuant to Regulation 16(1)(c) of the SEBI(LODR) Regulations, 2015 .

v. Adoption of Mandatory and Non-Mandatory Requirements

The Company has complied with all mandatory requirements of the SEBI(LODR) Regulations, 2015. The status on the adoption of discretionary requirements as specified in Part E of Schedule II of SEBI (LODR) Regulations, 2015 is as under:

- The Statutory Auditor of the Company issued an unmodified opinion on the Company's standalone and consolidated financial statements for the financial year ended as on March31,2024;
- The Internal Auditor directly reports to the Audit Committee.

vi. Utilization of funds raised through Preferential allotment

During the year under review the Company has issued and allotted warrants convertible into equity shares to the persons belonging to the promoter and non-promoter category on a preferential basis. The issue comprises of 95,00,000 equity warrants of the company convertible into equal number of equity shares of face value of Rs.10 at an issue price of Rs.210.00 per equity warrant (including warrant subscription price (Rs.52.50 per warrant) and warrant exercise price payable before the date of conversion of warrants (Rs.157.50 per warrant) as determined on the relevant date. The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.

The proceeds raised from subscription of convertible warrants was Rs.498.75 Million. During the year under review, the Company has utilized the proceeds in accordance with the objects stated in the Notice of Extra-ordinary General Meeting held on November 16, 2023 and there has been no deviation or variation in the objects of purposes for which the funds have been raised. Kindly refer to the notes to the financial statements for the details of utilization of the proceeds.

vii. Certificate from Practicing Company Secretary

The Company has received a certificate from M/s. Mukul Dusad & Associates, Company Secretaries certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other Statutory Authority for the financial year ended on March 31, 2024, which is annexed as Annexure B at the end of this report.

viii. Details of any recommendations of any committee of the Board (which is mandatorily required) not accepted by the Board: Nil

ix. Fees to Statutory Auditor

The Company has paid total amount of Rs. 17.50 Lacs as fees for all services rendered to the Company and an amount of Rs.3.08 Lacs paid by its Subsidiaries by the Statutory Auditor.

x. Complaints under POSH

In terms of the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 ('POSH'), the Company adopted a policy for prevention of Sexual Harassment of Women at workplace and also set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee. During the financial year 2023-24, no new complaint has been received. Hence, no complaint is pending at the end of the financial year.

xi. Loan and advances

The details of Loans and Advances in the nature of loan by the Company and/or its subsidiaries to firms/ companies in which directors are interested are as follows:

Name of Lender	Name of Borrower	Nature of Relationship	Nature of Loan/ Advance	Outstanding of Loan / advances as on March 31, 2024 (INR Million)
Global Surfaces Ltd.	Global Surfaces FZE	Wholly owned Subsidiary	Loan	1,851.28
			Advance for supply of goods or services	94.56
Global Surfaces Inc.	Global Surfaces Ltd.	Holding Company	Advance for supply of goods or services	4.30

xii. CEO and CFO certification

As required under Regulation 17(8) of the SEBI Listing Regulations, 2015, the Chairman & MD and CFO have jointly given annual certification on financial reporting and internal controls to the Board of Directors of the Company. The certificate is annexed herewith as Annexure C to this report. The Chairman & MD and CFO also jointly give quarterly certification on financial results while placing the results before the Board in terms of Regulation 33(2) of the SEBI Listing Regulations, 2015.

xiii. Compliance Certificate on Corporate Governance

During the year under review, the Company has duly complied with all the Corporate Governance Requirements specified in Regulations 17 to 27 and Clause (b) to (i) of Sub-Regulation (2) of Regulation 46 of SEBI (LODR) Regulations 2015. As required under Regulation 34(3) read with Part E of Schedule V of the SEBI (LODR) Regulations, 2015, a certificate from Practicing Company Secretary regarding compliance of conditions of Corporate Governance is annexed as Annexure D at the end of this report.

xiv. Disclosure of Accounting Treatment

The financial statements have been prepared on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles (GAAP) in India. Indian GAAP comprises mandatory accounting standards as specified under the section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014.

xv. Disclosures with respect to demat suspense account/ unclaimed suspense account

There are no shares of the Company held in demat suspense account or unclaimed suspense account.

xvi. Disclosure of certain types of agreements binding listed entities

There are no agreements referred under clause 5A ofparagraph A of Part A of Schedule III of SEBI (LODR) Regulations, 2015 which can impact the management or control of the Company or impose any restriction or create any liability upon the Company.

CORPORATE GOVERNANCE REPORT

Annexure A

Declaration for the Compliance with the Code of Conduct

I hereby confirm and declare that all the Directors of the Company and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company for the financial year 2023-24.

Mayank Shah
(Chairman and Managing Director)
DIN: 01850199

Place: Dubai
Date: May 29, 2024

Annexure B

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Global Surfaces Limited
PA-10-006 Engineering and Related Indus SEZ,
Mahindra World City Teh- Sanganer, Jaipur RJ 302037

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Global Surfaces Limited having CIN: L14100RJ1991PLC073860 and having registered office at PA-10-006 Engineering and Related Indus SEZ, Mahindra World City Teh- Sanganer, Jaipur RJ 302037 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Directors	DIN
1.	Mayank Shah	01850199
2.	Sweta Shah	06883764
3.	Dinesh Kumar Govil	02402409
4.	Yashwant Kumar Sharma	08686725
5.	Sudhir Baxi	00092322
6.	Ashish Kumar Kachawa	02530233

Ensuring the eligibility of, for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Mukul Dusad & Associates**

CS Mukul Dusad
Practicing Company Secretary
M. No. A-60067
CP. No. 22589
Firm No.: S2019RJ707900
Peer Review No.: 3006/2023
UDIN: A060067F000785165

Place: JAIPUR
Date: 20/07/2024

CORPORATE GOVERNANCE REPORT

Annexure C

COMPLIANCE CERTIFICATE

Under Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015

The Board of Directors,

Global Surfaces Limited

PA-10-006 Engineering and Related Indus SEZ,

Mahindra World City Teh- Sanganer, Jaipur RJ 302037

We, Mayank Shah, Chairman and Managing Director and Kamal Kumar Somani, Chief Financial Officer of Global Surfaces Limited, to the best of our knowledge and belief, certify that:

1. We have reviewed financial statements (Balance Sheet, Statement of Profit & Loss, Statement of changes in equity and all the Schedules and Notes to Accounts) and the Cash Flow Statement for the financial year ended on March 31, 2024 and to the best of our knowledge, belief and information:
   i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2023-24 which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
   i. significant changes, if any, in internal control over financial reporting during the year;
   ii. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
   iii. there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Mayank Shah
Chairman and Managing Director
DIN: 01850199
Place: Dubai
Date: May 29, 2024

Kamal Kumar Somani
Chief Financial Officer

Place: Jaipur
Date: May 29, 2024

CORPORATE GOVERNANCE REPORT

Annexure D

CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members,

Global Surfaces Limited

PA-10-006 Engineering and Related Indus SEZ,

Mahindra World City Teh- Sanganer, Jaipur RJ 302037

1. We have examined the compliance of conditions of Corporate Governance of Global Surfaces Limited ("the Company") for the year ended on March 31, 2024 as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [collectively referred to as "SEBI Listing Regulations"].

Management's Responsibility for compliance with the conditions of SEBI Listing Regulations

2. The compliance with the conditions of Corporate Governance is the responsibility of the management of the Company, including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in SEBI Listing Regulations.

Our Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with the Corporate Governance requirements by the Company.
5. We have conducted our examination in accordance with the Guidance Note on Corporate Governance Certificate and the Guidance Manual on Quality of Audit & Attestation Services issued by the Institute of Company Secretaries of India ("ICSI").

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the directors and the management, we hereby certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations.
7. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

8. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Mukul Dusad & Associates**

CS Mukul Dusad
Practicing Company Secretary
M. No. A-60067
CP. No. 22589
Firm No.: S2019RJ707900
Peer Review No.: 3006/2023
UDIN: A060067F000785176

Place: JAIPUR
Date: 20/07/2024

MANAGEMENT DISCUSSION AND ANALYSIS

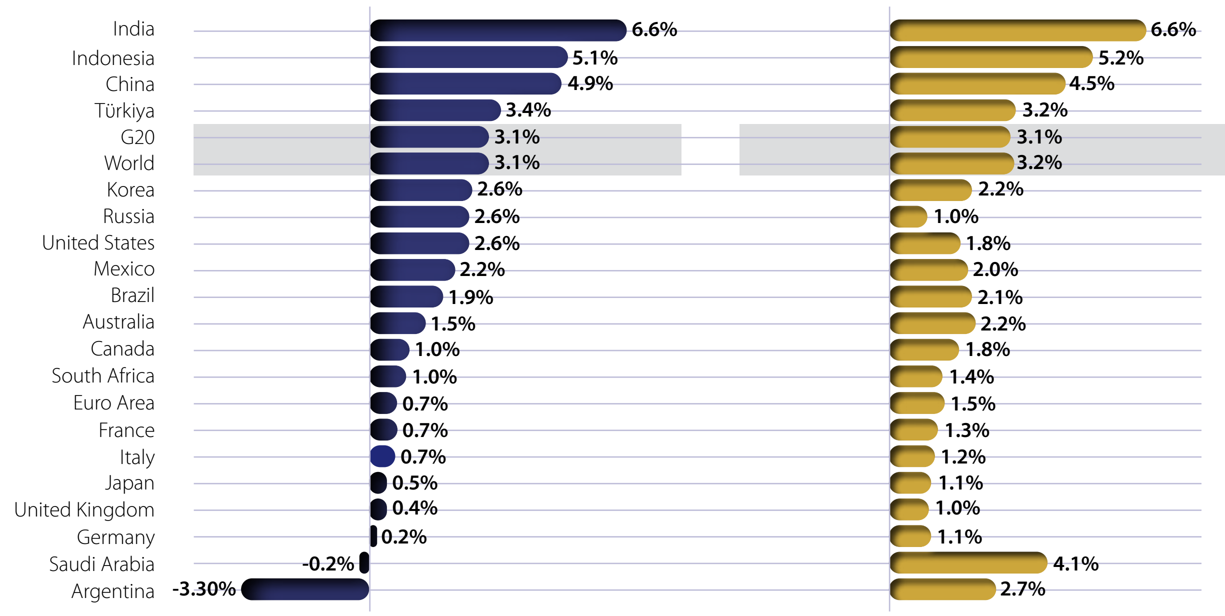
ECONOMIC REVIEW

Global Economy

The global economy is projected to grow at a modest pace. The global GDP is expected to grow at rate of 3.1% in 2024, maintaining the same growth rate as 2023, with a slight increase to 3.2% expected in 2025 (Source: OECD). This outlook suggests a stable, modest growth trajectory for the global economy over the next few years, reflecting ongoing economic resilience amidst various global challenges. Despite the impact of tight monetary conditions, particularly felt in housing and credit markets, global economic activity remains relatively resilient. Inflation continues to decline, leading to an improvement in private sector confidence.

Headline inflation is expected to gradually decline, easing from 6.9% in 2023 to 5.0% in 2024, and further down to 3.4% in 2025. This reduction is anticipated due to the impacts of tight monetary policies and diminishing pressures from goods and energy prices. By the end of 2025, inflation is projected to align with central bank targets in most major economies, indicating a stabilization of price levels and economic conditions across these regions.

GDP growth prediction for 2024 and 2025
(%, year on year)



Outlook

It is important for monetary policy to remain cautious to effectively manage inflationary pressures. While the possibility exists to lower nominal interest rates this year and next as inflation decreases, a restrictive policy stance should be maintained in most major economies for the foreseeable future. With real interest rates currently elevated, it will be necessary to gradually move policy interest rates towards neutral levels as inflation returns to target in order to prevent excessive weakening of growth and undershooting of inflation. The underpinnings of future output and productivity growth must be fortified. Significant structural policy reforms are necessary to enhance educational outcomes, promote skills development and innovation, and alleviate constraints in labour and product markets that hinder investment and workforce engagement. Strengthening skills, removing barriers to new business establishment and growth, and implementing effective science and technology strategies are crucial for enabling countries to bolster their capacity for innovation and optimize the advantages of incorporating technologies and ideas from other sources. Emerging general-purpose technologies like artificial intelligence have the potential to boost capital productivity.

Indian Economic Review

India's economic story is one of remarkable resilience and burgeoning promise. Despite facing headwinds on the global stage, the country is projected to witness

MANAGEMENT DISCUSSION AND ANALYSIS

robust growth in 2024, solidifying its position as a major player in the global economic landscape. The Reserve Bank of India (RBI) raised its FY24 growth forecast to 7%, citing stronger-than-expected growth in the first two quarters. This growth is fuelled by several key factors, including:

Robust Domestic Demand: A large and growing middle class, coupled with rising disposable incomes, is driving domestic consumption, a vital pillar of the Indian economy. This growing consumer base presents a significant opportunity for businesses catering to a variety of needs. Major rating agencies have updated India's GDP growth projection citing robust domestic demand and ongoing growth in business and consumer confidence.

Favourable Demographics: India boasts a young and rapidly growing population, a significant demographic dividend. Over half of India's population is under 25 years old, and over 65% is under 35 years old. This translates into a large and skilled workforce, ready to contribute to the country's economic expansion. Effective skilling initiatives can further enhance the employability of this young population.

Government Initiatives: The Indian government's focus on infrastructure development, digitalization, and reforms like the Production Linked Incentive (PLI) scheme are expected to further stimulate economic activity. The PLI scheme incentivizes domestic manufacturing in specific sectors, fostering import substitution and export growth.

Outlook

India's economic outlook for 2024 and beyond is bright. With a strong domestic foundation, a focus on emerging sectors, growth in existing sectors, and a commitment to addressing challenges, the country is poised for continued growth. As India takes center stage in the global economic landscape, its success story will be one to watch closely. Although rising global commodity prices may pose a risk to inflation in India. The Reserve Bank of India (RBI) is expected to take measures to control inflation, potentially impacting economic growth in the short term. Effective monetary policy management will be crucial in tackling inflation while ensuring economic stability.

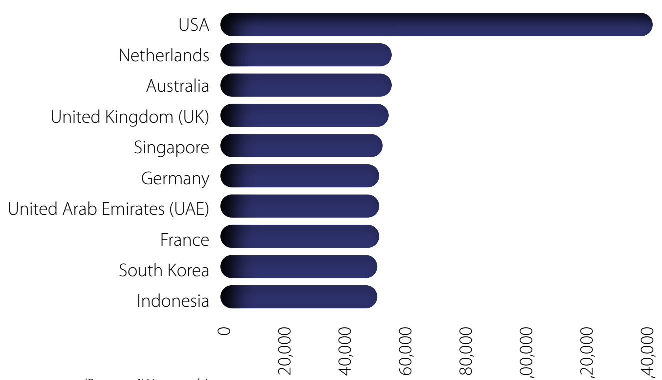
INDUSTRY STRUCTURE AND DEVELOPMENT

Global Engineered Quartz Stone Industry

Engineered stone, a popular material in various applications, is known for its exceptional durability and aesthetic appeal. Comprised of about 90% ground natural quartz, resin, and pigments, this beautiful and robust material is created through a meticulous manufacturing process. It is utilized for flooring, wall cladding, and furniture. This material offers several advantages over natural stone varieties. It is highly durable, resistant to chipping and cracking, and maintains its appearance over time.

The global engineered stone market size reached US$ 24.7 Billion in 2023. Looking forward, it is expected that the market to reach US$ 38.7 Billion by 2032, exhibiting a growth rate (CAGR) of 5.12% during 2024-2032 (Source: IMARC). The increasing demand for durable and aesthetically appealing materials in construction and interior design projects, the rising consumer preference due to its superior properties, and the growing popularity of the product in residential and commercial applications are some of the major factors propelling the market.

India export potential for Quartz Stone Market
(In USD Thousand)



(Source: 6Wresearch)

MANAGEMENT DISCUSSION AND ANALYSIS

Demand drivers

Growing Demand for Durable and Visually Appealing Materials in Construction and Interior Design Projects: Engineered stone offers a compelling solution for architects, builders, and homeowners who seek a combination of durability and aesthetics. With its composition of crushed natural stones and resins, it provides a strong and long-lasting material for various applications, including countertops, flooring, and wall cladding. Its ability to mimic the look of natural stone while offering superior strength and resistance to scratches, stains, and heat makes it an ideal choice for both residential and commercial projects.

Growing Popularity in Residential and Commercial Applications: Engineered stone countertops and vanity tops have gained significant traction in recent years. The availability of various colours and patterns allows consumers to select options that complement their overall design scheme. Engineered stone countertops and vanity tops are widely used in hotels, restaurants, and other commercial establishments, contributing to the market growth. The demand for these surfaces is expected to continue rising as consumers prioritize long-lasting and visually appealing solutions for their residential and commercial spaces.

Technological advancements and product innovation: Continuous technological advancements in manufacturing processes have led to improved quality, design options, and performance of engineered quartz surfaces. Product innovation allows for the introduction of new colours, patterns, and finishes, enabling customization to meet evolving customer preferences. These advancements and innovations create opportunities to cater to specific market segments and drive the overall growth of the industry.

Challenges

Competition from alternative materials: Engineered quartz surfaces face competition from alternative materials such as natural stone, solid surface materials, and other countertop options like laminate and ceramic tiles. These alternatives offer different aesthetics, pricing, and performance characteristics, which may sway consumer preferences and impact the demand for engineered quartz surfaces. Price sensitivity, availability of options, and cultural preferences can influence the choice of materials, posing a restraint to the growth of the engineered quartz surface market.

Installation and fabrication complexities: Engineered quartz surfaces require professional installation and fabrication expertise due to their weight, size, and specific installation requirements. The need for skilled labour and specialized equipment can increase the overall cost of installation, posing a restraint for budget-conscious consumers. Additionally, the availability of qualified installers and fabricators in certain regions or markets can limit the adoption of engineered quartz surfaces.

Challenges in sourcing raw materials: Engineered quartz surfaces require high-quality quartz aggregates and resins as raw materials. Any disruptions in the availability or quality of these inputs can impact the production and supply of engineered quartz surfaces. Factors such as fluctuating raw material prices, mining regulations, and geopolitical issues can pose challenges in sourcing reliable and cost-effective raw materials, affecting the overall market growth.

Fluctuating raw material costs: The cost and availability of raw materials used in the production of engineered quartz surfaces, such as quartz aggregates and resins, can fluctuate due to factors like mining regulations, supply chain disruptions, and global market dynamics. These fluctuations can impact the manufacturing costs and profit margins of engineered quartz surface manufacturers, posing challenges in maintaining competitive pricing and stable supply chains.

Indian Engineered Quartz Stone Industry

The engineered quartz stone market in India has been experiencing significant growth, with an estimated value of $3,643 million in 2022. It is projected to grow at a compound annual growth rate (CAGR) of 7-8% between 2022 and 2027, reaching $7,355 million by 2032 (Source: Economic times). This growth is driven by factors such as rapid urbanization, rising disposable incomes, and a growing preference for durable, modern construction materials. Major urban hubs like Delhi-NCR, Mumbai, Bangalore, Hyderabad, and Chennai are leading this demand due to high levels of construction activity and modern housing trends. Furthermore, smaller cities in tier-II and tier-III categories are also experiencing an uptick in demand as urbanization continues to spread and consumers seek high-quality, low-maintenance building materials.

Government initiatives aimed at promoting affordable housing and infrastructure development are expected to further fuel market growth, positioning the industry for a strong and dynamic future. For India Exporters of Engineered Stone, USA seems to be the most attractive market in terms of export potential followed by Netherlands, Australia, United Kingdom (UK) and Singapore.

However, challenges such as ensuring a consistent supply of high-quality raw materials and addressing

MANAGEMENT DISCUSSION AND ANALYSIS

price sensitivity among consumers could potentially impact market dynamics.

Global Natural Stone Industry

Natural stones are organic rocks that are extracted from the earth for use as building materials and for decorative purposes. There are different types of natural stones which are made from different mineral compositions and have unique properties. In general, natural stone is considered durable, hard, and aesthetically appealing. The global natural stone market size reached US$ 39.0 Billion in 2023. Going forward, the market is expected to reach US$ 54.0 Billion by 2032, exhibiting a growth rate (CAGR) of 3.6% during 2024-2032.

Regional segmentation analysis

The regions analysed for the market include North America, Europe, South America, Asia Pacific, the Middle East, and Africa. Asia Pacific emerged as the largest global natural stone market, with a 38.7% market revenue share in 2023 (Source: The Brainy Insights).

Asia-Pacific holds the largest share of the natural stone market because of the significant demand in the building and infrastructure sector. It is expected to maintain this position during the projected period. The ongoing infrastructure development in China and India has led to a recent surge in the natural stone market in the Asia-Pacific region. Furthermore, the market for natural stones is expanding because of the rise in development-related projects, including transportation, airports, and infrastructure in rising economies, particularly in East Asian nations. Furthermore, because raw materials are easily accessible and the construction sector is expected to grow, the Asia-Pacific area is expected to see a rise in the use of granite and marble.

Growth drivers

The worldwide construction sector has experienced significant expansion, improving the market's outlook. Natural stones like granite and marble are frequently used for flooring in patios, sidewalks, backyards, and porches to enhance visual attractiveness. Accordingly, the market expansion is being supported by the increasing number of engineering, procurement, and construction (EPC) projects in the infrastructure sector. The increasing trend for home renovation and re-modelling is positively impacting the market growth since natural stones help in modifying and enhancing aesthetics in residential and commercial complexes. Apart from this, rising expenditure capacities of consumers and the implementation of various government initiatives to promote infrastructural development are anticipated to drive the market toward growth.

Challenges

Fluctuations in the pricing of raw materials and a rise in the use of artificial stone are anticipated to impede market expansion. Furthermore, due to changing government regulations, there is a shortage in supply, which also hampers the market's growth.

MANAGEMENT DISCUSSION AND ANALYSIS

Indian Natural Stone Industry

The Indian natural stone industry has long been a significant sector, with an estimated market size of around $4.9 billion in FY 2024. The booming construction and infrastructure sectors in India, fuelled by urbanization and government initiatives like Smart Cities Mission and Housing for All, are major drivers of demand for natural stone. India is one of the largest exporters of natural stone, with major markets in the US, Europe, and the Middle East

Demand drivers

The aesthetic appeal, durability, and natural beauty of stones like marble and granite make them preferred choices for residential and commercial buildings. Natural stone is deeply embedded in India's cultural heritage, contributing to its extensive use in traditional and modern architectural projects. Rajasthan is the hub of the natural stone industry in India, known for its vast reserves of marble, granite, and sandstone. Cities like Jaipur, Udaipur, and Jodhpur are key centers of production and trade. Karnataka, Andhra Pradesh, and Tamil Nadu are significant producers of granite. These states contribute substantially to both domestic consumption and exports.

Government policies aimed at boosting the manufacturing sector and infrastructure development will provide a favourable environment for industry growth. Initiatives like the Make in India campaign support the development of the natural stone industry.

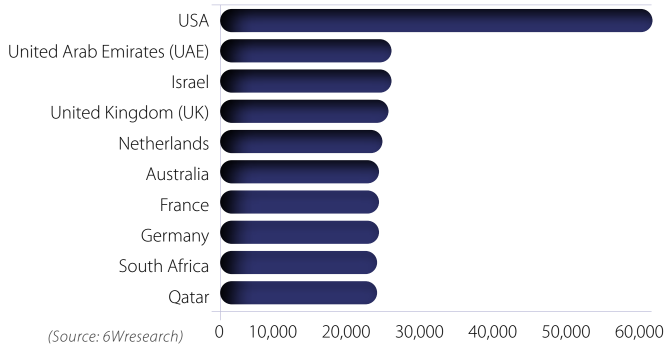
Challenges

- **Environmental Regulations:** Stringent environmental regulations and sustainable mining practices are becoming increasingly important. Non-compliance can lead to operational disruptions.
- **Infrastructure Issues:** Inefficiencies in logistics and infrastructure, including inadequate transportation networks and high logistics costs, pose challenges to the industry.
- **Quality Control:** Ensuring consistent quality and meeting international standards is critical for maintaining competitiveness in the global market.

Global Counter-top Industry

Countertops are essential fixtures in kitchens, bathrooms, laboratories, and retail spaces, functioning as practical work surfaces or stations. The versatility in the countertop market is evident across various sectors, including laboratories, retail environments, workspaces, and bathrooms. These surfaces are crafted from diverse materials chosen based on their utility,

India export potential for Natural Stone Market
(In USD Thousand)



(Source: 6Wresearch)

durability, aesthetics, and specific requirements, such as accommodating built-in appliances for specialized applications. The global countertop market size reached US$ 119.8 Billion in 2023. Going forward, the market is expected to reach US$ 193.1 Billion by 2032, exhibiting a growth rate (CAGR) of 5.45% during 2024-2032 (Source: Imarc).

At present, the increasing demand for modular kitchens and decorative shelves for toiletries in bathrooms, coupled with the burgeoning construction industry across the globe, represent one of the key factors strengthening the growth of the market. Additionally, the growing preference for high-quality materials, along with various technological advancements in countertops for improved safety and durability, is positively influencing the market. Besides this, there is a rise in the adoption of fancy and attractive countertops to enhance the appearance of space around the world. This, coupled with the increasing number of smart city projects, is bolstering the growth of the market. Apart from this, the rising trend of refurbishing and re-modelling building construction and infrastructure, along with inflating income levels of individuals across the globe, is contributing to the growth of the market. Moreover, the growing utilization of countertops due to the rising number of food-serving outlets around the world is offering a positive market outlook. In addition to this, the increasing demand for countertops in luxury hotel rooms, as they have multiple shelves, is offering lucrative growth opportunities to industry investors. Furthermore, the wide availability of prefabricated countertops, such as built-in appliances for relative application, is supporting the growth of the market.

Challenges

Several types of materials are used to make countertops, including granite, marble, quartz, slate, and artificial materials. Granite's durability and decorative aesthetic is making it the most preferred choice among home

MANAGEMENT DISCUSSION AND ANALYSIS

and building construction contractors. However, the harmful radiations from the granite are hampering the market growth.

Indian Counter-top Industry

The countertop market in India, as per the recent market study by FMI's analysts, is projected to register a CAGR of 5.7% through 2033. The following factors are propelling the growth of the market forward:

- Surging demand for residential and commercial hard surface countertops is catalysing product sales in India.
- The increasing count of laboratories, restaurants, and hotels in the country, backed by a robustly expanding Indian population, is expanding opportunities for countertop business.
- Continuous evolution of the real estate sector in India is projected to develop significant prospects for key players. As per the latest estimations by the India Brand Equity Foundation (IBEF), the real estate industry in India is predicted to escalate to US$ 1 trillion in 2030 which is going to boost the demand for counter-tops in the long-run.

Challenges

In the India countertop market, there are several challenges that manufacturers and suppliers need to navigate to meet the evolving demands of consumers and the construction industry. One of the primary challenges is the fluctuating raw material prices. Countertops are commonly made from materials such as granite, marble, quartz, and laminates. The prices of these materials can be subject to market fluctuations and availability, impacting the overall cost of countertops. Manufacturers need to develop strategies to manage cost variations and ensure pricing stability for customers. Additionally, the diverse preferences of consumers and their evolving design choices pose a challenge.

BUSINESS AND FINANCIAL OVERVIEW

Global Surfaces Limited is a leading Indian company specializing in the production and distribution of high-quality surface materials, including natural stone and engineered quartz. Established to meet the growing demand for premium surfaces in construction and interior design, the company has positioned itself as a prominent player both domestically and internationally. Founded by Mr. Mayank Shah, the Company is headquartered at Jaipur in India. The company's commitment to innovation, sustainability, and customer satisfaction has helped it build a strong reputation in the market, catering to a wide array of applications in residential, commercial, and industrial projects.

The Company's financial statements were prepared as per the Indian Accounting Standards ("Ind AS") as prescribed by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ("the Act"), read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended), other relevant provisions of the Act and other accounting principles generally accepted in India.

Brief financial performance for F.Y. 2023-24:

Standalone Financial Summary: (Rs. in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Revenue from Operations	1,621.35	1,770.30
EBDITA	364.30	388.94
Interest and Financial Charges	35.43	34.98
Tax expenses	47.20	9.64
Net Profit	210.64	250.74

Consolidated Financial Summary: (Rs. in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Revenue from Operations	2,252.91	1,780.66
EBDITA	386.83	382.91
Interest and Financial Charges	45.03	35.69
Tax expenses	54.71	10.57
Net Profit	197.81	242.34

MANAGEMENT DISCUSSION AND ANALYSIS

Key Financial Ratios:

Ratios	2023-24	2022-23
Debtors Turnover (Days)	113 days	86 days
Inventory Turnover (Days)	109 days	94 days
Interest Coverage Ratio (Times)	8.28	8.44
Current Ratio (Times)	2.14	3.87
Debt Equity Ratio (Times)	0.12	0.17
Operating Profit Margin (%)	8.87%	14.18%
Net Profit Margin (%)	12.99%	14.16%
Return on average Net Worth (%)	7.12%	12.73%

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate Internal Control Systems commensurate with the size and nature of its business. Internal Control Systems are supplemented by internal audits carried out regularly by outside independent qualified auditors. The Audit Committee interacts with the statutory and internal auditors. The Management also regularly reviews the operational efficiencies, utilisation of fiscal resources and compliance with laws so as to ensure optimum utilisation of resources, achieve better efficiencies and comply with the laws of land.

RISKS AND CONCERN

The Company has laid down a well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitor business and non-business risks. The Audit Committee and the Board periodically review the risks and suggest steps to be taken to manage/mitigate the same through a properly defined framework.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Employees are the valuable assets and the strength of an organisation in its growth, prosperity and development. Our Company has a team of qualified and dedicated personnel who have contributed to the growth and progress of the Company. The employees are imparted training on site and are encouraged to participate in the decision-making process. The management acknowledges the contributions made by each employee at all levels and records its appreciation for the co-operation extended, but for which the present growth would not have been possible.

INFORMATION & TECHNOLOGY

The Company's constant drive for growth leads to the strengthening of its information technology too. The Company's unwavering pursuit of expansion has resulted in the advancement of its information technology infrastructure. All systems within the Company have been unified and customized through integrated software.

CAUTIONARY STATEMENT

Statements in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability, changes in Government regulations, tax regimes, economic developments within India and other factors such as litigation and industrial relations. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

Standalone Financial Statements

Independent

Auditor's Report

TO

THE MEMBERS OF

GLOBAL SURFACES LIMITED (formerly known as Global Stones Private Limited)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **GLOBAL SURFACES LIMITED (formerly known as Global Stones Private Limited)** ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2024, the Standalone Statement of Profit and Loss (including other comprehensive income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

Sr. No.	Key Audit Matters	Auditors' response
1.	**Inventory of Raw material and Finished Goods (Valuation)** Finished goods inventory are valued at lower of cost and net realizable value (estimated selling price less estimated cost to sell) and raw material are written down below cost where it is estimated that the cost of finished products produced from such raw material will exceed their net realizable value. Considering the nature of finished goods and raw materials which is dependent upon various market conditions and evaluating possible impact of quality, class, size and ageing, determination of the net realizable value for finished goods and raw material involves significant management judgement and therefore has been considered as a key audit matter.	With respect to the net realisable value : • Obtained an understanding of the determination of the net realizable values of natural stone and engineered quartz slabs and assessed and tested the reasonableness of the significant judgements applied by the management; • Evaluating the physical condition of the raw material, its cost and yield vis a vis market price of the finished goods likely to be produced from such raw material; • Evaluated the design of internal controls relating to the valuation of raw material and finished goods and also tested the operating effectiveness of the aforesaid controls; • Assess the reasonableness of the net realisable value considering the market condition and evaluating possible impact of quality, class, size and ageing that was estimated and considered by the management; • Compared the actual costs incurred to sell based on the latest sale transactions to assess the reasonableness of the cost to sell that was estimated and considered by the management; • Compared the cost of the finished goods with the estimated net realisable value and checked if the finished goods were recorded at net realisable value where the cost was higher than the net realisable value; • Tested the appropriateness of the disclosure in the standalone financial statements in accordance with the applicable financial reporting framework.

Independent
Auditor's Report

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in Board's Report including Annexures to Board's Report, but does not include the standalone financial statements and our auditors' report thereon. The other information comprising the above documents is expected to be made available to us after the date of this auditors' report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated.

When we read the other information comprising the above documents, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions as per applicable laws and regulations.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

Report on Other Legal and Regulatory Requirements

A. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure-A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

B. As required by Section 143(3) of the Act, based on our audit, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in paragraph 2 (h) (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014

   c) the Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, the Standalone Statement of Cash Flows and Standalone Statement of Changes in Equity dealt with by this Report are in agreement with the books of accounts.

   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with relevant rules made thereunder.

   e) On the basis of the written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 45 to the standalone financial statements;

      ii. The Company did not have any long-term contracts including derivative contracts hence, the question of any material foreseeable losses does not arise;

      iii. No amount is required to be transferred to the Investor Education and Protection Fund by the Company

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Auditor's Report

iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The Company has not declared or paid any dividend during the year and therefore compliance of Section 123 of the Act, is not applicable.

vi. Based on our examination, which included test checks, the Company has used accounting software's for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the audit trail has been operated throughout the year for all relevant transactions recorded in the software. except that

(i) audit trail was not enabled at the database level to log any direct changes for accounting software used for maintaining books of accounts:

(ii) During the period from April 01, 2023 to June 30, 2023, the Company was using production and sales module namely "E-stones" use of which was discontinued from July 01, 2023. In absence of any information and documentation regarding audit trail in the above software, we are unable to comment on whether the said accounting software has a feature of recording audit trail (edit log) facility and whether it was operated effectively throughout the period of its use.

(iii) During the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For **B. Khosla & Co.**
Chartered Accountants

Firm Registration No. 000205C
Sandeep Mundra
Partner
Membership No: 075482
UDIN: 24075482BKCMNO2833

Place: Jaipur
Date: May 29, 2024

Corporate Overview
Statutory Reports
Financial Statements

Annexure A

To The Independent Auditor's Report

(Referred to in Paragraph A under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Global Surfaces Limited (formerly known as Global Surfaces Limited) of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment. (B) The Company has maintained proper records showing full particulars of intangible assets.

(b) All the Property, Plant and Equipment have been physically verified by the management during the year. There is a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its Property, Plant and Equipment. No material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company

(d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) and intangible assets during the year. Hence reporting under clause 3 (i) (d) is not applicable.

(e) As informed by the management, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended 2016) and rules made thereunder. Hence reporting under clause 3 (i) (e) is not applicable.

ii. (a) As per the information furnished, the Inventories have been physically verified by the management at the year-end. In our opinion, having regard to the size, nature and location of inventory, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in aggregate for each class of inventory were noticed on such verification.

(b) The company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. As per the information and explanation given to us the quarterly returns or statements filed by the company with banks are not in agreement with the books of accounts of the Company as disclosed in the Note 23 of the standalone financial statement.

iii. As required under clause 3(iii) of the Order, the relevant details to the extent applicable in respect of the investments, guarantee and/or loans or advances in the nature of loans, secured or unsecured, made by the Company during the year to companies, firms, limited liability partnership or any other parties is given as under: -

(a) The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans given are as under:

Particulars	Guarantees (INR in millions) (Refer Note Below)	Securities (INR in millions) (Refer Note Below)	Loans (unsecured) (INR in millions)	Advances in nature of loans (INR in millions)
Aggregate amount granted/provided during the year				
-Subsidiaries	340.80	-	1638.73	31.12
-Others	-	-	-	-
Balance Outstanding as at balance sheet date				
-Subsidiaries	890.80	550.00	1756.16	94.56
-Others	-	-	-	-

Note: The UAE subsidiary viz. Global Surfaces FZE has availed term loan/letter of credit facilities limit for its project in Dubai against which the Company has provided security of its property, plant and equipment, current assets and guarantee to the banks. The amount mentioned herein is the total limit sanctioned/outstanding in this regard.

(b) In our opinion, the investments made, guarantee provided, security given and the terms and conditions of grant of loans and advances in the nature of loans and guarantee provided are prima facie, not

Annexure A

To The Independent Auditor's Report

prejudicial to the Company's interest.

(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest (either by way of payment or by conversion into further loan in terms of agreement) are generally been regular as per stipulation except interest on loan amounting to INR 3.97 million provided to wholly owned subsidiary which is overdue for 365 days. However, as at the year end, an amount of Rs. 94.56 million which has been shown as "Advance to Subsidiaries" (Refer Note No. 17) for which no terms and condition for repayment has been stipulated.

(d) In respect of loans granted by the Company, there is no overdue amount of principal for more than 90 days remaining outstanding as at the balance sheet date.

(e) The loans which has fallen due during the year, have not been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

(f) The Company has not granted any loans either repayable on demand or without specifying any terms or period of repayment except as under :

Particulars	All Parties	Promoters	Related Parties
Aggregate amount of loans/ advances in nature of loans	-	-	-
-Repayable on demand (A)	-	-	94.56
- Agreement does not specify any terms or period of repayment (B)			
Total (A+B)	-	-	94.56
Percentage of loans/ advances in nature of loans to the total loans	-	-	5.10

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, where applicable.

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits within the meaning of the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed there under. Hence, reporting under clause 3 (v) is not applicable.

(vi) As per information and explanation given to us by the management, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the goods produced by the Company. Hence reporting under clause 3(vi) is not applicable.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Goods and Services Tax (GST), Income Tax, Duty of Custom, Value added tax, Cess and other statutory dues applicable to it with the appropriate authorities,

There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Services Tax, Service Tax, duty of Custom, Sales Tax, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable except unpaid Bonus of INR 1.48 million and TDS demand of INR 0.08 million for which appropriate details/reasons is yet to be inquired.

(b) Details of statutory dues including Goods and Service Tax and Income Tax which have not been deposited as on March 31, 2024 on account of disputes are as under:

Name of the statute	Nature of dues	Amount in INR (Millions)	Period to which the amount relates	Forum where dispute is pending
Income tax Act, 1961	Income tax	43.78	Block Period from AY 2013-2014 to AY 2021-22	CIT(Appeals), Kolkata
Income tax Act, 1961	Income tax	1.69	AY 2013-2014	Matter pertaining to deposition of advance tax in wrong head is referred to Grievance Cell
CGST Act, 2017	GST	0.73	2017-2018	Additional Commissioner (Appeals), Jaipur

(viii) According to the information and explanations given to us and records examined by us, there are no transactions that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Hence, reporting under clause 3 (viii) is not applicable.

Annexure A

To The Independent Auditor's Report

(ix) (a) According to the information and explanations given to us and records examined by us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender as at the Balance Sheet date.

(b) According to the information and explanations given to us and records examined by us, the Company has not been declared willful defaulter by any bank or financial institution or other lender. Hence, reporting under clause 3 (ix) (b) is not applicable.

(c) Based on our examinations of the records and information and explanations given to us, the term loans have been applied for the purpose for which these are raised.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) Based on our examinations of the records and information and explanations given to us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Hence, reporting under clause 3 (ix) (f) is not applicable.

(x) (a) In our opinion and according to explanations given to us, the Company has utilized the money raised by way of initial public offer (IPO) for the purpose for which they were raised though idle/surplus funds which were not required for immediate utilization have been kept in bank account. The Company has not raised moneys by way further public offer (including debt instruments) during the year.

(b) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has made private placement by way of share warrants during the year and the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with. Further, funds raised have been used for the purpose for which it was raised.

(xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.

(c) As represented and based on our examination of records made available to us by the management, there are no whistle blower complaints received by the Company during the year. Hence reporting under clause 3(xi)(c) is not applicable.

(xii) The Company is not a Nidhi company and hence reporting under clause 3(xii) is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013 where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) In our opinion and based on our examination, the Company have an internal audit system commensurate with its size and nature of its business. We have considered the internal audit reports issued for the year under audit.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Hence, reporting under clause 3(xv) is not applicable.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and hence reporting under clause 3(xvi)(a), (b) and (c) is not applicable.

(b) In our opinion, there is no Core Investment Company within the Group and accordingly reporting under clause 3(xvi)(d) is not applicable.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year; hence reporting under clause 3(xviii) is not applicable.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of

Annexure A

To The Independent Auditor's Report

balance sheet as and when they fall due within a period of one year from the balance sheet date.

We however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to information and explanations given to us, the unspent amount of Rs. 0.51 million towards Corporate Social Responsibility (CSR) on other than ongoing projects for the financial year 2023-2024 has been transferred to a Fund specified in Schedule VII to the Companies Act within the period of six months from the date of expiry of financial year 2023-2024, in compliance with second proviso to sub-section (5) of Section 135 of the said Act. The Company has not undertaken any ongoing project towards its Corporate Social Responsibility (CSR) obligation.

For **B. Khosla & Co.**
Chartered Accountants

Firm Registration No. 000205C
Sandeep Mundra
Partner
Membership No: 075482
UDIN: 24075482BKCMNO2833

Place: Jaipur
Date: May 29, 2024

Annexure B

to the Independent Auditor's Report

(Referred to in paragraph B(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

TO

THE MEMBERS OF GLOBAL SURFACES LIMITED (formerly known as Global Stones Private Limited)

We have audited the internal financial controls over financial reporting of GLOBAL SURFACES LIMITED ("the Company") as of March, 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the guidance note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing as specified prescribed under Section 143 (10) of the Companies Act, 2013 Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Company; (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **B. Khosla & Co.**
Chartered Accountants

Firm Registration No. 000205C
Sandeep Mundra
Partner
Membership No: 075482
UDIN: 24075482BKCMNO2833

Place: Jaipur
Date: May 29, 2024

Standalone Balance Sheet

as at 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Particulars	Note	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
Property, plant and equipment	3	339.97	380.28
Right-of-use assets	4	90.81	92.31
Intangible assets	5	2.22	0.25
Financial assets			
i. Investments	6	210.77	202.03
ii. Loans	7	1,756.43	117.74
iii. Other financial assets	8	8.57	9.18
Income tax assets (net)		28.87	20.24
Deferred tax assets (net)	9	213.72	216.70
Other non-current assets	10	3.28	9.68
Total non-current assets		**2,654.64**	**1,048.41**
Current assets			
Inventories	11	524.95	439.58
Financial assets			
i. Investments	12	1.54	57.19
ii. Trade receivables	13	557.89	445.34
iii. Cash and cash equivalents	14	2.00	59.45
iv. Bank balances other than (iii) above	15	7.03	1,070.80
v. Loans	16	1.15	18.64
vi. Other financial assets	17	207.50	85.11
Other current assets	18	33.26	23.75
Total current assets		1,335.32	2,199.86
Total assets		**3,989.96**	**3,248.27**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	19(a)	423.82	423.82
Other equity			
Reserves and surplus	19(b)	2,890.84	2,179.41
Total equity		3,314.66	2,603.23
LIABILITIES			
Non-current liabilities			
Financial liabilities			
i. Borrowings	20	41.53	66.36
ii. Lease liabilities	21	4.91	5.84
Provisions	22	3.66	5.06
Total non-current liabilities		50.10	77.26
Current liabilities			
Financial liabilities			
i. Borrowings	23	370.51	368.12
ii. Trade payables	24		
a) Total outstanding dues of micro and small enterprise		51.26	66.25
b) Total outstanding dues of creditors other than (ii)(a) above		176.64	92.58
iii. Other financial liabilities	25	14.27	14.54
Provisions	26	0.80	1.47
Other current liabilities	27	11.72	24.82
branch		-	
Total current liabilities		**625.20**	**567.78**
Total liabilities		**675.30**	**645.04**
Total equity and liabilities		**3,989.96**	**3,248.27**

The above standalone balance sheet should be read in conjunction with accompanying notes.

As per our report of even date
For **B. KHOSLA & CO.**
Chartered Accountants
FRN: 000205C

SANDEEP MUNDRA
Partner
M. No. 075482

Dated : May 29, 2024
Place: Jaipur

For **and on behalf of the Board of Directors**

MAYANK SHAH
Managing Director
DIN:01850199
Place : Dubai

SWETA SHAH
Executive Director
DIN:06883764
Place : Dubai

KAMAL KUMAR SOMANI
Chief Financial Officer
Place : Jaipur

DHARAM SINGH RATHORE
Company Secretary
M. No.: A57411
Place : Jaipur

Standalone Statement of Profit and Loss

for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Particulars	Note	Year ended March 31, 2024	Year ended March 31, 2023
Income			
Revenue from operations	28	1,621.35	1,770.30
Other income	29	149.49	44.25
Total income		**1,770.84**	**1,814.55**
Expenses			
Cost of materials consumed	30	818.42	852.63
Purchases of stock in trade	30a	9.96	
Changes in inventories of finished goods and work- in-progress	31	(54.74)	(8.27)
Employee benefit expenses	32	132.49	119.36
Depreciation and amortisation expense	33	71.03	93.58
Finance costs	34	35.43	34.98
Other expenses	35	500.41	461.89
Total expenses		**1,513.00**	**1,554.17**
Profit before tax		257.84	260.38
Tax expense			
- Current tax	36	45.05	46.12
- Deferred tax		2.15	(36.48)
Total tax expense		**47.20**	**9.64**
Profit for the year		**210.64**	**250.74**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations	42	2.87	0.43
Income tax relating to above	36	(0.84)	(0.12)
Other comprehensive income for the year, net of tax		2.03	0.31
Total comprehensive income for the year		**212.67**	**251.05**
Earnings per equity share (in INR)			
Basic earnings per share	44	4.97	7.34
Diluted earnings per share	44	4.97	7.34

The above standalone balance sheet should be read in conjunction with accompanying notes.

As per our report of even date
For **B. KHOSLA & CO.**
Chartered Accountants
FRN: 000205C

SANDEEP MUNDRA
Partner
M. No. 075482

Dated : May 29, 2024
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Chief Financial Officer
Place : Jaipur

DHARAM SINGH RATHORE
Company Secretary
M. No.: A57411
Place : Jaipur

Standalone Statement of Cash Flows

for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
A. Cash flows from operating activities		
Profit before tax	257.84	260.38
Adjustments for :		
Depreciation and amortisation	71.03	93.58
Interest and other finance costs	35.43	34.98
Provision/ (reversal) for Expected credit loss	-	(0.08)
Interest income	(99.71)	(17.59)
Gain on sale and revaluation of Mutual Funds	(0.35)	(0.62)
Unrealised (gain)/loss	25.53	(12.46)
Net loss/(gain) on disposal of property, plant and equipment	-	0.07
Operating profit before working capital changes	289.77	358.26
Changes in working capital:		
Increase in provisions	0.79	2.74
Increase/(Decrease) in trade payables	68.95	(26.17)
(Decrease)/Increase in other current financial and non financial liabilities	(31.91)	9.18
(Increase)/Decrease in other financial and non-financial assets	(33.74)	0.58
(Increase)/Decrease in inventories	(85.37)	29.56
(Increase) in trade receivables	(120.03)	(46.40)
Cash generated from operations	**88.46**	**327.75**
Taxes paid (net of refunds)	**(53.68)**	**(74.09)**
Net cash inflow from operating activities	**34.78**	**253.66**
B. Cash flows from investing activities		
Loan recovered during the period	17.50	73.66
Loan given during the period	(1,638.69)	(97.80)
Payments for property, plant and equipment and intangible assets	(31.20)	(32.29)
Purchase of investments in subsidiary	(8.74)	(186.82)
Proceeds from redemption of Mutual Funds	56.00	50.06
Bank deposits matured/(placed) during the year	1,063.77	(1,064.87)
Interest received	8.56	13.63
Net cash (outflow) in investing activities	**(532.80)**	**(1,244.43)**
C. Cash flows from financing activities		
Proceeds from issue of equity shares (net of issue expenses)	-	1,015.78
Proceeds from issue of convertible warrants	498.75	-
Proceeds/(repayment) of borrowings	(21.64)	63.95
Repayment of lease liabilities	(0.85)	(0.38)
Interest and other finance costs paid	(35.69)	(33.35)
Net cash inflow/(outflow) in financing activities	**440.57**	**1,046.00**

Standalone Statement of Cash Flows

for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Net (Decrease)/increase in cash and cash equivalents (A+B+C)	**(57.45)**	**55.23**
Cash and cash equivalents at the beginning of the year	**59.45**	**4.22**
Cash and cash equivalents at the end of the year	**2.00**	**59.45**
Reconciliation of cash and cash equivalents as per the standalone statement of cash flow		
Cash and cash equivalents comprise of the following (refer note 14):		
Balances with banks		
In current accounts	1.15	58.21
Cash on hand	0.85	1.24
Cash and cash equivalents at the end of the year	**2.00**	**59.45**

Net debt reconciliation:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Borrowings (including interest accrued)	413.47	436.18
Net Debt	**413.47**	**436.18**

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Opening Balance	**436.18**	**372.89**
Proceeds/(repayment) of borrowings	(21.64)	63.95
Interest expense recorded in profit and loss	35.43	34.98
Interest paid in cash	(35.69)	(33.35)
Unrealized foreign exchange	(0.81)	(2.29)
Closing Balance	**413.47**	**436.18**

Notes:

1. The Statement of cash flows has been prepared under the Indirect method as set out in Ind AS 7 on Statement of cash flows notified under Section 133 of The Companies Act 2013, read together with Paragraph 7 of the Companies (Indian Accounting Standard) Rules 2015 (as amended).

The above standalone balance sheet should be read in conjunction with accompanying notes.

As per our report of even date
For **B. KHOSLA & CO.**
Chartered Accountants
FRN: 000205C

SANDEEP MUNDRA
Partner
M. No. 075482

Dated : May 29, 2024
Place: Jaipur

For **and on behalf of the Board of Directors**

MAYANK SHAH
Managing Director
DIN:01850199
Place : Dubai

SWETA SHAH
Executive Director
DIN:06883764
Place : Dubai

KAMAL KUMAR SOMANI
Chief Financial Officer
Place : Jaipur

DHARAM SINGH RATHORE
Company Secretary
M. No.: A57411
Place : Jaipur

Standalone Statement of Changes in Equity

for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

A. Equity share capital

Particulars	Amount
As at April 01, 2022	**338.62**
Changes in equity share capital	85.20
As at March 31, 2023	**423.82**
Changes in equity share capital	-
As at March 31, 2024	**423.82**

B. Other equity

Particulars	Money received against convertible share warrants	Reserves and surplus		Total other equity
		Securities premium	Retained earnings	
Balance as at April 01, 2022	**-**	**172.30**	**825.48**	**997.78**
Profit for the year	-	-	250.74	250.74
Other comprehensive income	-	-	0.31	0.31
Total comprehensive income for the year	**-**	**-**	**251.05**	**251.05**
Securities premium on issue of shares	-	1,107.60	-	1,107.60
Share issue expenses	-	(177.02)	-	(177.02)
Balance as at March 31, 2023	**-**	**1,102.88**	**1,076.53**	**2,179.41**
Profit for the year		-	210.64	210.64
Other comprehensive income		-	2.03	2.03
Total comprehensive income for the year	**-**	**-**	**212.67**	**212.67**
Money received against convertible share warrants	498.75	-	-	498.75
Balance as at March 31, 2024	**498.75**	**1,102.88**	**1,289.21**	**2,890.84**

The above standalone balance sheet should be read in conjunction with accompanying notes.

As per our report of even date
For B. KHOSLA & CO.
Chartered Accountants
FRN: 000205C

SANDEEP MUNDRA
Partner
M. No. 075482

Dated : May 29, 2024
Place: Jaipur

For **and on behalf of the Board of Directors**

MAYANK SHAH
Managing Director
DIN:01850199
Place : Dubai

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Place : Jaipur

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Company Secretary
M. No.: A57411
Place : Jaipur

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

Background

Global Surfaces Limited ('the Company') is a limited Company. It is incorporated and domiciled in India and has its registered office at Mahindra World City, Sanganer, Jaipur - 302037.

The Company is incorporated since August 23, 1991 and is engaged primarily in the business of manufacturing of quartz and processing granite and marble. The company has been converted from a private limited company to a public company on October 21, 2021.The Company got listed on National Stock Exchange and Bombay Stock Exchange on March 23, 2023.

The Company together with its subsdiary is hereinafter referred to as 'Group'. These standalone financial statements were authorized to be issued by the Board of Directors on May 29, 2024.

Note 1: Basis of preparation and Material Accounting Policies

(a) Basis of preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

(b) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

(a) certain financial assets and liabilities that is measured at fair value; and

(b) defined benefit plans – plan assets measured at fair value

(c) Use of estimates and judgements

The preparation of standalone financial statement requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

The areas involving critical estimates or judgements are:

- **Estimated useful life of property, plant and equipment and intangible assets–** Management reviews its estimate of the useful lives of property, plant and equipment and intangible assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economy obsolescence that may change the utility of property, plant and equipment and intangible assets.
- **Estimation of defined benefit obligation – Estimation of defined benefit obligation –** Measurement of defined benefit obligation and related under plans require numerous assumptions and estimates that can have a significant impact on the recognized costs and obligation, such as future salary level, discount rate, attrition rate and mortality.
- **Impairment of trade receivable:** The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation
- **Estimation of net realisable value for raw material and finished goods:** The management has determined net realisable value of finished goods and raw material based on the analysis of physical conditions, ageing, technology, and market conditions to determine excess or obsolete inventories.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

(d) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM).

The Board of Directors of the Company has been identified as being the CODM as they assesses the financial performance and position of the Company, and makes strategic decisions. Refer Note 46 for segment information.

(e) Foreign currency translation

(i) Functional and presentation currency

Items included in the standalone financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The standalone financial statements are presented in Indian rupee (INR), which is the functional and presentation currency of the Company.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

(iii) Group Companies

The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that balance sheet
- income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities are recognised in other comprehensive income. When a foreign operation is sold, the associated exchange differences are reclassified to statement of profit and loss, as part of the gain or loss on sale.

(f) Revenue recognition

Revenue from sale of goods is recognised at when control of the goods is transferred to the customer which is generally on dispatch of goods and/or on the date of clearance by Customs and there is no unfulfilled obligation that could affect the customer's acceptance of the goods. The Company recognizes revenue from the sale of goods measured at the price specified in the contract, net of returns and allowances, trade discounts and volume rebates.

Revenue from value added services, namely freight and shipping insurance, is recognised as and when services are rendered, as per the terms agreed with the customers. Shipping and handling expenses have been netted off while recognition of revenue.

The Company does not have any significant financing element included in the sales made.

(g) Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. The provision for current tax is made at the rate of tax as applicable for the income of the previous year as defined under the Income Tax Act, 1961.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

(ii) Deferred tax

Deferred income tax is recognised using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts as per standalone financial statements as at the reporting date. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be recovered.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in associate where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Minimum Alternate Tax (" MAT ") credit entitlement is recognized as deferred tax asset if it is probable that MAT credit will reverse in foreseeable future and taxable profit will be available against which such deferred tax can be utilised.

(h) Leases

As a lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the lease commencement date. Contracts may contain both lease and non-lease components. The Company allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

Assets and liabilities arising from a lease are initially measured on a present value basis. liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Company under residual value guarantees
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option, and
- payments penalties for terminating the lease, if the lease term reflects the Company exercising an option to terminate the lease.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Company:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Company, which not have recent third party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

The Company is exposed to potential future increases in variable lease payments based on an index or rate take effect, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right—of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition that triggers those payments occurs.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a Straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct cost incurred obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet based on their nature.

(i) Business Combination

The acquisition method of accounting is used to account for all business combinations except common control, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the Company; and
- fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Company recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the

- consideration transferred;
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in equity as capital reserve.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss or other comprehensive income, as appropriate.

Business combination between entities under common control is accounted using pooling of interest method of accounting. Under pooling of interest method of accounting, assets and liabilities of combining entities are reflected at carrying amount and no adjustments are made to reflect fair values, or recognize any new assets and liabilities. The only adjustments are made to harmonise accounting policies. The difference between the amount recorded as share capital plus any additional consideration in the form of cash or other assets and amount of share capital of the transferor is transferred to capital reserve and is presented separately from capital reserve.

(j) Impairment of assets

Goodwill and intangible that have an indefinite useful life are subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets(cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(k) Cash and cash equivalents

For the purpose of presentation in the standalone statement of cash flows, cash and cash equivalents includes cash on hand, deposits held a call with financial institutions, other short-term highly liquid investments with original maturities of less than three months that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value .

(l) Trade receivables

Trade receivables are amounts due from customer for sold or services performed in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional they contain significant financing components, when they are recognised at fair value. The Company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

(m) Inventories

Inventories are valued at lower of cost and estimated net realisable value. Cost is determined on "First-in-First-Out", "Specific Identification" or Weighted Averages" basis as applicable. Cost of Inventories comprises of cost of purchases, cost of conversion and other direct costs incurred in bringing the inventories to their present location and condition. Cost of Finished goods are determined on absorption costing method. Semi Finished Goods are Finished Goods pending Quality Inspection.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and estimated selling expenses. Identification of a specific item and determination of estimated net realisable value involves technical judgment of the management, which has been relied upon by the Auditors.

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

The company assess the valuation of Inventories at each reporting period and write down the value for different finished goods based on their quality classes and ageing. Inventory provisions are provided to cover risks arising from slow-moving items, discontinued products, and net realizable value lower than cost. The process for evaluating these write-offs often requires to make subjective judgments and estimates, based primarily on historical experience, concerning prices at which such inventory will be able to be sold in the normal course of business, to the extent each of these factors impact the Company's business.

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

(n) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial assets:

Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Initial recognition and measurement

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Company commits to purchase or sale the financial asset. Financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed of in profit or loss.

Subsequent measurement

After initial recognition, financial assets are measured at:

- fair value (either through other comprehensive income or through profit or loss), or
- amortised cost

Debt instruments

Debt instruments are subsequently measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till de-recognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVTPL):

Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss in the period in which it arises. Interest income from these financial assets are recognised in other income.

Equity instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at fair value through other comprehensive income (FVTOCI) or FVTPL.

The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in other

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as at and for the year ended 31st March, 2024

comprehensive income (OCI). There is no recycling of the amounts from OCI to profit and loss, even on sale of such investments.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the standalone statement of profit and loss.

Investment in equity instruments of subsidiaries

The Company records the investments in subsidiaries, associates and joint ventures at cost.

When the Company issues financial guarantees on behalf of subsidiaries, initially it measures the financial guarantees at their fair values and subsequently measures at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

The Company records the initial fair value of financial guarantee as deemed investment with a corresponding liability recorded as deferred revenue. Such deemed investment is added to the carrying amount of investment in subsidiaries.

Deferred revenue is recognized in the Statement of Profit and Loss over the remaining period of financial guarantee issued.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 41 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Derecognition of financial assets

A financial asset is derecognized only when:

- the Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Income recognition

Interest income

Interest income from financial assets at fair value through profit or loss is disclosed as interest income within other income. Interest income on financial assets at amortised cost and financial assets at FVOCI is calculated using the effective interest rate method and recognised in the standalone statement of profit and loss as part of other income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance)

Dividend income

Dividends are received from financial assets at fair value through profit or loss and at FVOCI. Dividends are recognised as other income in profit or loss when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits, unless the dividend clearly a recovery part of the cost of the investment.

Other income

All other income is accounted on accrual basis when no significant uncertainty exist regarding the amount that will be received.

Financial liabilities:

Initial recognition and measurement

Financial liabilities are initially measured at its fair value plus or minus, in the case of a financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the issue/ origination of the financial liability.

Subsequent measurement

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the standalone statement of profit and loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the standalone statement of profit and loss. Any gain or loss on derecognition is also recognised in the standalone statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the standalone balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

(o) Property, plant and equipment

Items of property, plant and equipment are stated at historical cost less accumulated depreciation and impairment. Historical cost comprises of the purchase price including import duties and non-refundable taxes and directly attributable expenses incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by management.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the written down value method, to allocate their cost, net of residual values, over the estimated useful lives of the assets, based on technical evaluation done by the management's expert which is in accordance with the Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Depreciation on property, plant and equipment is provided based on the management estimated useful life for the property, plant and equipment:

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other income / other expenses.

(p) Investment properties

Properties that are held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, are classified as investment properties. Investment properties are measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

(q) Capital Work in Progress

Expenditure incurred on construction of assets which are not ready for their intended use are carried at cost less impairment (if any), under Capital work-in-progress. The cost includes the purchase cost of materials, including import duties and non-refundable taxes, interest on borrowings used to finance the construction of the asset and any directly attributable costs of bringing an assets ready for their intended use

(r) Intangible assets

Intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets are amortised on a written down value basis over their estimated useful lives.

Depreciation on intangible assets is provided based on the management estimated useful life for the intangible assets:

The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other income / other expenses.

(s) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

months after the reporting period or operating cycle, as applicable. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(t) Borrowing cost

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Capitalisation of borrowing costs is suspended and charged to the standalone statement of profit and loss during extended periods when active development activity on the qualifying asset is interrupted.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

(u) Provisions and contingent liabilities

Provisions

Provisions are recognized when there is a present legal or constructive obligation as a result of a past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as an interest expense.

Contingent liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

(v) Employee benefits

(i) Short term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within period of operating cycle after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) Other long term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within period of operating cycle after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss. The obligations are presented as current liabilities in the balance sheet if the Company does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Company operates the following post-employment schemes.

· defined benefit plan i.e. gratuity

· defined contribution plans such as provident fund and employees state insurance(ESI)

Gratuity obligations

The liability or asset recognised in the standalone balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefits expense in the standalone statement of profit and loss.

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

They are included in retained earnings in the standalone statement of changes in equity and in the standalone balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined contribution plans

The Company pays provident fund contributions to publicly administered provident funds as per local regulations and also makes contribution to employees state insurance. The Company has no further payment obligation once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefits expense when they are due.

(w) Contributed equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(x) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of respective class of equity shares of the Company
- By the weighted average number of equity shares (respective class wise) outstanding during the financial year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(y) Rounding of amounts

All amounts disclosed in the standalone financial statements and notes have been rounded off to the nearest millions as per the requirement of Schedule III, unless otherwise stated.

Note 2: Changes in accounting policies and disclosures

New amendments issued but not effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

3. Property, plant and equipment

Particulars	Building	Office equipment's	Plant and equipment	Computers	Electrical Installation	Leasehold Improvements	Furniture and Fixtures	Vehicles	Total
Year ended March 31, 2023									
Gross carrying amount									
Opening gross carrying amount	212.40	5.46	681.15	2.44	30.38	-	9.39	46.25	987.48
Additions	2.21	3.33	1.61	0.81	-	79.02	0.38	(0.00)	87.36
Disposals	-	-	(1.12)	(0.04)	-	-	-	(3.31)	(4.48)
Closing gross carrying amount	**214.62**	**8.79**	**681.65**	**3.21**	**30.38**	**79.02**	**9.76**	**42.94**	**1,070.37**
Accumulated depreciation									
Opening accumulated depreciation	52.55	4.81	484.03	1.93	27.20	-	6.73	25.36	602.61
Additions	9.68	1.87	61.97	0.45	1.55	9.27	0.74	6.39	91.92
Disposals/ Adjustments	(0.05)	(0.25)	(1.00)	(0.04)	0.00	-	0.00	(3.10)	(4.44)
Closing accumulated depreciation	**62.18**	**6.44**	**545.00**	**2.34**	**28.75**	**9.27**	**7.47**	**28.65**	**690.09**
Net carrying amount	**152.44**	**2.35**	**136.65**	**0.87**	**1.64**	**69.75**	**2.29**	**14.29**	**380.28**
Year ended March 31, 2024									
Gross carrying amount									
Opening gross carrying amount	214.62	8.79	681.65	3.21	30.38	79.02	9.76	42.94	1,070.37
Additions	3.37	0.93	18.47	1.37	-	3.99	0.38	-	28.52
Disposals	-	-	(0.50)	-	-	-	-	(0.12)	(0.62)
Closing gross carrying amount	**217.99**	**9.72**	**699.62**	**4.58**	**30.38**	**83.01**	**10.14**	**42.82**	**1,098.27**
Accumulated depreciation									
Opening accumulated depreciation	62.18	6.44	545.00	2.34	28.75	9.27	7.47	28.65	690.10
Additions	9.14	1.53	44.45	0.95	0.10	7.61	0.67	4.33	68.77
Disposals/ Adjustments	-	-	(0.46)	-	-	-	-	(0.11)	(0.57)
Closing accumulated depreciation	**71.32**	**7.97**	**588.99**	**3.29**	**28.85**	**16.88**	**8.14**	**32.87**	**758.30**
Net carrying amount	**146.67**	**1.75**	**110.63**	**1.29**	**1.54**	**66.13**	**2.00**	**9.95**	**339.97**

Notes:

1) Refer note 20 and 23 for information on property, plant and equipment offered as security against borrowings taken by the Company

2) The Company has not revalued any of its property, plant and equipment during the current year and previous year.

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Note 4 - Capital Work in Progress

PARTICULARS	Total
Balance as at April 01, 2022	**55.77**
Addition during the year	23.24
Transferred to property plant and equipment	79.02
Balance as at March 31, 2023	**-**
Addition during the year	-
Transferred to property plant and equipment	-
Balance as at March 31, 2024	**-**

Note 4 - Right-of-use-Assets (ROU assets)

PARTICULARS	Total
Balance as at April 01, 2022	**93.07**
Addition during the year	0.74
Depreciation	1.50
Balance as at March 31, 2023	**92.31**
Addition during the year	-
Depreciation	1.50
Balance as at March 31, 2024	**90.81**

1) Refer note 20 and 23 for information on right-of-use-Assets offered as security against borrowings taken by the Company.

Note 5 - Intangible assets

PARTICULARS	Total
Year ended March 31, 2023	
Gross carrying amount	
Opening gross carrying amount	1.37
Additions	**-**
Closing gross carrying amount	**1.37**
Accumulated amortisation	
Opening accumulated amortisation	0.96
Amortisation charge during the year	0.16
Closing accumulated amortisation and impairment	**1.12**
Net carrying amount	**0.25**
Year ended March 31, 2024	
Gross carrying amount	
Opening gross carrying amount	1.37
Additions	2.73
Closing gross carrying amount	**4.10**
Accumulated amortisation	
Opening accumulated amortisation	1.12
Amortisation charge during the year	0.75
Closing accumulated amortisation and impairment	**1.87**
Net carrying amount	**2.22**

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Note 6 - Non-Current Investments

PARTICULARS	As at March 31, 2024	As at March 31, 2023
Investment in equity instruments (unquoted)		
In Subsidiary Companies (at cost)		
9,990 share of USD 1 each fully paid up held in Global Surfaces Inc.	0.74	0.74
96,249 share of AED 100 each fully paid up held in Global Surfaces FZE	201.30	201.30
07 (PY: Nil) share of USD 15000 each fully paid up held in Superior Surfaces INC	8.74	-
Total	**210.77**	**202.03**
Aggregate book value of:		
Unquoted investments	210.77	202.03
Aggregate impairment of:		
Unquoted investments	**-**	**-**

Disclosure pursuant to Ind AS 27 'Separate Financial Statements' for investment in equity instruments of subsidiary companies:

Name of Company and their principle place of business	Proportion of voting rights held by the Company	
	As at March 31, 2024	As at March 31, 2023
Global Surfaces Inc. (United State of America)	99.90%	99.90%
Global Surfaces FZE (United Arab Emirates)	100.00%	100.00%
Superior Surfaces Inc. (United State of America)	**50.00%**	**0.00%**

Note:- Subsidiaries are engaged in the business of trading and manufacturing of quartz slabs

Note 7 - Non-Current Loans

PARTICULARS	As at March 31, 2024	As at March 31, 2023
Unsecured and considered good		
Loans (At amortised cost)		
- To subsidiary (refer note 37)	1,756.16	117.44
- To employees	0.27	0.30
Total	**1,756.43**	**117.74**

(i) The loans have been given for general business purpose and has been utilized by the borrowers for the same.

Break-up of security details

PARTICULARS	As at March 31, 2024	As at March 31, 2023
Loans considered good – Secured	-	-
Loans considered good - Unsecured	1,756.43	117.74
Loans which have significant increase in credit risk	-	-
Loans – credit impaired	-	-
Total	**1,756.43**	**117.74**
Loss allowance	-	-
Total loans	**1,756.43**	**117.74**

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Note 8 - Other non-current financial asset

PARTICULARS	As at March 31, 2024	As at March 31, 2023
Unsecured, Considered good		
Security Deposit	8.57	9.18
Total	**8.57**	**9.18**

Note 9 - Deferred tax assets (net)

PARTICULARS	As at March 31, 2024	As at March 31, 2023
Deferred Tax	31.67	31.42
MAT credit entitlement	182.05	185.28
Total	**213.72**	**216.70**

Note 10 - Other non-current assets

PARTICULARS	As at March 31, 2024	As at March 31, 2023
Unsecured, Considered good		
Capital advances	3.28	9.68
Total	**3.28**	**9.68**

Note 11 - Inventories

PARTICULARS	As at March 31, 2024	As at March 31, 2023
(As per Inventory taken, valued and certified by the management) (refer accounting policy)		
Raw Material	66.07	51.34
Work-in-Progress	11.77	6.88
Finished Goods (includes goods in transit) and Semi - Finished Goods*	403.58	353.73
Consumables	43.53	27.62
Total	**524.95**	**439.58**

*Goods in transit amounting to INR 4.79 (March 31, 2023: INR 11.96)
Refer note 20 and 23 for information on inventories offered as security against borrowings taken by the Company

Note 12 - Current Investments

Particulars	As at March 31, 2024	As at March 31, 2023
Quoted- Mutual Funds (Valued at fair value through profit and loss)		
Investment in Mutual Funds 1,04,314.99 (PY: 45,13,694.37 Units of Axis Ultra Short Term Fund- Regular Growth having face value of INR 10)	1.41	57.19
Investment in Mutual Funds 34.52 (PY: Nil Units of Nippon India Ultra Short DurationFund- Growth having face value of INR 10)	0.13	-
Total	**1.54**	**57.19**
Aggregate amount of unquoted investment	-	-
Aggregate amount of quoted investment and market value thereof	1.54	57.19
Aggregate amount of impairment in value of investments	-	-

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Note 13 - Trade Receivables

Particulars	As at March 31, 2024	As at March 31, 2023
Trade receivables		
- To related parties (refer note 37)	0.47	0.04
- To subsidiary (refer note 37)	210.90	133.28
- To other parties	352.41	314.99
Less: Loss allowance	(5.89)	(2.97)
Total	**557.89**	**445.34**
Current portion	557.89	445.34
Non-current portion	-	-

Particulars	As at March 31, 2024	As at March 31, 2023
Trade receivables considered good – Secured	-	-
Trade receivables considered good – Unsecured	540.41	436.67
Trade receivables which have significant increase in credit risk	23.37	11.64
Trade receivables – Credit impaired	-	-
Total	**563.78**	**448.31**
Loss allowance	(5.89)	(2.97)
Total trade receivables	**557.89**	**445.34**

Note:

(i) Trade amounting to INR 0.47 (March 31, 2023: INR 0.04) are due from director and from firms in which directors are partners.

(ii) Refer note 20 and 23 for information on trade receivable offered as security against borrowings taken by the Company

Ageing schedule of trade receivables considered good – unsecured

Particulars	As at March 31, 2024	As at March 31, 2023
Not due	401.11	296.57
Less than 6 Months	119.42	115.86
6 Months - 1 Year	19.88	24.24
1-2 Years	-	-
2-3 Years	-	-
More than 3 Years	-	-
Total	**540.41**	**436.67**

Ageing schedule of trade receivables which have significant increase in credit risk

Particulars	As at March 31, 2024	As at March 31, 2023
Not due	-	-
Less than 6 Months	-	-
6 Months - 1 Year	-	-
1-2 Years	14.97	8.61
2-3 Years	6.51	1.31
More than 3 Years	1.89	1.72
Total	**23.37**	**11.64**

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Note 14 - Cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with banks		
In current accounts	1.15	58.21
Cash on hand	0.85	1.24
Total	**2.00**	**59.45**

Note 15 - Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with banks		
In Escrow accounts	5.25	69.15
In Trust accounts	0.02	-
Deposits for original maturity of less than 12 months*	1.76	1,001.65
Total	**7.03**	**1,070.80**

*These are restricted deposits. The restriction are primarily on account of utilization of deposit held from IPO proceeds for which authorization from board is required amounting for Rs INR Nil (PY: INR 1001.57) and also include deposit held as margin money against borrowings amounting to Rs INR 1.76 (PY: INR 0.08)

Note 16 - Current Loans

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured and considered good		
Loans (At amortised cost)		
- To related parties (refer note 37)	-	16.02
- To employees *	1.15	2.62
Total	**1.15**	**18.64**

* Includes loan given to related parties (refer note 37)

Break-up of security details

Particulars	As at March 31, 2024	As at March 31, 2023
Loans considered good – Secured	-	-
Loans considered good - Unsecured	1.15	18.64
Loans which have significant increase in credit risk	-	-
Loans – credit impaired	-	-
Total	1.15	18.64
Loss allowance	-	-
Total loans	**1.15**	**18.64**

Note:

(i) The loans have been given for general business purpose and has been utilized by the borrowers for the same.

(ii) Loans to employees (unsecured and considered good) includes INR Nil (March 31, 2023: 0.13) due from Managing director and other officers given as a part of the conditions of service extended by the Company to all of its employees

(iii) None of the loans or advances in the nature of loans granted to Promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) is repayable on demand or without specifying any terms of repayment.

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Note 17 - Other current financial assets

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured and considered good		
Interest receivable from subsidiary (refer note 37)	95.12	3.97
Export incentive receivable	1.82	1.33
Advance to subsidiary (refer note 37)	94.56	63.43
Security Deposits	15.77	15.50
Other Receivable	0.23	0.88
Total	**207.50**	**85.11**

Note 18 - Other current assets

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured and considered good		
Balance with government authorities	6.27	4.92
Advance to vendors		
Related party (refer note 37)	0.09	-
Others*	24.22	11.43
Prepaid expenses	2.68	7.39
Unsecured and considered doubtful		
Advance to vendors		-
Others	0.79	0.29
Less: Provision for doubtful advance	(0.79)	(0.29)
Total	**33.26**	**23.75**

* Includes INR 2.68 (Previous Year: INR Nil) related to expenses for proposed warrants offer.

Note 19 - Equity Share capital and other equity

Equity share capital

(i) Authorised share capital

Particulars	As at March 31, 2024	As at March 31, 2023
Equity share capital		
5,50,00,000 (For previous year: 4,60,00,000) equity shares of INR 10 each	550.00	460.00
Total	**550.00**	**460.00**

(ii) Issued, subscribed and paid up

Particulars	As at March 31, 2024	As at March 31, 2023
Equity share capital		
4,23,81,818 (For previous year: 4,23,81,818) Equity shares of INR 10 each	423.82	423.82
Total	**423.82**	**423.82**

(iii) Rights, preferences and restrictions attached to shares

Equity Shares

The Company has only one class of shares referred to as equity shares having a par value of` Rs. 10/-. Each holder of equity shares is entitled to one vote per share with same rights, preferences. In the event of liquidation of the Company, the holders of equity shares will be entitled to received the remaining assets of the company, after distribution of all preferential amounts.

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

The distribution will be in proportion to the number of equity shares held by the shareholders. The Equity Shares issued by the company have equal right as to voting and dividend.

(iv) Movement in equity share capital

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	Amount
Equity Shares				
Shares outstanding as at the beginning of the year	4,23,81,818.00	423.82	3,38,61,818	338.62
Add: Share issued during the year (Refer note (i) below)	-	-	85,20,000.00	85.20
Shares outstanding as at the end of the year	**4,23,81,818.00**	**423.82**	**4,23,81,818.00**	**423.82**

Note (i) : During the year ended March 31, 2023, the company has completed its Initial Public offer (IPO) of 1,10,70,000 equity shares of face value of Rs. 10 each at an issue price of Rs. 140 per share aggregating to Rs. 1,549.80 million, comprising of fresh issue of 85,20,000 shares aggregating to Rs. 1,192.80 million and offer for sale of 25,50,000 shares by the selling shareholders aggregating to Rs. 357.00 million. The Equity Shares were listed on the BSE Limited and National Stock Exchange of India Limited on March 23, 2023. Further, the Company has incurred Rs. 230.00 million as IPO expenses and proportionately allocated such expenses between the Company amounting to Rs. 177.02 million (netted off against securities premium) and selling shareholders amounting to Rs. 52.98 million which has been reimbursed by the selling shareholders to the Company.

(v) Details of shareholders other than promoter holding more than 5% shares in the Company

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	% Holding	Number of Shares	% Holding
Sweta Shah	23,99,000	5.66%	23,99,000	5.66%
Mayank Shah (HUF)	28,92,488	6.82%	28,92,488	6.82%

(vi) Details of shares held by promoter

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	% Holding	Number of Shares	% Holding
Mayank Shah	2,35,06,368	55.46%	2,35,06,368	55.46%

(vii) Change in shareholding of promoters are disclosed below:

Name of Promoters	Number of shares	% Total shares	% Changes during the year
As at March 31, 2024			
Mayank Shah	2,35,06,368	55.46%	0.00%
As at March 31, 2023			
Mayank Shah	2,35,06,368	55.46%	-0.13%

(viii) The Company has not bought back any shares during the preceding 5 years.

(ix) Aggregate number of shares issued as fully paid up bonus shares (during 5 years immediately preceding March 31, 2024):

Particulars	As at March 31, 2024	As at March 31, 2023
Fully paid up Bonus Shares of face value 10 each	-	-
Total	-	-

19(b) - Other equity

Particulars	As at March 31, 2024	As at March 31, 2023
Securities premium	1,102.88	1,102.88
Retained earnings	1,289.21	1,076.53
Money received against convertible share warrants	498.75	-
Total	**2,890.84**	**2,179.41**

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

(i) Securities premium

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	**1,102.88**	**172.30**
Add: Securities premium on issue of shares	-	1,107.60
Less: Share issue expenses	-	(177.02)
Closing balance	**1,102.88**	**1,102.88**

(ii) Retained earnings

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	**1,076.53**	**825.48**
Profit for the year	210.64	250.74
Other comprehensive income	2.03	0.31
Closing balance	**1,289.21**	**1,076.53**

(iii) Money received against convertible share warrants

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	**-**	**-**
Add: Money received against Share warrants	498.75	-
Closing balance	**498.75**	**-**

Nature and purpose of reserves

(i) Securities premium

Amounts received on issue of shares in excess of the par value has been classified as securities premium, net of utilisation.

(ii) Retained earnings

The cumulative gain or loss arising from the operations which is retained by the Company is recognised and accumulated under the heading "Retained Earnings". At the end of the year, the profit after tax and Other Comprehensive income are transferred from the statement of profit and loss to retained earnings. Other comprehensive income comprises actuarial gains and losses on defined benefit obligation.

(iii) Money received against convertible share warrants

Pursuant to approval of shareholders in the EGM held on November 16, 2023, the company allotted 95,00,000 convertible warrants at a price of Rs. 210/- per warrant convertible in to equivalent number of equity shares including premium of Rs. 200/- total amounting Rs.1995.00 million in the meeting of Board of directors of the Company held on December 4, 2023. An Amount of Rs. 498.75 million was received (25% being the warrants subscription price) was received from the issue proceed of convertible warrants.

Note 20 - Non current borrowings

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
Secured		
Term loan from banks	58.78	91.39
Vehicle Loans from financial institutions	7.64	8.78
Less : Current maturities of non current borrowings (refer note 23)	(24.89)	(33.81)
Total	**41.53**	**66.36**

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Note:

a) Credit facilities from Banks

Credit facilities from bank (presently in multiple banking with HDFC Bank Limited and Kotak Mahindra Bank Limited) is secured by Equitable mortgage of factory Land and Building of Company situated at Bagru Industrial Area and at Mahindra SEZ and equitable mortgage of industrial unit situated at shah industrial estate, West Bengal of Laminated Products (partnership firm of Director) and hypothecation of existing and future movable fixed assets, book debts, fixed deposits, plant and machinery and stock of the Company.

-Further secured by

Personal Guarantees of managing director and executive director

Repayment:

Term Loan is repayable as under:

Term Loan I:- 25 monthly instalments of INR 0.76 each beginning from 07/09/2022 (Interest rate @ 9.48% presently);

Term Loan II:- 19 monthly instalments of INR 1.08 each beginning from 07/09/2022 (Interest rate @ 9.48% presently);

Term Loan III:- 19 monthly instalments of INR 0.70 each beginning from 07/09/2022 (Interest rate @ 9.48% presently);

GECL Loan:- 37 monthly instalments of INR 1.80 each beginning from 07/01/2024 (Interest rate @ 9.25% presently).

Vehicle Loans is secured by hypothecation of respective Motor vehicle.(i) Repayable in 48 monthly instalment of INR 0.15 and bullet repayment of INR 5.43 at the end of loan period

Note 21 - Lease liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Lease liabilities on right to use asset (refer note 46)	4.91	5.84
Total	**4.91**	**5.84**

Note 22 - Non current provisions

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for employee benefit		
Provision for gratuity (refer Note 42)	0.41	0.71
Provision for compensated absences (refer Note 42)	3.26	4.35
Total	**3.66**	**5.06**

Note 23 - Current Borrowings

Particulars	As at March 31, 2024	As at March 31, 2023
Secured Borrowings- from banks		
Cash Credit	8.31	3.05
Post shipment Loan	55.32	41.84
Pre-shipment Loan	281.99	289.43
Current maturities of non current borrowings	24.89	33.81
Total	**370.51**	**368.12**

Primary Security

Working capital loans from bank is secured by Stock-in-Trade, Receivables and other current assets of the Company.

Further secured by

(a) Equitable mortgage of factory Land and Building of Company situated at Bagru Industrial Area and at Mahindra SEZ and equitable mortgage of industrial unit situated at shah industrial estate, West Bengal belonging to Laminated Products (partnership firm of Director) and hypothecation of existing and future movable fixed assets and plant and machinery of the Company.

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

(b) Personal Guarantee of managing director and executive director

Repayment:

On Demand

Interest Rate:

Cash Credit and Export Credit in INR - MCLR + spread i.e. presently 9.43%. Interest rate on Pre-Shipment and Post shipment availed in Foreign currency are linked with SOFR plus spread as stipulated by bank.

Reconciliation of quarterly returns/statements submitted to banks with Books of accounts:

Particulars	Amount reported in the stock statement	Amount as per Books of accounts	Difference
Jun-23			
Inventory	444.21	469.91	(25.70)
Trade Receivables	509.24	499.62	9.62
Trade Payables	178.82	195.78	(16.97)
Sep-23			
Inventory	502.59	513.80	(11.21)
Trade Receivables	520.99	518.64	2.36
Trade Payables	205.88	235.15	(29.27)
Dec-23			
Inventory	522.07	540.16	(18.09)
Trade Receivables	489.62	481.31	8.31
Trade Payables	160.15	187.76	(27.61)
Mar-24			
Inventory	516.31	524.95	(8.64)
Trade Receivables	573.41	557.89	15.52
Trade Payables	196.81	227.90	(31.08)

Reason for material discrepancies

Inventory

While preparing stock statements adjustments for overhead allocation and NRV valuation is carried out on estimated basis whereas in books of accounts the same exercise is carried on reporting date basis.

Trade receivables and payables

These figures are based on provisional financial statements. However certain settlements, restatement, provision for doubtful debts and reconciliation adjustments of receivables and payables have been carried out at later date in books of accounts. Further, the Company is providing details of trade payable related to raw material and consumables only in the stock statements submitted to banks.

Note 24 - Trade payables

Particulars	As at March 31, 2024	As at March 31, 2023
Trade payables		
Dues to others*	176.64	92.58
Dues to micro and small enterprises	51.26	66.25
Total	**227.90**	**158.82**

* Includes trade payables to related parties (refer note 37)

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Trade payable ageing schedule for micro and small enterprises - Not disputed

Particulars	As at March 31, 2024	As at March 31, 2023
Unbilled	2.61	-
Not due	37.18	42.23
Less than 1 year	11.46	24.01
1-2 Years	-	0.00
2-3 Years	-	-
More than 3 Years	-	-
Total	**51.26**	**66.25**

Trade payable ageing schedule for other than micro and small enterprises - Not disputed

Particulars	As at March 31, 2024	As at March 31, 2023
Unbilled	16.30	13.21
Not due	46.29	52.08
Less than 1 year	113.12	26.36
1-2 Years	0.33	0.92
2-3 Years	0.59	0.00
More than 3 Years	-	-
Total	**176.64**	**92.58**
Note: Company does not have any disputed trade payables to others		

Particulars	As at March 31, 2024	As at March 31, 2023
Disclosure required pursuant to Micro, Small and Medium Enterprise Development Act. 2006 (MSMED Act):		
Principal amount due to suppliers registered under the MSMED Act, 2006	48.65	66.25
Interest accrued and due to suppliers under MSMED Act, 2006	2.61	0.23
Payment made to suppliers (other than interest) beyond the appointed day, during the year	-	-
Interest paid to suppliers under MSMED Act, 2006 (Other than Section 16)	-	-
Interest paid to suppliers under MSMED Act, 2006 (Section 16)	-	-
Interest due and payable to suppliers registered under MSMED Act, 2006 for payments already made	-	-
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act, 2006	2.61	-
Interest further due and payable even in succeeding year, until such date when the interest dues as above are actually paid	-	-

The above information regarding Micro and Small Enterprises has been determined on the basis of information available with the Company and has been relied upon by the auditors.

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Note 25 - Other current financial liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Interest accrued on borrowings	1.44	1.70
Employee benefits payables	11.91	11.28
Lease liabilities on right to use asset (refer note 46)	0.93	0.85
Others financial liabilities	0.00	0.71
Total	**14.27**	**14.54**

Note 26 - Current Provisions

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for employee benefit		
Provision for gratuity (refer Note 42)	0.46	1.06
Provision for compensated absences (refer Note 42)	0.33	0.41
Total	**0.80**	**1.47**

Note 27 - Other current liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory Liabilities*	4.57	21.15
MTM payable on outstanding forward contracts	0.24	-
Advances from customers #	6.91	3.68
Total	**11.72**	**24.82**

* includes Rs 0.51 unspent corporate social responsibility expenditure

Includes advances from customers to related parties (refer note 37)

Note 28 - Revenue from operations

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Revenue from operations		
Sale of goods		
Exports (including deemed exports)	1,586.04	1,752.10
Domestic Sale	8.87	14.25
Other operating revenue		
Export Incentives	2.86	3.20
Job Work Income	23.59	0.75
Total	**1,621.35**	**1,770.30**

Note 29 - Other income

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Interest income on financial assets at amortised cost		
Loan to staff	0.03	0.03
Loan to subsidiary (refer note 37)	90.71	3.97
Loan to body corporate and others	1.23	13.01
On deposits with bank	7.74	0.58
Guarantee commission (refer note 37)	6.17	6.54
Gain on disposal of property, plant and equipment	0.09	-
Reversal of expected credit loss	-	0.08
Rental income (refer note 37)	2.55	0.15
Gain on sale and revaluation of mutual funds	0.35	0.62
Management fees (refer note 37)	1.31	2.62
Exchange gain (net)	39.09	11.29
Miscellaneous income	0.21	5.35
Total	**149.49**	**44.25**

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Note 30 - Cost of Material Consumed

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Raw Material		
Opening stock	51.34	57.59
Add: Purchases (net of return)	829.68	836.41
Add: Freight	3.47	9.97
Less: Closing stock	(66.07)	(51.34)
Total	**818.42**	**852.63**

Note 30a -Purchases of stock in trade

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Purchase of stock in trade	**9.96**	-
Total	**9.96**	-

Note 31 - Changes in inventories of finished goods and work- in-progress

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Inventories at the beginning of the year		
Finished Goods/ Semi Finished Goods (Including GIT)	353.73	345.54
Work-in-Process	6.88	6.81
Total (A)	**360.62**	**352.35**
Inventories at the end of the year		
Finished Goods/ Semi Finished Goods (Including GIT)	403.58	353.73
Work-in-Process	11.77	6.88
Total (B)	**415.36**	**360.62**
Increase in stock (A-B)	**(54.74)**	**(8.27)**

Note 32 - Employee benefit expenses

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Salaries, Wages, Bonus etc.	96.90	88.31
Contribution to Provident and Other Funds	5.09	5.24
Director's Remuneration (including commission to directors)	21.14	14.98
Gratuity (refer Note 42)	2.52	2.22
Compensated absences	(0.58)	0.90
Staff Welfare Exp.	7.42	7.73
Total	**132.49**	**119.36**

Notes to standalone financial statements

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(All amounts in INR millions, unless otherwise stated)

Note 33 - Depreciation and amortisation expense

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Depreciation on tangible assets	68.77	91.92
Amortisation of intangible assets	0.75	0.16
Depreciation on right to use assets	1.50	1.50
Total	**71.03**	**93.58**

Note 34 - Finance costs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Interest expense on		
Secured Long term borrowings	7.73	9.80
Secured Short term Borrowings	21.96	14.44
Lease liabilities	0.57	0.63
Others	2.38	-
Other borrowing cost		
Bank Charges and Processing Fees	2.79	10.12
Total	**35.43**	**34.98**

Note 35 - Other expenses

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Manufacturing Expenses		
Electricity Expenses	39.75	30.29
Consumables and Stores Consumed	144.42	155.07
Repair and Maintenance-Machinery	19.68	3.25
Other Direct Expenses	45.34	33.16
Total Manufacturing Expenses	**249.19**	**221.77**
Administration Expenses		
Auditors Remuneration- statutory audit and limited review fees	1.75	1.20
CSR Expenses	6.27	6.00
Donation	0.32	0.29
Insurance	3.31	4.70
Legal and Professional Fee	5.45	11.66
Rent, Rates and Taxes	1.43	4.11
Repair & Maintenance	9.39	15.39
Security Charges	3.79	4.32
Travelling and Conveyance	10.23	14.04
Director sitting fees	0.78	0.77
Listing Fees	0.74	0.69
Training and education expense	9.34	4.68
Provision for Expected credit loss	3.26	-
Loss on disposal of property, plant and equipment	-	0.07
Office expenses	4.94	2.80
Miscellaneous Expenses	5.85	4.85
Total Administration Expenses	**66.86**	**75.57**
Selling & Distribution Expenses		
Business Promotion Expenses (Includes Foreign Travelling Expenses)	36.42	20.12
Transportation Charges	71.31	75.62

Notes to standalone financial statements

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(All amounts in INR millions, unless otherwise stated)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Participation expenses of fairs	24.97	15.67
Packing Expenses	27.54	30.84
Other Selling and Distribution Expenses	24.12	22.30
Total Selling & Distribution Expenses	**184.36**	**164.55**
Total	**500.41**	**461.89**

Note 35(a) - Corporate Social Responsibility Expenditure

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Amount required to be spent u/s 135 of the Companies Act, 2013 (including previous year shortfall)	**6.27**	**6.00**
Amount spent during the year:		
Contribution on acquisition of assets	-	-
On other purposes	5.76	6.00
Shortfall at the end of the year	0.51	-
Total Previous year shortfall	-	-
Reason for shortfall	Certain expenses falling in-eligible expenses	-
Nature of CSR activities	Expenditure on animal welfare, health facilities, education, skill development, culture promotion and PM cares fund	Expenditure on health facilities, education, skill development and PM national relief fund
Details of related party transactions	No	No

Note 36- Taxation

(a) Income tax expense

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Current tax		
Current tax on profits for the year	45.05	46.12
Total current tax expense	45.05	46.12
Deferred tax		
Deferred tax asset created	2.15	(36.48)
Total deferred tax benefit	**2.15**	**(36.48)**
Income tax expense	**47.20**	**9.64**

(b) Deferred tax assets (net)

The balance comprises temporary differences attributable to:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Deferred tax assets		
Difference in carrying amount of property plant and equipment and Intangible assets as per tax accounts and books	28.61	28.97
On Gratuity & Leave Encashment Provision	1.52	1.52
On expected credit loss	1.54	0.93
MAT Credit entitlement	182.05	185.28
Deferred tax assets	**213.72**	**216.70**

Notes to standalone financial statements

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(All amounts in INR millions, unless otherwise stated)

Movement in deferred tax assets (net)

Particulars	Year ended March 31, 2023	(Charged)/ credited to profit and loss	(Charged)/ credited to OCI	Others	Year ended March 31, 2024
Movement in deferred tax assets					
Difference in carrying amount of property plant and equipment and Intangible assets as per tax accounts and books	28.97	(0.36)	-	-	28.61
On Gratuity & Leave Encashment Provision	1.52	0.83	(0.84)	-	1.52
On expected credit loss	0.93	0.61	-	-	1.54
MAT Credit entitlement	185.28	(3.24)	-	-	182.05
Total	**216.70**	**(2.15)**	**(0.84)**	**-**	**213.72**

Particulars	Year ended April 01, 2022	(Charged)/ credited to profit and loss	(Charged)/ credited to OCI	Others	Year ended March 31, 2023
Movement in deferred tax assets					
Difference in carrying amount of property plant and equipment and Intangible assets as per tax accounts and books	28.97	(0.36)	-	-	28.61
On Gratuity & Leave Encashment Provision	1.52	0.83	(0.84)	-	1.52
On expected credit loss	0.93	0.61	-	-	1.54
MAT Credit entitlement	185.28	(3.24)	-	-	182.05
Total	**216.70**	**(2.15)**	**(0.84)**	**-**	**213.72**

(c) Reconciliation of tax expense and accounting profit multiplied by statutory tax rates

Particulars	As at March 31, 2024	As at March 31, 2023
Profit before tax for the year	257.84	260.38
Statutory tax rate applicable to the Company	27.82%	27.82%
Tax expense at applicable tax rate	**71.73**	**72.44**
Items disallowed under section 37 of the Income Tax Act, 1961	2.74	1.85
Deductions under section 10AA of the Income Tax Act, 1961	(25.99)	(68.12)
Others	(1.29)	3.47
Income tax expense	**47.20**	**9.64**

Note 37 - Related party transactions

(a) Names of related parties and nature of relationship:

Subsidiaries

Global Surfaces INC
Global Surfaces FZE
Superior Surafces INC (w.e.f May 05, 2023)

Key Managerial Personnel (KMP)

Mr. Mayank Shah - Managing Director

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Mrs. Sweta Shah - Executive Director
Mr. Ashish Kumar Kachawa - Non Executive Director
Mr. Sudhir Baxi - Independent Director
Mr. Dinesh Kumar Govil - Independent Director
Mr. Yashwant Kumar Sharma - Independent Director
Mr. Rajesh Gattani - Chief Financial Officer (ceased w.e.f July 04, 2023)
Mr. Kamal Kumar Somanai - Chief Financial Officer (w.e.f September 30, 2023)
Mr. Aseem Sehgal - Company Secretary (ceased w.e.f January 29, 2024)

Relatives of Management personnel :

Mridvika Shah
Vatsankit Shah
Rajiv Shah
Nisha Shah
Vimal Kumar Agarwal
Karuna Devi agarwal
Mudit Agarwal
Stutee Agarwal

Entities in which Key Management personnel and their relatives exercise significant influence and with whom transactions took place during the reporting periods:

Vaishanavi Natural Minerals LLP
Global Mining Company
Global Casting Private Limited
Laminated Products (India)
Granite Mart Limited
Orange Monkey Media
Divine Surfaces Private Limited
AVA Stones Private Limited

B) Details of Transaction Entered during the year

Particulars	As at March 31, 2024	As at March 31, 2023
I. Transactions		
Directors' and KMP Remuneration (including bonus,commission and PF)		
Mayank Shah *	23.18	19.02
Sweta Shah	6.96	6.96
Sudhir Baxi - Sitting Fees	0.26	0.17
Dinesh Kumar Govil - Sitting Fees	0.24	0.30
Yashwant Kumar Sharma - Sitting Fees	0.29	0.30
Rajesh Gattani	1.46	2.62
Kamal Kumar Somani	1.92	
Aseem Sehgal	0.93	0.97
*KMPs remuneration includes Rs 9.00 million (Previous year: Rs 11.54 million) allocated to Global Surfaces FZE.		
Rental income		
Global Mining Company	0.15	0.15
Mayank Shah	2.40	-
Payment of lease liability (Lease Rent Paid)		
Sweta Shah	1.20	0.90
Sale		

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Particulars	As at March 31, 2024	As at March 31, 2023
Granite Mart Limited	0.00	2.47
Sweta Shah	0.04	0.71
Global Mining Company	0.22	0.35
Superior Surfaces Inc (Including Ansh Import LLC)	149.91	-
Global Surfaces Inc	579.81	299.27
Global Surfaces FZE	2.68	-
Management Fees		
Global Surfaces Inc	1.31	2.62
Education and Training related expenses		
Mridvika Shah	4.15	-
Guarantee Commission Income		
Global Surfaces FZE	6.17	6.54
Purchase of Property, Plant and Equipment		
Global Surfaces FZE	1.90	-
Purchase of Packing Material		
Orange Monkey Media	2.17	-
Purchase of Service		
Orange Monkey Media	0.43	0.28
Corporate Guarantee Given		
Global Surfaces FZE (Emirates Development Bank)	340.80	-
Interest Income		
Shah Projects Private Limited	-	0.38
AVA Stones Private Limited	-	0.39
Divine Surface Private Limited	1.02	1.87
Global Surfaces FZE	90.71	3.97
Loan Given		
Divine Surfaces Private Limited		
Opening balance	16.02	15.34
Loan Given	-	-
Interest received	1.02	1.87
Less repaid	17.05	1.19
Net balance	-	16.02
Loan Given		
Shah Projects Private Limited		
Opening balance	-	4.10
Loan Given	-	-
Interest Charged	-	0.38
Less repaid	-	4.48
Net balance	-	-
AVA Stones Private Limited		
Opening	-	4.28
Loan Given	-	-
Interest Charged	-	0.39
Less: Repaid	-	4.68
Net balance	-	-
Global Surfaces FZE		
Opening	121.41	-
Loan Given	1,619.92	117.44
Interest Charged	90.71	3.97

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Particulars	As at March 31, 2024	As at March 31, 2023
Exchange differences on translation	19.24	-
Less: Repaid	-	-
Net Balance	1,851.28	121.41
Advances Given		
Global Surfaces FZE		
Opening	63.43	13.97
Advances Given	30.23	48.46
Interest Charged	-	-
Exchange differences on translation	0.89	1.00
Less: Repaid	-	-
Net Balance	94.56	63.43
Advances Received		
Global Surfaces INC		
Opening	-	-
Advances Received	4.26	-
Interest given	-	-
Exchange differences on translation	0.04	-
Less: Repaid	-	-
Net Balance	4.30	-
II. Balances		
Employee benefits payables		
Rajesh Gattani	-	0.13
Kamal Kumar Somani	0.30	-
Aseem Sehgal	-	0.06
Trade payables		
Ashish Kumar Kachawa	0.22	0.18
Global Surfaces FZE	1.90	-
Orange Monkey Media	-	0.16
Advance to Trade payables		
Orange Monkey Media	0.09	-
Loan to Employees		
Aseem Sehgal	-	0.13
Advance to subsidiary		
Global Surfaces FZE	94.56	63.43
Non-Current Investments in subsidiary		
Global Surfaces INC	0.74	0.74
Global Surfaces FZE	201.30	201.30
Superior Surfaces INC	8.74	
Advance from customers		
Global Casting Private Limited	0.04	0.04
Global Surfaces INC	4.30	-
Loans		
Divine Surfaces Private Limited	-	16.02
Global Surfaces FZE	1,756.16	117.44
Interest receivable		
Global Surfaces FZE	95.12	3.97
Trade receivable		
Global Mining Company	0.47	0.04
Superior Surfaces INC (Including Ansh Import LLC)	62.77	

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Particulars	As at March 31, 2024	As at March 31, 2023
Global Surfaces FZE	2.74	
Global Surfaces Inc	145.40	133.28
Corporate Guarantee		
Global Surfaces FZE (on sanctioned loan)	890.80	1,000.00

Notes:

Transactions with related parties are in ordinary course of business and are made on terms equivalent to those that prevail in arms' length transactions

Note 38 - Ratio Analysis and its elements - Related party transactions

Particulars	As at March 31, 2024	As at March 31, 2023	% change from March 31, 2023 to March 31, 2024
Current Ratio*	2.14	3.87	(44.87)
Debt-Equity Ratio*	0.13	0.17	(24.47)
Debt Service Coverage Ratio	4.51	7.66	(41.09)
Return on Equity Ratio*	0.07	0.13	(43.61)
Trade Receivables turnover ratio	3.23	4.23	(23.58)
Trade payables turnover ratio	6.85	7.61	(9.99)
Inventory turnover ratio	3.36	3.90	(13.71)
Net capital turnover ratio*	2.28	1.08	110.49
Net profit ratio	0.13	0.14	(7.51)
Return on Capital employed*	0.08	0.10	(20.21)
Return on investment	0.01	0.01	55.81

*Reasons for significant variance in above ratio

Particulars	As at March 31, 2024
Current Ratio	Decrease in investment and fixed deposit due to utilization of proceeds from initial public offer as compare to last year
Debt Service Coverage Ratio	Decrease in profit however the repayment of borrowings was increase
Return on Equity Ratio	Increase in equity base due to issue of convertible warrants however profit was not increase
Net capital turnover ratio	Decrease in investment and fixed deposit due to utilization of proceeds from initial public offer because of this net working capital has decreased and the ratio is improved
Return on investment	Decrease in investment due to redemption of investment

Elements of Ratio

Ratios	Numerator	Denominator	As at March 31, 2024		As at March 31, 2023	
			Numerator	Denominator	Numerator	Denominator
Current Ratio	Current Assets	Current Liability	1,335.32	625.20	2,199.86	567.78
Debt-Equity Ratio	Total Debt	Total Equity	417.87	3,314.66	434.48	2,603.23
Debt Service Coverage Ratio	Net Profit after taxes + Depreciation and other amortizations + Interest - Gain on sale of property, plant and equipment	Interest and Lease Payments + Principle Payments	317.00	70.29	379.62	49.59
Return on Equity Ratio	Total comprehensive income	Average Total Equity	212.67	2,958.95	251.05	1,969.82
Trade Receivables turnover ratio	Net Credit Sales	Average trade receivable	1,621.35	501.61	1,770.30	418.52
Trade payables turnover ratio	Net Credit Purchases	Average trade payable	1,324.32	193.36	1,308.27	171.93
Inventory turnover ratio	Net Sales	Average Inventory	1,621.35	482.27	1,770.30	454.36
Net capital turnover ratio	Net Sales	Working Capital	1,621.35	710.12	1,770.30	1,632.08
Net profit ratio	Total comprehensive income	Net Sales	212.67	1,621.35	251.05	1,770.30
Return on Capital employed	Earning before interest and taxes	Tangible Net Worth + Total Debt + Deferred Tax Liability/ (Assets)	293.27	3,518.82	295.38	2,827.69
Return on investment	Income generated from invested funds	Average invested funds	0.35	29.37	0.62	81.91

Notes to standalone financial statements

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Note 39 - Fair value measurements

Particulars	As at March 31, 2024	As at March 31, 2023
Financial assets - at amortised cost		
Non-current loans	1,756.43	117.74
Security deposits	24.33	24.68
Trade receivables	557.89	445.34
Cash and cash equivalents	2.00	59.44
Bank balances other than cash and cash equivalents	7.03	1,070.80
Current loans	1.15	18.64
Export Incentive Receivables	1.82	1.33
Advance to Subsidiaries	94.56	63.43
Interest receivable from subsidiary	95.12	3.97
Other Receivable	0.23	0.88
Financial assets- at FVTPL		
Investment in mutual funds	1.54	57.19
Total financial assets	2,542.11	1,863.45
Financial liabilities - at amortised cost		
Borrowings (including current maturities and short term borrowings)	412.04	434.48
Trade payables	227.90	158.82
Interest accrued on borrowings	1.44	1.70
Lease liabilities on Right-of-use assets	5.84	6.69
Employee Benefits payables	11.91	11.28
Other financial liabilities	0.00	0.71
Total financial liabilities	**659.12**	**613.69**

(ii) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are measured at amortised cost and for which fair values are disclosed in the standalone financial statements.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

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Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The fair values of borrowings with original maturity of more than 12 months are calculated based on cash flows discounted using a current lending rate. The mutual funds are valued using the closing net assets value.

(iii) Valuation process

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values.

(iv) Fair value of financial instruments measured at amortised cost - Level 3

Particulars	As at March 31, 2024		As at March 31, 2023	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets				
Non-current loans	1,756.43	1,756.43	117.74	117.74
Security deposits	8.57	8.57	9.18	9.18
Total financial assets	**1,765.00**	**1,765.00**	**126.92**	**126.92**
Financial liabilities				
Borrowings (including current maturities)	66.42	66.42	100.17	100.17
Lease liabilities on right to use asset	4.91	4.91	5.84	5.84
Total financial liabilities	**71.33**	**71.33**	**106.02**	**106.02**

(v) Fair value of financial instruments measured through profit and loss

Particulars	As at March 31, 2024	As at March 31, 2023
	Level 3	
Financial assets		
Investment in mutual fund	1.54	57.19
Total financial assets	**1.54**	**57.19**

The carrying amounts of Trade receivables, Cash and cash equivalents, Bank balances other than cash and cash equivalents, Current loans, Non-Current and Current borrowings, Trade payables, Interest accrued on borrowings, security deposits and other financial assets are considered to be the same as their fair values, due to their short-term nature.

Note 40 - Financial risk management

The Company's Risk Management framework encompasses practices relating to the identification, analysis, evaluation, treatment, mitigation and monitoring of the strategic, external and operational controls risks to achieving the Company's business objectives. It seeks to minimize the adverse impact of these risks, thus enabling the Company to leverage market opportunities effectively and enhance its long-term competitive advantage. The focus of risk management is to assess risks and deploy mitigation measures.

The Company's activities expose it to variety of financial risks namely market risk, credit risk, liquidity risk and commodity risk. The Company has various financial assets such as deposits, trade and other receivables and cash and bank balances directly related to the business operations. The Company's principal financial liabilities comprise of borrowings, trade and other payables. The Company's senior management's focus is to foresee the unpredictability and minimize potential adverse effects on the Company's financial performance. The Company's overall risk management procedures to minimize the potential adverse effects of financial market on the Company's performance are outlined hereunder:

The Company's Board of Directors have overall responsibility for the establishment and oversight of the Company's risk management framework.

The note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

(A) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and from its financial activities including deposits with banks and other financial instruments. The Company establishes an impairment allowance based

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on Expected Credit Loss model that represents its estimate of incurred losses in respect of trade and other receivables and advances.

(i) Trade Receivables:

The Company extends credits to customers in normal course of the business. The Company considers the factors such as credit track record in the market of each customer and past dealings for extension of credit to the customers. The major customers of the Company are large corporates which are operating in serval jurisdiction and they have a good credit record. For all the customer, the Company regularly monitors the payment track record of each customer and outstanding customer receivables.

The majority of the sale of the company is in US Markets. Companies financial results are dependent on continuous access to the US markets and tariff and other trade barriers that restricts or prevent access represent a continuing risk to us. To address this risk, the Company is exploring middle east market by establishing production facility there by incorporating a wholly owned subsidiary. Having production facility in middle east will provide Company an added advantage, competitiveness and preference by the potential customer in that region.

Before accepting any new customer, the Company uses an internal credit system to assess the potential customer's credit quality and defines credit limit of customer. Limits attributed to customers are reviewed periodically.

The average credit period taken on sales of goods is 30 to 150 days. Generally, no interest has been charged on the receivables. The Company generally does not hold any collateral over any of its trade receivables i.e all of the trade receivables are unsecured, however the Company takes ECGC coverage for most of its shipment according to credit limits of various customers to mitigate the credit risk.

Expected Credit Loss (ECL):

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix. The provision matrix at the end of the reporting period is as follows:

Ageing	Expected Credit Loss(%)
Less than 1 year	Nil
1-2 Years	20%
2-3 Years	30%
More than 3 Years	50%

For ageing of trade receivable refer note 13.

Movement in the expected credit loss allowance:

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	**3.27**	**3.35**
Movement in expected credit loss allowance on trade receivables	2.62	(0.08)
Provision at the end of the year	**5.89**	**3.27**

(ii) Cash and cash equivalents and short-term investments:

The Company considers factors such as track record, size of institution, market reputation and service standard to select the banks with which deposits are maintained. The Company does not maintain significant deposit balances other than those required for its day to day operations. Credit risk on cash and cash equivalents is limited as these are generally held or invested in deposits with banks and financial institutions with good credit ratings.

Further, the Company also invests its surplus fund into short term highly liquid investment/mutual funds. For investment into these investment, the Company takes services of independent experts who can advise the investment which have minimal market risk.

(B) Liquidity Risk:

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

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The Company's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company relies on a mix of borrowings, capital and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium term expansion needs. The Company monitors rolling forecasts of its liquidity requirements to ensure that it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities so that it does not breach borrowing limits.

The table below provides undiscounted cash flows towards financial liabilities into relevant maturity based on the remaining period at the Balance Sheet date to the contractual maturity date:

Particulars	Less than one years	More than one year	Total
As at March 31, 2024			
Borrowings (Including Interest accrued, current borrowings and current maturities)	371.94	41.53	413.47
Trade payables	227.90	-	227.90
Lease liabilities on Right-of-use assets	0.93	4.91	5.84
Employee benefits payable	11.91	-	11.91
Other financial liabilities	0.00		0.00
Total	**612.68**	**46.44**	**659.12**

Particulars	Less than one years	More than one year	Total
As at March 31, 2023			
Borrowings (Including Interest accrued, current borrowings and current maturities)	369.82	66.36	436.18
Trade payables	158.82	-	158.82
Lease liabilities on Right-of-use assets	0.85	5.84	6.69
Employee benefits payable	11.28	-	11.28
Other financial liabilities	0.71		0.71
Total	**541.48**	**72.21**	**613.69**

(iii) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks : foreign currency risk, interest risk and other price risk such as commodity risk.

(a) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates and arises where transactions are done in foreign currencies. It arises mainly where receivables and payables exist due to transactions entered in foreign currencies. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows approved policy parameters utilizing forward foreign exchange contracts whenever felt necessary. The Company does not enter into financial instrument transactions for trading or speculative purpose.

The Company transacts business primarily in USD, AED, Indian Rupees and Euro. The Company has foreign currency trade payables, borrowings, loan and advances and trade receivables and is therefore, exposed to foreign exchange risk. Certain transactions of the Company act as a natural hedge as a portion of both assets and liabilities are denominated in similar foreign currencies i.e for some trade receivables the Company takes buyer credit facilities which is denominated in same foreign currency.

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The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	As at March 31, 2024		As at March 31, 2023	
	Foreign Currency	INR	Foreign Currency	INR
I. Assets				
Loan (including interest receivable)				
USD	21.28	1,774.24	0.62	50.73
AED	3.39	77.05	3.16	70.68
Total Loan	**24.67**	**1,851.28**	**3.78**	**121.41**
Trade and other receivables				
USD	6.70	558.81	5.43	446.67
AED	4.16	94.56	2.83	63.43
Total Trade and other receivables	**10.86**	**653.37**	**8.27**	**510.11**
Total assets	**35.54**	**2,504.65**	**12.04**	**631.51**
Unhedged Assets	**35.54**	**2,504.65**	**12.04**	**631.51**
II. Liabilities				
Borrowings				
USD	4.05	337.31	2.81	231.27
Trade and others payable				
USD	0.10	8.68	0.01	0.51
EURO	0.03	2.87	0.05	4.28
Total Liabilities	**4.18**	**348.86**	**2.87**	**236.06**
Unhedged Liabilities (B)	**4.18**	**348.86**	**2.87**	**236.06**
Net Exposure (A-B)		**2,155.80**		**395.46**

10% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the company would result in increase / (decrease) in the company's profit before tax by approximately 215.58 for the year ended March 31, 2024.

This is mainly attributable to the exposure outstanding on foreign currency receivables and payables in the Company at the end of each reporting period.

Derivative Financial Instruments

The Company, in accordance with its risk management policies and procedures, enters into foreign currency forward contracts to hedge against foreign currency exposures relating to highly probable forecast transactions. The Company does not enter into any derivative instruments for trading or speculative purposes. The counter party is generally a bank. These contracts are for a period between 9-12 months.

Foreign Currency (FC)	As at March 31, 2024		
	No. of Contracts	Amount of forward contracts (FC)	Amount of forward contracts (INR)
USD	1	2.00	169.14

Foreign Currency (FC)	As at March 31, 2024		
	No. of Contracts	Amount of forward contracts (FC)	Amount of forward contracts (INR)
USD	-	-	-

Mark-to-market loss	As at March 31, 2024	As at March 31, 2023
Mark-to-market loss (net)	(0.24)	-
Classified as other current liability (refer note 27)	0.24	-

(b) Interest risk

The Company's exposure to the risk of changes in market interest rates relates primarily to long term debts and packing credit facilities having floating rate of interest. Its objective in managing its interest rate risk is to ensure that it always

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maintains sufficient headroom to cover interest payment from anticipated cashflows which are regularly reviewed by the Board. However, the risk is very low.

The Company manages interest rate risk by having a balanced portfolio of fixed and variable rate borrowings. The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

(a) Interest rate exposure

Particulars	As at March 31, 2024	As at March 31, 2023
Fixed rate borrowings	7.64	8.78
Variable rate borrowing	404.40	425.70
Total	**412.04**	**434.48**

(b) Sensitivity

Profit or loss is sensitive to higher / lower interest expense as a result of changes in interest rates. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. With all other variables held constant, the Company's profit before tax will be impacted by a change in interest rate as follows:

Particulars	Increase/(decrease) in profit before tax	
	As at March 31, 2024	As at March 31, 2023
Increase in interest rate by 50 basis points (50 bps)	(2.02)	(2.13)
Decrease in interest rate by 50 basis points (50 bps)	2.02	2.13

(iii) Commodity Risk:

The Company is exposed to the movement in the price of key raw materials in the domestic market. The Company has in place policies to manage exposure to fluctuation in prices of key raw materials used in operations. In cases, The Company foresee any fluctuations in the prices of key raw material, it makes an understanding with the major suppliers and place advance orders for the raw material.

Note 41 - Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, security premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.

The Company has not distributed any dividend to its shareholders. The Company monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt comprises of non-current and current borrowing. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

Particulars	As at March 31, 2024	As at March 31, 2023
Total equity (A)	3,314.66	2,603.23
Total debt (B)	412.04	434.48
Gearing ratio (A/B)	**0.12**	**0.17**

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Note 42 - Employee benefit obligations

Particulars	As at March 31, 2024	As at March 31, 2023
Non-current		
Compensated absences	3.26	4.35
Gratuity	0.41	0.71
Current		
Compensated absences	0.33	0.41
Gratuity	0.46	1.06
Total	**4.46**	**6.53**

(i) Leave obligations

The leave obligations cover the Company's liability for compensated absences

The amount of the provision of 0.33 (March 31, 2023 : 0.41) is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The following amounts reflect leave that is not expected to be taken or paid within the next 12 months.

Particulars	As at March 31, 2024	As at March 31, 2023
Leave obligations not expected to be settled within next 12 months	3.26	4.35

(ii) Defined contribution plans

The Company has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The contribution made has been recognised in the standalone statement of profit and loss.

(iii) Post employment obligations

Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to recognised funds in India.

Balance Sheet Amounts - Gratuity

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Particulars	Present value of obligation	Fair value of plan assets	Net amount
As at March 31, 2022*	**8.97**	**(8.98)**	**(0.01)**
Current service cost	2.00	-	2.00
Interest expense/(income)	0.65	(0.44)	0.22
Total amount recognised in profit and loss	**2.65**	**(0.44)**	**2.22**
Remeasurements			
Return on plan assets, excluding amount included in interest expense/(income)	-	0.16	0.16
(Gain)/loss from change in experience adjustments	(0.59)	-	(0.59)
(Gain)/loss from change in financial assumptions	-	-	-
Total amount recognised in other comprehensive income	**(0.59)**	**0.16**	**(0.43)**
Employer contributions	-	0.00	0.00
Benefit payments	(0.38)	0.38	-
As at March 31, 2023*	**10.65**	**(8.87)**	**1.77**

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Particulars	Present value of obligation	Fair value of plan assets	Net amount
As at March 31, 2023	**10.65**	**(8.87)**	**1.77**
Current service cost	2.32	-	2.32
Interest expense/(income)	0.74	(0.53)	0.21
Total amount recognised in profit and loss	**3.05**	**(0.53)**	**2.52**
Remeasurements			
Return on plan assets, excluding amount included in interest expense/(income)	-	0.05	0.05
(Gain)/loss from change in experience adjustments	(3.09)	-	(3.09)
(Gain)/loss from change in financial assumptions	0.17	-	0.17
Total amount recognised in other comprehensive income	**(2.92)**	**0.05**	**(2.87)**
Employer contributions	-	(0.75)	(0.75)
Reimbursment from the Trust/(Benefits paid by company)	0.20	-	0.20
Benefit payments	**(1.25)**	**1.25**	**-**
Asat March 31, 2024	**9.72**	**(8.85)**	**0.87**

The net liability disclosed above relating to funded and unfunded plans is as below:

Particulars	As at March 31, 2024	As at March 31, 2023
Present value of funded obligations	9.72	10.65
Fair value of plan assets	(8.85)	(8.87)
Deficit of funded plan	**0.87**	**1.77**
Unfunded plans	-	-
Deficit of gratuity plan	**0.87**	**1.77**

Significant estimates: actuarial assumptions

The significant actuarial assumptions were as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Discount rate	7.20% - 7.45%	7.40% - 7.45%
Employee turnover	6.00%	6.00%
Salary growth rate	6.00%	6.00%
Mortality rate	Indian assured lives mortality (2012-14)	

(iv) Sensitivity analysis

The value of the defined benefit obligation to changes in the weighted principal assumptions is as below:

Particulars	Impact on defined benefit obligation			
	Increase in assumptions		Decrease in assumptions	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Discount rate (0.5% change)	9.36	10.23	10.11	11.10
Salary growth rate (0.5% change)	10.08	11.02	9.39	10.29
Employee turnover (10% change)	9.74	10.70	9.70	10.58

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

(v) The major categories of plan assets are as follows:

The plan asset for the funded gratuity plan is administered by Life Insurance Corporation of India ('LIC') as per the investment pattern stipulated for Pension and Company Schemes fund by Insurance Regulatory and Development Authority regulations i.e. 100% of plan assets are invested in insurer managed fund. Quoted price of the same is not available in active market.

(vi) Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below :

Interest rate risk: A fall in the discount rate which is linked to the government securities rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Investment risk: The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

Asset liability matching risk (ALM risk): The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Concentration risk: Plan is having a concentration risk as all the assets are invested with the insurance Company and a default will wipe out all the assets. Although probability of this is very less as insurance companies have to follow regulatory guidelines.

(vii) Defined benefit liability and employer contributions

The weighted average duration of the defined benefit obligation is 7-11 years. The expected maturity analysis of undiscounted gratuity is as follows:

Projected benefits payable in future years from the date of reporting	As at March 31, 2024	As at March 31, 2023
1st following year	1.49	1.44
Sum of years 2 to 5	3.31	3.26
Sum of years 6 to 10	4.00	5.01

Note 43 - Segment Reporting

The board of directors (BOD) are the Company's chief operating decision maker. Management has determined the operating segments based on the information reviewed by the BOD for the purposes of allocating resources and assessing performance. Presently, the Company is engaged in only one segment natural stone and engineered quartz used in surface and counter tops and as such there is no separate reportable segment as per Ind AS 108 'Operating Segments'. The Company has major revenue from outside India.

Accordingly, the segment revenue, segment results, total carrying amount of segment assets and segment liability, total cost incurred to acquire segment assets and total amount of charge for depreciation during the year, is as reflected in the standalone financial statements as of and for the year ended March 31, 2024.

We provide a significant volume of services to few customers. Therefore, a loss of a significant customer could materially reduce our revenues. The Company has following customers for the financial year ended March 31, 2024 and year ended March 31, 2023 that accounted for 10% or more of total revenue.

Particulars	As at March 31, 2024	% of total revenue	As at March 31, 2023	% of total revenue
Customer A	584.98	36.68%	631.28	35.74%
Customer B	461.30	28.92%	296.30	16.77%
Customer C	169.07	10.60%	221.42	12.54%

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Note 44 - Earnings per share

Projected benefits payable in future years from the date of reporting	As at March 31, 2024	As at March 31, 2023
(a) Basic and diluted earnings per share		
Profit for the year attributable to the equity holders of the Company	210.64	250.74
Weighted average number of equity shares outstanding at the year end	4,23,81,818	3,41,41,928
Earnings per Equity shares attributable to the equity holders of the Company (Basic and diluted) (In INR)	4.97	7.34
Nominal value per equity share (INR)	10	10

Note 45 - Contingent liabilities and capital committments

A. Contingent liabilities

Description	As at March 31, 2024	As at March 31, 2023
Description		
Income tax demand for which company has preferred appeal	45.55	46.12
GST related matter	0.73	0.15
Corporate Guarantee to banks on behalf of wholly owned subsidiary	890.80	1,000.00

a) A search under Section 132 of the Income Tax Act, 1961 was conducted on December 29, 2020 on the Company, promoters and their entities. The Company has not surrendered any undisclosed income pursuant to return filed u/s 153A of Income Tax Act, 1961. Assessments has also been completed for the block period with certain additions against which the Company has preferred appeal. The amount of tax demand has been duly shown under contingent liabilities.

b) The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come in to effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period when the Code becomes effective.

B. Capital Commitments

Description	As at March 31, 2024	As at March 31, 2023
Uncalled capital commitment pertaining to wholly owned subsidiary in united Arab emirates	-	-

Note 46 - Ind AS-116, leases

For movement of ROU assets (refer note 4)

The following is the movement of lease liabilities:

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning	**6.68**	**7.07**
Additions	-	-
Finance cost accrued during the year	0.57	0.63
Payments of Lease liabilities	(1.41)	(1.02)
Balance at the end	**5.84**	**6.68**
Non-current	4.91	5.84
Current	0.92	0.84

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Amount recognised in statement of profit and loss:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Depreciation expense on Right-of -use of Assets	1.50	1.50
Interest expense on lease liabilities	0.57	0.63
Expense relating to short term leases and low value assets*	1.43	4.11
Total	**3.50**	**6.24**

* Included in rent, rates and taxes

Note 47 - Schedule III amendments

The following Schedule III amendments is not applicable on the Company:

(i) The Company is not holding any benami property under the "Benami Transactions (Prohibition) Act, 1988;

(ii) The Company do not have any transactions/balances with companies struck off under section 248 of Companies Act, 2013 or Section 560 of the Companies Act, 1956;

(iii) The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the ultimate Beneficiaries;

(iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Company does not have any modification or satisfaction of charge which is required to be registered with the RoC beyond statutory period.

Note 48 - Utilisation of IPO proceeds

The Company has received an amount of Rs. 1015.78 million (net off IPO expenses of Rs. 177.02 million) from proceeds out of fresh issue of equity shares. The utilisation of net IPO proceeds is summarised as below:

Objects of the issue	Amount Received	Utilised upto March 31, 2024	Un-utilised upto March 31, 2024
Investment in the wholly owned subsidiary, Global Surfaces FZE for part financing its capital expenditure requirements in relation to the setting up of manufacturing facility of engineered quartz at The Jebel Ali Free Zone, Dubai, United Arab Emirates	900.00	900.00	-
General corporate purposes	115.78	115.78	-
Total	**1,015.78**	**1,015.78**	**-**

IPO proceeds which were utilised as at March 31, 2024 includes the amount of Rs. 13.76 million is lying in the current account of the subsidiary Global Surfaces FZE, UAE, as a part of retention money in accordance with the terms of the contract and will be paid on the performance of the vendor by July 2024.

Notes to standalone financial statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Note 49 - Utilisation of proceeds from Convertible Warrant Issue on preferential basis

The Company has received an amount of Rs. 498.75 million from proceeds out of fresh issue of Convertible Warrant Issue on preferential basis. The utilisation of proceeds from Convertible Warrant Issue on preferential basis is summarised as below:

Objects of the issue	Amount Received	Utilised upto March 31, 2024	Un-utilised upto March 31, 2024
To meet the Working Capital requirement of company	70.00	70.00	-
To Infuse funds in Subsidiary Companies namely M/S Global Surfaces FZE incorporated In Dubai and M/S Global Surfaces Inc and M/S Superior Surfaces Inc incorporated In USA in order to expand their respective businesses	428.75	428.75	-
"General Corporate Purposes (For strategic initiates, meeting exigencies, brand building exercise in order to strengthen our operations)"	-	-	-
Total	**498.75**	**498.75**	**-**

Note 50 - Previous year figures have been regrouped/ reclassified to confirm presentation as per Ind AS as required by Schedule III of the Act.

The above standalone balance sheet should be read in conjunction with accompanying notes.

As per our report of even date
For B. KHOSLA & CO.
Chartered Accountants
FRN: 000205C

SANDEEP MUNDRA
Partner
M. No. 075482

Dated : May 29, 2024
Place: Jaipur

For **and on behalf of the Board of Directors**

MAYANK SHAH
Managing Director
DIN:01850199
Place : Dubai

SWETA SHAH
Executive Director
DIN:06883764
Place : Dubai

KAMAL KUMAR SOMANI
Chief Financial Officer
Place : Jaipur

DHARAM SINGH RATHORE
Company Secretary
M. No.: A57411
Place : Jaipur

Consolidated Financial Statements

Independent

Auditor's Report

To the Members of

Global SurfacesLimited (formerly known as Global Stones Private Limited)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Global Surfaces Limited (formerly known as Global Stones Private Limited) (hereinafter referred to as the' "Parent") and its subsidiaries (the parent company and its subsidiaries together referred to as the "Group")which comprise the Consolidated Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us,the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standard ("Ind AS") prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and consolidated profit (including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Groupin accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.We believe that the audit evidence we have obtainedis sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

Sr. No.	Key Audit Matters	Auditors' response
1.	**Inventory of Raw materialand Finished Goods (Valuation)** Finished goods inventory are valued at lower of cost and net realizable value (estimated selling price less estimated cost to sell) and raw material are written down below cost where it is estimated that the cost of finished products produced from such raw material will exceed their net realisable value. Considering the nature of finished goods and raw materials which is dependent upon various market conditions and evaluating possible impact of quality, class, size and ageing, determination of the net realizable value for finished goods and raw material involves significant management judgement and therefore has been considered as a key audit matter.	With respect to the net realisable value : • Obtained an understanding of the determination of the net realizable values of natural stone and engineered quartz slabs and assessed and tested the reasonableness of the significant judgements applied by the management; • Evaluating the physical condition of the raw material, its cost and yield vis a vis market price of the finished goods likely to be produced from such raw material; • Evaluated the design of internal controls relating to the valuation of raw material and finished goods and also tested the operating effectiveness of the aforesaid controls; • Assess the reasonableness of the net realisable value considering the market condition and evaluating possible impact of quality, class, size and ageing that was estimated and considered by the management; • Compared the actual costs incurred to sell based on the latest sale transactions to assess the reasonableness of the cost to sell that was estimated and considered by the management; • Compared the cost of the finished goods with the estimated net realisable value and checked if the finished goods were recorded at net realisable value where the cost was higher than the net realisable value; • Tested the appropriateness of the disclosure in the consolidated financial statements in accordance with the applicable financial reporting framework.

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Auditor's Report

Other Information

The Parent's Board of Directors is responsible for the preparation of other information. The other information comprises of the information to be included in Parents Board's Report including Annexures to Board's Report, but does not include the consolidated financial statements and our auditor's report thereon. The other information comprising the above documents is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidatedfinancial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidatedfinancial statements, our responsibility is to read the other information comprising the above documents and, in doing so, consider whether the other information is materially inconsistent with the consolidatedfinancial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated.

When we read the other information comprising the above documents, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions as per applicable laws and regulations.

Management's Responsibility for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Groupin accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. The respective board of directors of the Companies included in the Groupare responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Groupand for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidatedfinancial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated financial statement by the Board of Directors of the ParentCompany, as aforesaid.

In preparing the consolidatedfinancial statements, the respective board of directors of the Companies included in the Group are responsible for assessing the ability of the each Companyto continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Groupor to cease operations, or has no realistic alternative but to do so.

The respective board of directors of the Companies included in the Group are responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidatedfinancial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance,but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidatedfinancial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Grouphas adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty

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exists related to events or conditions that may cast significant doubt on the ability of the Groupto continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause theGroupto cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the ParentCompanyregarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

Other Matter

We did not audit the financial information of one subsidiary, whose financial statements reflects total assets (before consolidation adjustments) of Rs. 3409.78 Million as at 31 March 2024, total income(before consolidation adjustments) of Rs.580.85 Million, total comprehensive income (before consolidation adjustments) of Rs.59.46 Million and net cash inflows(before consolidation adjustments) amounting to Rs.34.37 million for the year ended on that date, as considered in the consolidated financial statements. These financial information have been audited by other auditor whose report have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaryis based solely on the report of the other auditor.

The above subsidiaryis located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in that country and which have been audited by other auditor under generally accepted auditing standards applicable in that country. The Parent Company's management has converted the financial information of the subsidiary located outside India from accounting principles generally accepted in that country to accounting principles generally accepted in India. We have audited these conversion adjustmentsmade by the Parent's management. Our opinion in so far as it relates to the balances and affairs of the subsidiary located outside India is based on the reports of other auditor and the conversion adjustments audited by us and other disclosures prepared by the management of the Parent Company.

We did not audit the financial information of one subsidiary, whose financial statements reflects total assets (before consolidation adjustments) of Rs. 161.71 Million as at 31 March 2024, total income(before consolidation adjustments) of Rs.193.71 million,total comprehensive income (before consolidation adjustments) of Rs.21.87 million and net cash inflows (before consolidation adjustments) amounting to Rs 5.91 million for the periodended on that date, as considered in the consolidated financial statements. These financial statements / financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act in so far as itrelates to the aforesaid subsidiary, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements / financial information are not material to the Group.

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Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to our reliance on the work done and the report of the other auditor.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, the clause no (ii)(b), iii(c) & (f),(vii)(a) and (xx) of Parents Company's report contains qualification or adverse remarks on the matters specified in paragraphs 3 and 4 of the Order. The subsidiaries are incorporated outside India and therefore are not required to report on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, based on our audit and on consideration of report of the other auditor on separate financial statement of subsidiary, as was audited by other auditor, as noted in the "Other Matter" paragraph, we report, to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statement.

   (b) In our opinion, proper books of account as required by law relating to the preparation of the aforesaid consolidated financial statement have been kept by so far as it appears from our examination of those books and report of other auditor , except for the matters stated in paragraph 2 (h) (vi) belowon reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;

   (c) theconsolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of cash flows and the consolidated statement of changes in equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of consolidated financial statement

   (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.

   (e) On the basis of the written representations received from the Directors of the Parent Company as on 31st March, 2024 taken on record by the Board of Directors of the Parent Companynone of the Directors of the Parent Company is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the parent and the operating effectiveness of such controls, refer to our separate Report in "Annexure A";

   (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the parent company to its Directors during the year is in accordance with the provisions of Section 197 of the Act.

   (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i) The Group has disclosed the impact of pending litigations on its consolidated financial position in its consolidated financial statements – Refer Note No. 46 to the consolidated financial statements;

      ii) The Groupdid not have any long term contracts including derivative contracts, hence the question of any material foreseeable losses does not arise;

      iii) There are no amounts which are required to be transferred to the Investor Education and protection Fund by the group.

      iv) (a) The Parent Company's Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the parent company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the parent company "Ultimate Beneficiaries" or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

      (b) The Parent Company's Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been

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received by the parent companyfrom any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the parent company, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v) (a) The Group has not declared or paid any dividend during the year and therefore compliance of Section 123 of the Act, is not applicable.

vi) Based on our examination, which included test checks, the Holding Company, which is the only company in the group incorporated in India, has used accounting software's for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the audit trail has been operated throughout the year for all relevant transactions recorded in the software. except that:

(i) Audit trail was not enabled at the database level to log any direct changes for accounting software used for maintaining books of accounts;

(ii) During the period from April 01, 2023 to June 30, 2023, the Company was using production and sales module namely "E-stones" use of which was discontinued from July 01, 2023. In absence of any information and documentation regarding audit trail in the above software,we are unable to comment on whether the said accounting software has a feature of recording audit trail (edit log) facility and whether it was operated effectively throughout the period of its use.

(iii) During the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For **B. Khosla & Co.**
Chartered Accountants
Firm Registration No. 000205C

Sandeep Mundra
Partner
Membership No: 075482
UDIN: 24075482BKCMNP5705

Place: Jaipur
Date: May 29, 2024

Annexure A

To The Independent Auditor's Report

(Referred to in paragraph 2(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

TO THE MEMBERS OF GLOBAL SURFACES LIMITED (formerly known as Global Stones private Limited)

We have audited the internal financial controls over financial reporting of the parent company as of March, 31, 2024 in conjunction with our audit of the consolidated financial statements of the group for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Management of the parent company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the parent companyconsidering the essential components of internal control stated in the guidance note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the parent company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the parent company's internal financial controls over financial reporting of the parent company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing as specified prescribed under Section 143 (10) of the Companies act, 2013 Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Company; (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the parent company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **B. Khosla & Co.**
Chartered Accountants
Firm Registration No. 000205C

Sandeep Mundra
Partner
Membership No: 075482
UDIN: 24075482BKCMNP5705

Place: Jaipur
Date: May 29, 2024

Consolidated Balance Sheet

as at 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Particulars	Note	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
Property, plant and equipment	3	2,443.32	382.50
Capital work-in-progress	4	1.18	1,236.83
Right-of-use assets	5	496.42	505.25
Investment properties		-	-
Intangible assets	6	2.57	0.25
Intangible assets under devlopement		-	-
Financial assets			
i. Investments		(0.00)	-
i. Loans	7	0.27	0.30
ii. Other financial assets	8	26.75	22.88
Income tax assets (net)		28.87	20.32
Deferred tax assets (net)	9	213.72	216.70
Other non-current assets	10	3.28	79.92
Total non-current assets		**3,216.38**	**2,464.95**
Current assets			
Inventories	11	767.55	439.58
Financial assets			
i. Investments	12	1.54	57.19
ii. Trade receivables	13	1,098.55	439.96
iii. Cash and cash equivalents	14	25.87	65.02
iv. Bank balances other than (iii) above	15	28.52	1,070.80
v. Loans	16	1.15	18.88
vi. Other financial assets	17	18.11	20.42
Other current assets	18	60.26	43.79
Total current assets		2,001.55	2,155.64
Total assets		**5,217.93**	**4,620.59**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	19(a)	423.82	423.82
Other equity			
Reserves and surplus	19(b)	2,881.25	2,189.48
Total equity attributable to the owners of the Company		**3,305.07**	**2,613.30**
Non-controlling interests		19.68	0.01
Total equity		**3,324.75**	**2,613.31**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
i. Borrowings	20	524.55	193.36
ii. Lease liabilities	21	463.00	453.82
Provisions	22	3.66	5.06
Total non-current liabilities		**991.21**	**652.24**
Current liabilities			
Financial liabilities			
i. Borrowings	23	458.75	1,014.80
ii. Trade payables	24		
a) Total outstanding dues of micro and small enterprise		51.26	66.25
b) Total outstanding dues of creditors other than (ii)(a) above		335.36	95.65
iii. Other financial liabilities	25	37.53	149.80
Current tax liabilities	26	6.48	1.03
Provisions	27	0.80	1.47
Other current liabilities	28	11.79	26.04
Branch		-	-
Total current liabilities		**901.97**	**1,355.04**
Total liabilities		**1,893.18**	**2,007.28**
Total equity and liabilities		**5,217.93**	**4,620.59**

The above consolidated balance sheet should be read in conjunction with accompanying notes.

As per our report of even date
For **B. KHOSLA & CO.**
Chartered Accountants
FRN: 000205C

SANDEEP MUNDRA
Partner
M. No. 075482

Dated : May 29, 2024
Place: Jaipur

For **and on behalf of the Board of Directors**

MAYANK SHAH
Managing Director
DIN:01850199
Place : Dubai

SWETA SHAH
Executive Director
DIN:06883764
Place : Dubai

KAMAL KUMAR SOMANI
Chief Financial Officer
Place : Jaipur

DHARAM SINGH RATHORE
Company Secretary
M. No.: A57411
Place : Jaipur

Consolidated Statement of Profit and Loss

for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Particulars	Note	Year ended March 31, 2024	Year ended March 31, 2023
Income			
Revenue from operations	29	2,252.91	1,780.66
Other income	30	37.17	27.76
Total income		**2,290.08**	**1,808.42**
Expenses			
Cost of materials consumed	31	888.06	852.63
Purchase of stock in trade	31(a)	492.06	-
Changes in inventories of finished goods and work- in-progress	32	(194.35)	(8.27)
Employee benefit expenses	33	154.06	119.36
Depreciation and amortisation expense	34	89.28	94.31
Finance costs	35	45.03	35.69
Other expenses	36	563.42	461.79
Total expenses		**2,037.56**	**1,555.51**
Profit before tax		**252.52**	**252.91**
Income tax expense			
- Current tax	37	52.56	47.05
- Deferred tax		2.15	(36.48)
Total tax expense		**54.71**	**10.57**
Profit for the year		**197.81**	**242.34**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations	42	2.87	0.43
Income tax relating to above	37	(0.84)	(0.12)
Items that will be reclassified to profit or loss			
Exchange difference on translation of foreign operation		4.08	14.48
Income tax relating to above		-	-
Other comprehensive income for the year, net of tax		6.11	14.79
Total comprehensive income for the year		**203.92**	**257.13**
Profit is attributable to :			
Owners of the Company		187.00	242.34
Non controlling interests		10.81	0.00
		197.81	**242.34**
Other comprehensive income is attributable to :			
Owners of the Company		6.00	14.79
Non controlling interests		0.11	0.00
		6.11	**14.79**
Total comprehensive income is attributable to :			
Owners of the Company		193.00	257.13
Non controlling interests		10.92	0.00
		203.92	**257.13**
Earnings per equity share (in INR)			
Basic earnings per share	44	4.41	7.10
Diluted earnings per share	44	4.41	7.10

The above consolidated balance sheet should be read in conjunction with accompanying notes.

As per our report of even date
For **B. KHOSLA & CO.**
Chartered Accountants
FRN: 000205C

SANDEEP MUNDRA
Partner
M. No. 075482

Dated : May 29, 2024
Place: Jaipur

For **and on behalf of the Board of Directors**

MAYANK SHAH
Managing Director
DIN:01850199
Place : Dubai

SWETA SHAH
Executive Director
DIN:06883764
Place : Dubai

KAMAL KUMAR SOMANI
Chief Financial Officer
Place : Jaipur

DHARAM SINGH RATHORE
Company Secretary
M. No.: A57411
Place : Jaipur

Consolidated Statement of Cash Flows

for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
A. Cash flows from operating activities		
Profit before tax	252.52	252.91
Adjustments for :		
Depreciation and amortisation	89.28	94.31
Interest and other finance costs	45.03	35.69
Provision/ (reversal) for Expected credit loss	2.97	5.63
Interest income	(9.43)	(13.63)
Gain on sale and revaluation of Mutual Funds	(0.35)	(0.62)
Unrealised) loss/(gain)	15.94	(4.12)
Net loss/(gain) on disposal of property, plant and equipment	-	0.07
Operating profit before working capital changes	**395.97**	**370.24**
Changes in working capital:		
Increase in provisions	0.79	2.74
Increase/(decrease) in trade payables	224.87	(25.59)
(Decrease)/increase in other current financial and non financial liabilities	(8.61)	43.33
Decrease/(increase) in other financial and non-financial assets	67.15	(26.32)
(Increase)/Decrease in inventories	(327.97)	29.56
(Increase) in trade receivables	(669.04)	(48.66)
Cash (used)/generated from operations	**(316.85)**	**345.30**
Taxes paid (net of refunds)	(55.67)	(75.04)
Net cash (outflow)/inflow from operating activities	**(372.52)**	**270.26**
B. Cash flows from investing activities		
Loan recovered during the year	17.77	93.06
Payments for property, plant and equipment and intangible assets	(1,035.22)	(1,144.45)
Proceeds from redemption of Mutual Funds	56.00	50.06
Bank deposits matured/(placed) during the year	1,042.29	(1,064.87)
Interest received	9.43	13.63
Net cash inflow/(outflow) in investing activities	**90.27**	**(2,052.57)**
C. Cash flows from financing activities		
Proceeds from issue of equity shares (net of issue expenses)	-	1,015.78
Proceeds from issue of convertible warrants	498.75	-
Transaction with non-controlling interests	8.74	-
(Repayment of)/Proceeds from borrowings	(215.12)	837.63
Repayment of lease liabilities	(4.66)	(16.04)
Interest and other finance costs paid	(44.61)	(10.38)
Net cash inflow in financing activities	**243.11**	**1,826.99**

Consolidated Statement of Cash Flows

for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Net (decrease)/increase in cash and cash equivalents (A+B+C)	**(39.14)**	**44.68**
Cash and cash equivalents at the beginning of the year	65.02	20.34
Cash and cash equivalents at the end of the year	**25.87**	**65.02**
Reconciliation of cash and cash equivalents as per the consolidated statement of cash flow		
Cash and cash equivalents comprise of the following (refer note 14):		
Balances with banks		
In current accounts	24.95	63.78
Cash on hand	0.92	1.24
Cash and cash equivalents at the end of the year	**25.87**	**65.02**

Net debt reconciliation:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Borrowings (including interest accrued)	984.74	1,212.78
Net Debt	**984.74**	**1,212.78**

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Opening Balance	**1,212.78**	**372.89**
Proceeds/(repayment) of borrowings	(215.12)	**837.63**
Interest expense recorded in profit and loss	45.03	35.69
Interest paid in cash	(26.12)	(10.38)
Unrealized foreign exchange	(9.74)	(2.29)
Interest accrued on lease liabilities	(22.09)	(20.76)
Closing Balance	**984.74**	**1,212.78**

Notes:

1. The Statement of cash flows has been prepared under the Indirect method as set out in Ind AS 7 on Statement of cash flows notified under Section 133 of The Companies Act 2013, read together with Paragraph 7 of the Companies (Indian Accounting Standard) Rules 2015 (as amended).
2. Purchase of property, plant and equipment includes movements of capital work-in-progress (including capital advances and creditors for capital goods) during the year.

The above consolidated balance sheet should be read in conjunction with accompanying notes.

As per our report of even date
For **B. KHOSLA & CO.**
Chartered Accountants
FRN: 000205C

SANDEEP MUNDRA
Partner
M. No. 075482

Dated : May 29, 2024
Place: Jaipur

For **and on behalf of the Board of Directors**

MAYANK SHAH
Managing Director
DIN:01850199
Place : Dubai

SWETA SHAH
Executive Director
DIN:06883764
Place : Dubai

KAMAL KUMAR SOMANI
Chief Financial Officer
Place : Jaipur

DHARAM SINGH RATHORE
Company Secretary
M. No.: A57411
Place : Jaipur

Consolidated Statement of Changes in Equity

for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

A. Equity share capital

Particulars	Amount
As at April 01, 2022	**338.62**
Changes in equity share capital	85.20
As at March 31, 2023	**423.82**
Changes in equity share capital	-
As at March 31, 2024	**423.82**

B. Other equity

Particulars	Money received against convertible share warrants	Reserves and surplus		Other comprehensive income- Foreign Currency Translation Reserve	Total other equity	Non-controlling interests	Total
		Securities premium	Retained earnings				
As at April 01, 2022	**-**	**172.30**	**829.27**	**0.15**	**1,001.72**	**0.00**	**1,001.72**
Profit for the year	-		242.34	-	242.34	0.00	242.35
Other comprehensive income	-	-	0.31	-	0.31	0.00	0.31
Total comprehensive income for the year	**-**	**-**	**242.66**	**-**	**242.66**	**0.00**	**242.66**
Change in foreign currency translation reserve	-	-	-	14.48	14.48	-	14.48
Securities premium on issue of shares	-	1,107.60	-	-	1,107.60	-	1,107.60
Share issue expenses	-	(177.02)	-	-	(177.02)	-	(177.02)
Balance as at March 31, 2023	**-**	**1,102.89**	**1,071.94**	**14.64**	**2,189.48**	**0.01**	**2,189.49**
Profit for the year	-	-	187.00		187.00	10.81	197.81
Other comprehensive income	-	-	2.03	3.97	6.00	0.11	6.11
Total comprehensive income for the year	**-**	**-**	**189.03**	**3.97**	**192.99**	**10.93**	**203.92**
Transaction with non-controlling interests	-	-	-	-	-	8.74	8.74
Money received against convertible share warrants	498.75	-	-		498.75	-	498.75
Balance as at March 31, 2024	**498.75**	**1,102.89**	**1,260.98**	**18.62**	**2,881.25**	**19.67**	**2,900.92**

The above consolidated balance sheet should be read in conjunction with accompanying notes.

As per our report of even date
For **B. KHOSLA & CO.**
Chartered Accountants
FRN: 000205C

SANDEEP MUNDRA
Partner
M. No. 075482

Dated : May 29, 2024
Place: Jaipur

For **and on behalf of the Board of Directors**

MAYANK SHAH
Managing Director
DIN:01850199
Place : Dubai

SWETA SHAH
Executive Director
DIN:06883764
Place : Dubai

KAMAL KUMAR SOMANI
Chief Financial Officer
Place : Jaipur

DHARAM SINGH RATHORE
Company Secretary
M. No.: A57411
Place : Jaipur

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

Background

Global Surfaces Limited ('the Company') is a limited Company. It is incorporated and domiciled in India and has its registered office at Mahindra World City, Sanganer, Jaipur - 302037.

The Company is incorporated since August 23, 1991 and is engaged primarily in the business of manufacturing of quartz and processing granite and marble. The company has been converted from a private limited company to a public company on October 21, 2021.The Company got listed on National Stock Exchange and Bombay Stock Exchange on March 23, 2023.

The Company together with its subsdiary is hereinafter referred to as 'Group'. These consolidated financial statements were authorized to be issued by the Board of Directors on May 29, 2024.

Note 1: Basis of preparation and Material Accounting Policies

(a) Basis of preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time

(b) Principles of consolidation

(i) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the restated consolidated statement of profit and loss, restated consolidated statement of changes in equity and restated balance sheet respectively.

(ii) Changes in ownership interests

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency The group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

When the group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

(c) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

(a) certain financial assets and liabilities that is measured at fair value; and

(b) defined benefit plans – plan assets measured at fair value

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

(d) **Use of estimates and judgements**

The preparation of consolidated financial statement requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

The areas involving critical estimates or judgements are:

- Estimated useful life of property, plant and equipment and intangible assets– Management reviews its estimate of the useful lives of property, plant and equipment and intangible assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economy obsolescence that may change the utility of property, plant and equipment and intangible assets.

- Estimation of defined benefit obligation – • Estimation of defined benefit obligation – Measurement of defined benefit obligation and related under plans require numerous assumptions and estimates that can have a significant impact on the recognized costs and obligation, such as future salary level, discount rate, attrition rate and mortality.

- Impairment of trade receivable: The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation

- Estimation of net realisable value for raw material and finished goods: The management has determined net realisable value of finished goods and raw material based on the analysis of physical conditions, ageing, technology, and market conditions to determine excess or obsolete inventories.

  Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

(e) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM).

The Board of Directors of the Holding Company has been identified as being the CODM as they assesses the financial performance and position of the Group, and makes strategic decisions. Refer Note 44 for segment information.

(f) Foreign currency translation

(i) Functional and presentation currency

Items included in the Consolidated financial statements of the Group are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Consolidated financial statements are presented in Indian rupee (INR), which is the functional and presentation currency of the Group.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

(iii) Group Companies

The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows.

- assets and liabilities are translated at the closing rate at the date of that balance sheet
- income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities are recognised in other comprehensive income. When a foreign operation is sold, the associated exchange differences are reclassified to statement of profit and loss, as part of the gain or loss on sale.

(g) Revenue recognition

Revenue from sale of goods is recognised at when control of the goods is transferred to the customer which is generally on dispatch of goods and/or on the date of clearance by Customs and there is no unfulfilled obligation that could affect the customer's acceptance of the goods. The Group recognizes revenue from the sale of goods measured at the price specified in the contract, net of returns and allowances, trade discounts and volume rebates.

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

Revenue from value added services, namely freight and shipping insurance, is recognised as and when services are rendered, as per the terms agreed with the customers. Shipping and handling expenses have been netted off while recognition of revenue.

The Group does not have any significant financing element included in the sales made.

(h) Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. The provision for current tax is made at the rate of tax as applicable for the income of the previous year as defined under the Income Tax Act, 1961.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

(ii) Deferred tax

Deferred income tax is recognised using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts as per consolidated financial statements as at the reporting date. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be recovered.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in associate where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Minimum Alternate Tax (" MAT ") credit entitlement is recognized as deferred tax asset if it is probable that MAT credit will reverse in foreseeable future and taxable profit will be available against which such deferred tax can be utilised.

(i) Leases

As a lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the lease commencement date. Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

Assets and liabilities arising from a lease are initially measured on a present value basis. liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Group under residual value guarantees

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- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the group, which not have recent third party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

The Group is exposed to potential future increases in variable lease payments based on an index or rate take effect, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right—of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition that triggers those payments occurs.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a Straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

As a lessor

Lease income from operating leases where the group is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct cost incurred obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet based on their nature.

(i) Business Combination

The acquisition method of accounting is used to account for all business combinations except common control, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the group; and
- fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the

- consideration transferred;
- amount of any non-controlling interest in the acquired entity, and

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- acquisition-date fair value of any previous equity interest in the acquired entity.

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in equity as capital reserve.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss or other comprehensive income, as appropriate.

Business combination between entities under common control is accounted using pooling of interest method of accounting. Under pooling of interest method of accounting, assets and liabilities of combining entities are reflected at carrying amount and no adjustments are made to reflect fair values, or recognize any new assets and liabilities. The only adjustments are made to harmonise accounting policies. The difference between the amount recorded as share capital plus any additional consideration in the form of cash or other assets and amount of share capital of the transferor is transferred to capital reserve and is presented separately from capital reserve.

(j) Impairment of assets

Goodwill and intangible that have an indefinite useful life are subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets(cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(k) Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents includes cash on hand, deposits held a call with financial institutions, other short-term highly liquid investments with original maturities of less than three months that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(l) Trade receivables

Trade receivables are amounts due from customer for sold or services performed in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

(m) Inventories

Inventories are valued at lower of cost and estimated net realisable value. Cost is determined on "First-in-First-Out", "Specific Identification" or Weighted Averages" basis as applicable. Cost of Inventories comprises of cost of purchases, cost of conversion and other direct costs incurred in bringing the inventories to their present location and condition. Cost of Finished goods are determined on absorption costing method. Semi Finished Goods are Finished Goods pending Quality Inspection.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and estimated selling expenses. Identification of a specific item and determination of estimated net realisable value involves technical judgment of the management, which has been relied upon by the Auditors.

The group assess the valuation of Inventories at each reporting period and write down the value for different finished goods based on their quality classes and ageing. Inventory provisions are provided to cover risks arising from slow-moving items, discontinued products, and net realizable value lower than cost. The process for evaluating these write-offs often requires to make subjective judgments and estimates, based primarily on historical experience, concerning prices at which such inventory will be able to be sold in the normal course of business, to the extent each of these factors impact the group's business.

(n) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

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Financial assets and liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

Financial assets:

Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Initial recognition and measurement

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sale the financial asset. Financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed of in profit or loss.

Subsequent measurement

After initial recognition, financial assets are measured at:

- fair value (either through other comprehensive income or through profit or loss), or
- amortised cost

Debt instruments

Debt instruments are subsequently measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till de-recognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVTPL):

Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss in the period in which it arises. Interest income from these financial assets are recognised in other income.

Equity instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group decides to classify the same either as at fair value through other comprehensive income (FVTOCI) or FVTPL.

The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in other comprehensive income (OCI). There is no recycling of the amounts from OCI to profit and loss, even on sale of such investments.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the consolidated statement of profit and loss.

Investment in equity instruments of subsidiaries

The Group records the investments in subsidiaries, associates and joint ventures at cost.

When the Group issues financial guarantees on behalf of subsidiaries, initially it measures the financial guarantees at their fair values and subsequently measures at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

The Group records the initial fair value of financial guarantee as deemed investment with a corresponding liability recorded as deferred revenue. Such deemed investment is added to the carrying amount of investment in subsidiaries.

Deferred revenue is recognized in the Statement of Profit and Loss over the remaining period of financial guarantee issued.

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Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 41 details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Derecognition of financial assets

A financial asset is derecognized only when:

- the Group has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Income recognition

Interest income

Interest income from financial assets at fair value through profit or loss is disclosed as interest income within other income. Interest income on financial assets at amortised cost and financial assets at FVOCI is calculated using the effective interest rate method and recognised in the Consolidated statement of profit and loss as part of other income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance)

Dividend income

Dividends are received from financial assets at fair value through profit or loss and at FVOCI. Dividends are recognised as other income in profit or loss when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits, unless the dividend clearly a recovery part of the cost of the investment.

Other income

All other income is accounted on accrual basis when no significant uncertainty exist regarding the amount that will be received.

Financial liabilities:

Initial recognition and measurement

Financial liabilities are initially measured at its fair value plus or minus, in the case of a financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the issue/ origination of the financial liability.

Subsequent measurement

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the consolidated statement of profit and loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the consolidated statement of profit and loss. Any gain or loss on derecognition is also recognised in the consolidated statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the Consolidated balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

(o) Property, plant and equipment

Items of property, plant and equipment are stated at historical cost less accumulated depreciation and impairment. Historical cost comprises of the purchase price including import duties and non-refundable taxes and directly attributable expenses incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by management.

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Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the written down value method, to allocate their cost, net of residual values, over the estimated useful lives of the assets, based on technical evaluation done by the management's expert which is in accordance with the Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Depreciation on property, plant and equipment is provided based on the management estimated useful life for the property, plant and equipment:

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other income / other expenses.

(p) Investment properties

Properties that are held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, are classified as investment properties. Investment properties are measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

(q) Capital Work in Progress

Expenditure incurred on construction of assets which are not ready for their intended use are carried at cost less impairment (if any), under Capital work-in-progress. The cost includes the purchase cost of materials, including import duties and non-refundable taxes, interest on borrowings used to finance the construction of the asset and any directly attributable costs of bringing an assets ready for their intended use

(r) Intangible assets

Intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets are amortised on a written down value basis over their estimated useful lives.

Depreciation on intangible assets is provided based on the management estimated useful life for the intangible assets:

The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other income / other expenses.

(s) Trade and other payables

These amounts represent liabilities for goods and services provided to the group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period or operating cycle, as applicable. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(t) Borrowing cost

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Capitalisation of borrowing costs is suspended and charged to the consolidated statement of profit and loss during extended periods when active development activity on the qualifying asset is interrupted.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

(u) Provisions and contingent liabilities

Provisions

Provisions are recognized when there is a present legal or constructive obligation as a result of a past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as an interest expense.

Contingent liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group, or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

(v) Employee benefits

(i) Short term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within period of operating cycle after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) Other long term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within period of operating cycle after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss. The obligations are presented as current liabilities in the balance sheet if the group does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The group operates the following post-employment schemes.

- defined benefit plan i.e. gratuity
- defined contribution plans such as provident fund and employees state insurance(ESI)

Gratuity obligations

The liability or asset recognised in the consolidated balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefits expense in the consolidated statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

They are included in retained earnings in the consolidated statement of changes in equity and in the consolidated balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined contribution plans

The group pays provident fund contributions to publicly administered provident funds as per local regulations and also makes contribution to employees state insurance. The group has no further payment obligation once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefits expense when they are due.

(w) Contributed equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(x) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of respective class of equity shares of the Holding Company

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- By the weighted average number of equity shares (respective class wise) outstanding during the financial year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(y) Rounding of amounts

All amounts disclosed in the consolidated financial statements and notes have been rounded off to the nearest millions as per the requirement of Schedule III, unless otherwise stated.

Note 2: Changes in accounting policies and disclosures

New amendments issued but not effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

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3. Property, plant and equipment

Particulars	Building	Office equipment's	Plant and equipment	Computers	Electrical Installation	Leasehold Improvements	Furniture and Fixtures	Vehicles	Total
Year ended March 31, 2023									
Gross carrying amount									
Opening gross carrying amount	212.40	5.46	681.15	2.43	30.39	-	9.39	46.25	987.48
Additions	2.21	3.33	1.61	0.97	(0.00)	79.02	0.38	2.80	90.31
Disposals	-	-	(1.12)	(0.04)	-	-	-	(3.31)	(4.48)
Closing gross carrying amount	**214.62**	**8.79**	**681.65**	**3.36**	**30.38**	**79.02**	**9.76**	**45.73**	**1,073.31**
Accumulated depreciation									
Opening accumulated depreciation	52.55	4.81	484.03	1.93	27.20	-	6.73	25.36	602.60
Additions	9.68	1.87	61.97	0.48	1.55	9.27	0.74	7.08	92.65
Disposals/ Adjustments	(0.05)	(0.25)	(1.00)	(0.04)	0.00	-	0.00	(3.10)	(4.44)
Closing accumulated depreciation	**62.18**	**6.44**	**545.00**	**2.36**	**28.75**	**9.27**	**7.47**	**29.34**	**690.81**
Net carrying amount	**152.44**	**2.35**	**136.65**	**1.00**	**1.64**	**69.75**	**2.29**	**16.39**	**382.50**
Year ended March 31, 2024									
Gross carrying amount									
Opening gross carrying amount	214.62	8.79	681.65	3.36	30.38	79.02	9.76	45.73	1,073.31
Additions	1,102.72	3.90	944.11	1.75	65.54	3.99	8.60	14.10	2,144.72
Adjustment on account of foreign currency translation	-	-	-	0.00	-	-	-	0.04	0.05
Disposals	**-**	**-**	**(0.50)**	**-**	**-**	**-**	**-**	**(0.12)**	**(0.62)**
Closing gross carrying amount	**1,317.34**	**12.69**	**1,625.26**	**5.11**	**95.92**	**83.01**	**18.37**	**59.76**	**3,217.46**
Accumulated depreciation									
Opening accumulated depreciation	62.18	6.44	545.00	2.36	28.75	9.27	7.47	29.34	690.81
Additions	14.12	1.58	52.87	1.05	0.70	7.61	0.68	5.14	83.75
Adjustment on account of foreign currency translation	**0.04**	**0.00**	**0.07**	**0.00**	**0.00**	**-**	**0.00**	**0.03**	**0.14**
Disposals/ Adjustments	**-**	**-**	**(0.46)**	**-**	**-**	**-**	**-**	**(0.11)**	**(0.57)**
Closing accumulated depreciation	**76.34**	**8.02**	**597.48**	**3.42**	**29.45**	**16.88**	**8.15**	**34.40**	**774.14**
Net carrying amount	**1,240.99**	**4.67**	**1,027.78**	**1.69**	**66.48**	**66.13**	**10.21**	**25.36**	**2,443.32**

Notes:

1) Refer note 20 and 23 for information on property, plant and equipment offered as security against borrowings taken by the group

2) The group has not revalued any of its property, plant and equipment during the current year and previous year.

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(All amounts in INR millions, unless otherwise stated)

Note 4 - Capital Work in Progress

PARTICULARS	Total
Balance as of April 01, 2022	**70.75**
Adjustment on account of foreign currency translation	1.17
Addition during the year	1,243.92
Transferred to property plant and equipment	79.02
Balance as at March 31, 2023	**1,236.83**
Adjustment on account of foreign currency translation	19.16
Addition during the year	**(1,254.81)**
Transferred to property plant and equipment	-
Balance as at March 31, 2024	**1.18**

Particulars	Less than 1 year	1-2 years	More than 2 years	Total
Balance as at March 31, 2023	1,221.85	14.98	-	1,236.83
Balance as at March 31, 2024	1.18	-	-	**1.18**

Note 5 - Right-of-use-Assets (ROU assets)

PARTICULARS	Total
Balance as of April 01, 2022	**496.48**
Adjustment on account of foreign currency translation	31.61
Addition during the year	0.74
Depreciation	**1.50**
Depreciation capitalized to capital work-in progress	22.07
Balance as at March 31, 2023	**505.25**
Adjustment on account of foreign currency translation	6.32
Addition during the year	9.94
Depreciation	4.74
Depreciation capitalized to capital work-in progress	20.35
Balance as at March 31, 2024	**496.42**

1) Refer note 20 and 23 for information on right-of-use-Assets offered as security against borrowings taken by the group.

Note 6 - Intangible assets

PARTICULARS	Total
Year ended March 31, 2023	
Gross carrying amount	
Opening gross carrying amount	1.37
Additions	-
Closing gross carrying amount	**1.37**
Accumulated amortisation	
Opening accumulated amortisation	0.96
Amortisation charge during the year	0.16
Closing accumulated amortisation and impairment	**1.12**
Net carrying amount	**0.25**
Year ended March 31, 2024	
Gross carrying amount	
Opening gross carrying amount	1.37
Additions	3.11
Closing gross carrying amount	**4.48**
Accumulated amortisation	
Opening accumulated amortisation	1.12
Amortisation charge during the year	0.78
Closing accumulated amortisation and impairment	**1.90**
Net carrying amount	**2.57**

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as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Note 7 - Non-Current Loans

PARTICULARS	As at March 31, 2024	As at March 31, 2023
Unsecured and considered good		
Loans (At amortised cost)		
- To employees	0.27	0.30
Total	**0.27**	**0.30**

(i) The loans have been given for general business purpose and has been utilized by the borrowers for the same.

Break-up of security details

PARTICULARS	As at March 31, 2024	As at March 31, 2023
Loans considered good – Secured	-	-
Loans considered good - Unsecured	0.27	0.30
Loans which have significant increase in credit risk	-	-
Loans – credit impaired	-	-
Total	**0.27**	**0.30**
Loss allowance	-	-
Total loans	**0.27**	**0.30**

Note 8 - Other non-current financial asset

PARTICULARS	As at March 31, 2024	As at March 31, 2023
Unsecured, Considered good		
Security Deposit	26.75	22.88
Total	**26.75**	**22.88**

Note 9 - Deferred tax assets (net)

PARTICULARS	As at March 31, 2024	As at March 31, 2023
Deferred Tax	31.67	31.42
MAT credit entitlement	182.05	185.28
Total	**213.72**	**216.70**

Note 10 - Other non-current assets

PARTICULARS	As at March 31, 2024	As at March 31, 2023
Unsecured, Considered good		
Capital advances	3.28	79.92
Total	**3.28**	**79.92**

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Note 11 - Inventories

PARTICULARS	As at March 31, 2024	As at March 31, 2023
(As per Inventory taken, valued and certified by the management) (refer accounting policy)		
Raw Material	168.18	51.34
Work-in-Progress	17.25	6.88
Finished Goods (includes goods in transit*) and Semi - Finished Goods	537.72	353.73
Consumables	44.40	27.62
Total	**767.55**	**439.58**

*Goods in transit amounting to INR 25.50 (March 31, 2023: 11.96)

Refer note 20 and 23 for information on inventories offered as security against borrowings taken by the Group

Note 12 - Current Investments

Particulars	As at March 31, 2024	As at March 31, 2023
Quoted- Mutual Funds (Valued at fair value through profit and loss)		
Investment in Mutual Funds 1,04,314.99 (PY: 45,13,694.37 Units of Axis Ultra Short Term Fund- Regular Growth having face value of INR 10)	1.41	57.19
Investment in Mutual Funds 34.52 (PY: Nil Units of Nippon India Ultra Short DurationFund- Growth having face value of INR 10)	0.13	-
Total	**1.54**	**57.19**
Aggregate amount of unquoted investment	-	-
Aggregate amount of quoted investment and market value thereof	1.54	57.19
Aggregate amount of impairment in value of investments	-	-

Note 13 - Trade Receivables

Particulars	As at March 31, 2024	As at March 31, 2023
Trade receivables		
- To related parties (refer note 38)	0.47	0.04
- To other parties	1,104.66	443.86
Less: Loss allowance	(6.58)	(3.94)
Total	**1,098.55**	**439.96**

Particulars	As at March 31, 2024	As at March 31, 2023
Trade receivables considered good – Secured	-	-
Trade receivables considered good – Unsecured	1,078.48	427.42
Trade receivables which have significant increase in credit risk	26.65	16.49
Trade receivables – Credit impaired	-	-
Total	**1,105.13**	**443.91**
Loss allowance	(6.58)	(3.94)
Total trade receivables	**1,098.55**	**439.96**

Note:

(i) Trade amounting to INR 0.47 (March 31, 2023: INR 0.04) are due from director and from firms in which directors are partners.

(ii) Refer note 20 and 23 for information on trade receivable offered as security against borrowings taken by the Group

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Ageing schedule of trade receivables considered good – unsecured

Particulars	As at March 31, 2024	As at March 31, 2023
Not due	965.34	263.11
Less than 6 Months	84.24	151.28
6 Months - 1 Year	28.89	13.03
1-2 Years	-	-
2-3 Years	-	-
More than 3 Years	-	-
Total	**1,078.48**	**427.42**

Ageing schedule of trade receivables which have significant increase in credit risk

Particulars	As at March 31, 2024	As at March 31, 2023
Not due	-	-
Less than 6 Months	-	-
6 Months - 1 Year	-	-
1-2 Years	18.25	13.46
2-3 Years	6.51	1.31
More than 3 Years	1.89	1.72
Total	**26.65**	**16.49**

Note 14 - Cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with banks		
In current accounts	24.95	63.78
Cash on hand	0.92	1.24
Total	**25.86**	**65.02**

Note 15 - Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with banks		
In Escrow accounts	19.05	69.15
In Trust accounts	0.02	-
In Lien accounts (refer note 38)	7.69	-
Deposits for original maturity of less than 12 months*	1.76	1,001.65
Total	**28.52**	**1,070.80**

*These are restricted deposits. The restriction are primarily on account of utilization of deposit held from IPO proceeds for which authorization from board is required amounting for Rs INR Nil (PY: INR 1001.57) and also include deposit held as margin money against borrowings amounting to Rs INR 1.76 (PY: INR 0.08)

Note 16 - Current Loans

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured and considered good		
Loans (At amortised cost)		
- To related parties (refer note 38)	-	16.02
- To employees *	1.15	2.86
Total	**1.15**	**18.88**

* Includes loan given to related parties (refer note 38)

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Break-up of security details

Particulars	As at March 31, 2024	As at March 31, 2023
Loans considered good – Secured	-	-
Loans considered good - Unsecured	1.15	18.88
Loans which have significant increase in credit risk	-	-
Loans – credit impaired	-	-
Total	**1.15**	**18.88**
Loss allowance	-	-
Total loans	**1.15**	**18.88**

Note:

(i) The loans have been given for general business purpose and has been utilized by the borrowers for the same.

(ii) Loans to employees (unsecured and considered good) includes INR Nil (March 31, 2023: INR 0.13) due from Managing director and other officers given as a part of the conditions of service extended by the Group to all of its employees.

(iii) None of the loans or advances in the nature of loans granted to Promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) is repayable on demand or without specifying any terms of repayment.

Note 17 - Other current financial assets

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured and considered good		
Export incentive receivable	1.82	1.33
Security deposits	15.77	15.50
Other receivable	0.52	3.59
Total	**18.11**	**20.42**

Note 18 - Other current assets

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured and considered good		
Balance with government authorities	21.46	24.58
Advance to vendors		
Related party	0.09	-
Others*	24.22	11.82
Prepaid expenses	14.49	7.39
Unsecured and considered doubtful		
Advance to vendors		
Others	0.79	0.29
Less: Provision for doubtful advance	(0.79)	(0.29)
Total	**60.26**	**43.79**

*Includes INR 2.68 (Previous Year: INR Nil) related to expenses for proposed warrants offer.

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Note 19 - Equity Share capital and other equity

Equity share capital

(i) Authorised share capital

Particulars	As at March 31, 2024	As at March 31, 2023
Equity share capital		
5,50,00,000 (For previous year: 4,60,00,000) equity shares of INR 10 each	550.00	460.00
Total	**550.00**	**460.00**

(ii) Issued, subscribed and paid up

Particulars	As at March 31, 2024	As at March 31, 2023
Equity share capital		
4,23,81,818 (For previous year: 4,23,81,818) Equity shares of INR 10 each	423.82	423.82
Total	**423.82**	**423.82**

(iii) Rights, preferences and restrictions attached to shares

Equity Shares

The Company has only one class of shares referred to as equity shares having a par value of` Rs. 10/-. Each holder of equity shares is entitled to one vote per share with same rights, preferences.In the event of liquidation of the Company, the holders of equity shares will be entitled to received the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The Equity Shares issued by the company have equal right as to voting and dividend.

(iv) Movement in equity share capital

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	Amount
Equity Shares				
Shares outstanding as at the beginning of the year	4,23,81,818	423.82	3,38,61,818	338.62
Add: Share issued during the year (Refer note (i) below)	-	-	85,20,000	85.20
Shares outstanding as at the end of the year	**4,23,81,818**	**423.82**	**4,23,81,818**	**423.82**

Note (i) : During the year ended March 31, 2023, the company has completed its Initial Public offer (IPO) of 1,10,70,000 equity shares of face value of Rs. 10 each at an issue price of Rs. 140 per share aggregating to Rs. 1,549.80 million, comprising of fresh issue of 85,20,000 shares aggregating to Rs. 1,192.80 million and offer for sale of 25,50,000 shares by the selling shareholders aggregating to Rs. 357 million. The Equity Shares were listed on the BSE Limited and National Stock Exchange of India Limited on March 23, 2023. Further, the Company has incurred Rs. 230 million as IPO expenses and proportionately allocated such expenses between the Company amounting to Rs. 177.02 million (netted off against securities premium) and selling shareholders amounting to Rs. 52.98 million which has been reimbursed by the selling shareholders to the Company.

(v) Details of shareholders other than promoter holding more than 5% shares in the Company

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	% Holding	Number of Shares	% Holding
Sweta Shah	23,99,000	5.66%	23,99,000	5.66%
Mayank Shah (HUF)	28,92,488	6.82%	28,92,488	6.82%

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

(vi) Details of shares held by promoter

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	% Holding	Number of Shares	% Holding
Mayank Shah	2,35,06,368	55.46%	2,35,06,368	55.46%

(vii) Change in shareholding of promoters are disclosed below:

Name of Promoters	Number of shares	% Total shares	% Changes during the year
As at March 31, 2024			
Mayank Shah	2,35,06,368	55.46%	0.00%
As at March 31, 2023			
Mayank Shah	2,35,06,368	55.46%	-0.13%

(viii) The Company has not bought back any shares during the preceding 5 years.

(ix) Aggregate number of shares issued as fully paid up bonus shares (during 5 years immediately preceding March 31, 2024):

Particulars	As at March 31, 2024	As at March 31, 2023
Fully paid up Bonus Shares of face value 10 each	-	-
Total	**-**	**-**

19(b) - Other equity

Particulars	As at March 31, 2024	As at March 31, 2023
Securities premium	1,102.89	1,102.89
Retained earnings	1,260.98	1,071.94
Money received against convertible share warrants	498.75	-
Other comprehensive income Foreign Currency Translation Reserve	18.62	14.64
Total	**2,881.25**	**2,189.48**

(i) Securities premium

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	**1,102.89**	**172.30**
Add: Securities premium on issue of shares	-	1,107.60
Less: Share issue expenses	-	(177.02)
Closing balance	**1,102.89**	**1,102.89**

(ii) Retained earnings

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	**1,071.94**	**829.27**
Profit for the year	187.00	242.34
Other comprehensive income	2.03	0.31
Closing balance	**1,260.98**	**1,071.94**

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

(iii) Money received against convertible share warrants

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance		
Add: Money received against Share warrants	498.75	-
Closing balance	**498.75**	**-**

(iv) Other comprehensive income- Foreign Currency Translation Reserve

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	**14.64**	**0.15**
Changes during the year	3.97	14.48
Closing balance	**18.62**	**14.64**

Nature and purpose of reserves

(i) Securities premium

Amounts received on issue of shares in excess of the par value has been classified as securities premium, net of utilisation.

(ii) Retained earnings

The cumulative gain or loss arising from the operations which is retained by the Group is recognised and accumulated under the heading "Retained Earnings". At the end of the year, the profit after tax and Other Comprehensive income are transferred from the statement of profit and loss to retained earnings. Other comprehensive income comprises actuarial gains and losses on defined benefit obligation.

(iii) Money received against convertible share warrants

Pursuant to approval of shareholders in the EGM held on November 16, 2023, the company allotted 95,00,000 convertible warrants at a price of Rs. 210/- per warrant convertible in to equivalent number of equity shares including premium of Rs. 200/- total amounting Rs.1995.00 million in the meeting of Board of directors of the Company held on December 4, 2023. An Amount of Rs. 498.75 million was received (25% being the warrants subscription price) was received from the issue proceed of convertible warrants.

(iv) Other comprehensive income- Foreign Currency Translation Reserve

The exchange differences arising from the translation of financial statements of foreign operations prepared in functional currency other than Indian Rupee is recognised in other comprehensive income and is presented within equity in the foreign currency translation reserve.

Note 20 - Non current borrowings

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
Secured		
Term loan from banks	589.70	865.07
Vehicle Loans from bank and financial institutions	9.34	8.78
Unsecured		
Less : Current maturities of non current borrowings (refer note 23)	(74.50)	(680.49)
Total	**524.55**	**193.36**

Note:

(i) Credit facilities from Banks

Credit facilities from bank (presently in multiple banking with HDFC Bank Limited and Kotak Mahindra Bank Limited) is secured by Equitable mortgage of factory Land and Building of the Holding Company situated at Bagru Industrial Area and at Mahindra SEZ and equitable mortgage of industrial unit situated at shah industrial estate, West Bengal of Laminated Products (partnership firm of Director) and hypothecation of existing and future movable fixed assets, book debts, fixed deposits, plant and machinery and stock of the Holding Company.

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

-Further secured by

Personal Guarantees of managing director and executive director and loan to Global Surfaces FZE is further secured by Corporate Guarantee of the holding compnay.

Repayment:

Holding company Term Loan is repayable as under:

Term Loan I:- 25 monthly instalments of INR 0.76 each beginning from 07/09/2022 (Interest rate @ 9.48% presently);

Term Loan II:- 19 monthly instalments of INR 1.08 each beginning from 07/09/2022 (Interest rate @ 9.48% presently);

Term Loan III:- 19 monthly instalments of INR 0.70 each beginning from 07/09/2022 (Interest rate @ 9.48% presently);

GECL Loan:- 37 monthly instalments of INR 1.80 each beginning from 07/01/2024 (Interest rate @ 9.25% presently).

Vehicle Loans is secured by hypothecation of respective Motor vehicle.(i) Repayable in 48 monthly instalment of INR 0.15 and bullet repayment of INR 5.43 at the end of loan period

Term Loan facility with Kotak Mahindra Bank Limited availed by Global Surfaces FZE

Term Loan I:- 58 monthly instalments of INR 0.04 each beginning from 29/12/2023 (Interest rate @ 7..69% presently

Term Loan II:- 58 monthly instalments of INR 0.15 each beginning from 29/12/2023 (Interest rate @ 7..69% presently

Term Loan III:- 58 monthly instalments of INR 0.09 each beginning from 29/12/2023 (Interest rate @ 7..68% presently

Term Loan IV:- 58 monthly instalments of INR 0.06 each beginning from 29/12/2023 (Interest rate @ 7..69% presently

Term Loan V:- 58 monthly instalments of INR 0.17 each beginning from 29/12/2023 (Interest rate @ 7..69% presently

Term Loan VI:- 58 monthly instalments of INR 0.33 each beginning from 29/12/2023 (Interest rate @ 7.74% presently)

Term Loan VII:- 58 monthly instalments of INR 0.07 each beginning from 29/12/2023 (Interest rate @ 7..69% presently)

Term Loan facility with HDFC Bank Limited availed by Global Surfaces FZE is sanctioned for 6 years including 12 months moratorium. However, repayment schedule after the expiry of moratorium period is yet stipulated by the bankers :- Interest rate @SOFR +2.25 presently.

Vehicle Loans is secured by hypothecation of respective Motor vehicle.(i) Repayable in 48 monthly instalment of INR 0.04 (Interest rate @ 3.25% presently)

Note 21 - Lease liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Lease liabilities on right to use asset (refer note 46)	463.00	453.82
Total	**463.00**	**453.82**

Note 22 - Non current provisions

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for employee benefit		
Provision for gratuity (refer Note 42)	0.41	0.71
Provision for compensated absences (refer Note 42)	3.26	4.35
Total	**3.66**	**5.06**

Note 23 - Current Borrowings

Particulars	As at March 31, 2024	As at March 31, 2023
Secured Borrowings- from banks		
Cash Credit/ Working capital revolving facility	46.94	3.05
Post shipment Loan	55.32	41.84
Pre-shipment Loan	281.99	289.43
Current maturities of non current borrowings	74.50	680.49
Total	**458.75**	**1,014.80**

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

(i) Working capital limits availed by holding company

Primary Security

Working capital loans from bank is secured by Stock-in-Trade and other current assets in form of maintaining the margin money in respect of each utilization.

Further secured by

(a) Equitable mortgage of factory Land and Building of Holding Company. situated at Bagru Industrial Area and at Mahindra SEZ and equitable mortgage of industrial unit situated at shah industrial estate, West Bengal belonging to Laminated Products (partnership firm of Director) and hypothecation of existing and future movable fixed assets and plant and machinery of the Holding Company.

(b) Personal Guarantee of managing director and executive director

Repayment:

On Demand

Interest Rate:

Cash Credit and Export Credit in INR - MCLR + spread i.e. presently 9.43%. Interest rate on Pre-Shipment and Post shipment availed in Foreign currency are linked with SOFR plus spread as stipulated by bank.

(ii) Working capital limits availed by Global Surfaces FZE

Primary Security

Working capital loans from bank is secured by Stock-in-Trade, Receivables, Balance in Lien account and other current assets of the Global Surfaces FZE.

Further secured by

(a) Assignment of leasehold right in favor of the lender over property situated at Plot no S50902 at Jabel Ali Free Zone Authority and Equitable mortgage over the property located on of above factory leasehold Land of Global Surfaces FZE.

(b) Personal Guarantee of director and Corporate guarantee of holding company "Global Surfaces Limited

Repayment:

On Demand

Interest Rate:

Working capital revolving facility in is linked with AED- EIBOR 3 month + 2.25% PA (Minimum 5.5% per annum)

Reconciliation of quarterly returns/statements submitted to banks with Books of accounts:

Particulars	Amount reported in the stock statement	Amount as per Books of accounts	Difference
Jun-23			
Inventory	444.21	469.91	(25.70)
Trade Receivables	509.24	499.62	9.62
Trade Payables	178.82	195.78	(16.97)
Sep-23			
Inventory	502.59	513.80	(11.21)
Trade Receivables	520.99	518.64	2.36
Trade Payables	205.88	235.15	(29.27)
Dec-23			
Inventory	522.07	540.16	(18.09)
Trade Receivables	489.62	481.31	8.31
Trade Payables	160.15	187.76	(27.61)

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Particulars	Amount reported in the stock statement	Amount as per Books of accounts	Difference
Mar-24			
Inventory	516.31	524.95	(8.64)
Trade Receivables	573.41	557.89	15.52
Trade Payables	196.81	227.90	(31.08)

Reason for material discrepancies

Inventory

While preparing stock statements adjustments for overhead allocation and NRV valuation is carried out on estimated basis whereas in books of accounts the same exercise is carried on reporting date basis.

Trade receivables and payables

These figures are based on provisional financial statements. However certain settlements, restatement, provision for doubtful debts and reconciliation adjustments of receivables and payables have been carried out at later date in books of accounts. Further, the Company is providing details of trade payable related to raw material and consumables only in the stock statements submitted to banks.

There are no stipulation for submission of monthly or quarterly returns to bank against the loan obtained by the subsidiary company on the basis of security of its current assets.

Note 24 - Trade payables

Particulars	As at March 31, 2024	As at March 31, 2023
Trade payables	386.62	161.90
Total	**386.62**	**161.90**

* Includes trade payables to related parties (refer note 38)

Trade payable ageing schedule - Not disputed

Particulars	As at March 31, 2024	As at March 31, 2023
Unbilled	19.22	13.82
Not due	231.99	94.53
Less than 1 year	128.86	50.85
1-2 Years	5.96	2.69
2-3 Years	0.59	0.00
More than 3 Years	-	-
Total	**386.62**	**161.90**

Note 25 - Other current financial liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Interest accrued on borrowings	1.44	4.61
Employee benefits payables	18.89	12.55
Lease liabilities on right to use asset (refer note 46)	17.20	4.65
Payable for capital expenditure	-	127.28
Others financial liabilities	0.00	0.71
Total	**37.53**	**149.80**

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Note 26 - Current tax liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Income tax (net of advance tax)	6.48	1.03
Total	**6.48**	**1.03**

Note 27 - Current Provisions

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for employee benefit		
Provision for gratuity (refer Note 42)	0.46	1.06
Provision for compensated absences (refer Note 42)	0.33	0.41
Total	**0.80**	**1.47**

Note 28 - Other current liabilities

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Statutory Liabilities*	8.94	21.15
MTM payable on outstanding forward contracts	0.24	-
Advances from customers #	2.61	4.91
Total	**11.78**	**26.04**

* includes Rs 0.51 unspent corporate social responsibility expenditure

Includes advances from customers to related parties (refer note 37)

Note 29 - Revenue from operations

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Revenue from operations		
Sale of goods	2,226.47	1,772.91
Other operating revenue		
Export Incentives	2.86	3.20
Handling charges and Job work Income	23.59	4.54
Total	**2,252.91**	**1,780.66**

Note 30 - Other income

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Interest income on financial assets at amortised cost		
Loan to staff	0.03	0.03
Loan to body corporate and others	1.66	13.01
On deposits with bank	7.74	0.58
Gain on disposal of property, plant and equipment	0.09	-
Reversal of expected credit loss	-	0.08
Rental income (refer note 38)	2.55	0.15
Gain on sale and revaluation of mutual funds	0.35	0.62
Exchange gain (net)	24.55	7.93
Miscellaneous income	0.21	5.35
Total	**37.17**	**27.76**

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Note 31 - Cost of Material Consumed

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Raw Material		
Opening stock	51.34	57.59
Add: Purchases (net of return)	1,001.42	836.41
Add: Freight	3.47	9.97
Less: Closing stock	(168.18)	(51.34)
Total	**888.06**	**852.63**

Note 31(a) - Purchase of stock in trade

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Purchase of stock in trade	490.11	-
Total	**490.11**	**-**

Note 32 - Changes in inventories of finished goods and work- in-progress

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Inventories at the beginning of the year		
Finished Goods/ Semi Finished Goods (Including GIT)	353.73	345.54
Work-in-Process	6.88	6.81
Total (A)	**360.62**	**352.35**
Inventories at the end of the year		
Finished Goods/ Semi Finished Goods (Including GIT)	537.72	353.73
Work-in-Process	17.25	6.88
Total (B)	**554.97**	**360.62**
Increase in stock (A-B)	**(194.35)**	**(8.27)**

Note 33 - Employee benefit expenses

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Salaries, Wages, Bonus etc.	111.42	88.31
Contribution to Provident and Other Funds	5.09	5.24
Director's Remuneration (including commission to directors)	22.42	14.98
Gratuity (refer Note 42)	2.52	2.22
Compensated absences	(0.58)	0.90
Staff Welfare Exp.	13.19	7.73
Total	**154.06**	**119.36**

Note 34 - Depreciation and amortisation expense

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Depreciation on tangible assets	83.75	92.65
Amortisation of intangible assets	0.78	0.16
Depreciation on right to use assets	4.74	1.50
Total	**89.28**	**94.31**

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as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Note 35 - Finance costs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Interest expense on		
Secured Long term borrowings	10.23	9.80
Secured Short term Borrowings	22.28	14.44
Unsecured Borrowings from body corporates	0.05	-
Lease liabilities	22.09	20.76
Others	2.38	-
Other borrowing cost		
Bank Charges and Processing Fees	5.57	10.82
Guarantee Commission Charges	0.92	-
	63.52	55.82
Finance costs capitalised to PPE/Capital work-in-progress	(18.49)	(20.13)
Total	**45.03**	**35.69**

Note 36 - Other expenses

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Manufacturing Expenses		
Electricity Expenses	41.87	30.29
Consumables and Stores Consumed	145.50	155.07
Repair and Maintenance-Machinery	20.33	3.25
Other Direct Expenses	47.45	33.16
Total Manufacturing Expenses	**255.15**	**221.77**
Administration Expenses		
Auditors Remuneration- statutory audit and limited review fees	1.75	1.20
CSR Expenses	6.27	6.00
Donation	0.32	0.29
Insurance	4.73	4.70
Legal and Professional Fee	7.05	12.00
Rent, Rates and Taxes	10.53	4.11
Repair & Maintenance	10.62	15.39
Security Charges	4.08	4.32
Travelling and Conveyance	11.88	14.04
Director sitting fees	0.78	0.77
Listing Fees	0.74	0.69
Training and education expense	9.38	4.68
Provision for Expected credit loss	2.97	0.95
Loss on disposal of property, plant and equipment	-	0.07
Office expenses	14.40	2.83
Miscellaneous Expenses	11.51	5.11
Total Administration Expenses	**96.99**	**77.15**
Selling & Distribution Expenses		
Business Promotion Expenses (Includes Foreign Travelling Expenses)	36.46	20.12
Transportation Charges	94.09	75.62
Participation expenses of fairs	24.97	15.67
Packing Expenses	27.63	30.84
Other Selling and Distribution Expenses	28.12	20.62
Total Selling & Distribution Expenses	**211.27**	**162.87**
Total	**563.42**	**461.79**

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Note 37- Taxation

(a) Income tax expense

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Current tax		
Current tax on profits for the year	52.56	47.05
Total current tax expense	52.56	47.05
Deferred tax		
Deferred tax asset created	2.15	(36.48)
Total deferred tax benefit	**2.15**	**(36.48)**
Income tax expense/ (benefit)	**54.71**	**10.57**

(b) Deferred tax assets (net)

The balance comprises temporary differences attributable to:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Deferred tax assets		
Difference in carrying amount of property plant and equipment and Intangible assets as per tax accounts and books	28.61	28.97
On Gratuity & Leave Encashment Provision	1.52	1.52
On expected credit loss	1.54	0.93
MAT Credit entitlement	182.05	185.28
Deferred tax assets	**213.72**	**216.70**

Movement in deferred tax assets (net)

Particulars	Year ended March 31, 2023	(Charged)/ credited to profit and loss	(Charged)/ credited to OCI	Others	Year ended March 31, 2024
Movement in deferred tax assets					
Difference in carrying amount of property plant and equipment and Intangible assets as per tax accounts and books	28.97	(0.36)	-	-	28.61
On Gratuity & Leave Encashment Provision	1.52	0.83	(0.84)	-	1.52
On expected credit loss	0.93	0.61	-	-	1.54
MAT Credit entitlement	**185.28**	**(3.24)**	**-**	**-**	**182.05**
Total	**216.70**	**(2.15)**	**(0.84)**	**-**	**213.72**

Particulars	Year ended April 01, 2022	(Charged)/ credited to profit and loss	(Charged)/ credited to OCI	Others	Year ended March 31, 2023
Movement in deferred tax assets					
Difference in carrying amount of property plant and equipment and Intangible assets as per tax accounts and books	22.86	6.11	-	-	28.97
On Gratuity & Leave Encashment Provision	1.00	0.64	(0.12)	-	1.52
On expected credit loss	0.67	0.26	-	-	0.93
MAT Credit entitlement	**155.81**	**29.47**	**-**	**-**	**185.28**
Total	**180.34**	**36.48**	**(0.12)**	**-**	**216.70**

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

(c) Reconciliation of tax expense and accounting profit multiplied by statutory tax rates

Particulars	As at March 31, 2024	As at March 31, 2023
Profit before tax for the year	252.52	252.91
Statutory tax rate applicable to the Holding Company	27.82%	27.82%
Tax expense at applicable tax rate	**70.25**	**70.36**
Items disallowed under section 37 of the Income Tax Act, 1961	2.74	1.85
Deductions under section 10AA of the Income Tax Act, 1961	(25.99)	(68.12)
Others	7.71	6.48
Income tax expense	**54.71**	**10.57**

Note 38 - Related party transactions

(a) Names of related parties and nature of relationship:

Key Managerial Personnel (KMP)

Mr. Mayank Shah - Managing Director
Mrs. Sweta Shah - Executive Director
Mr. Ashish Kumar Kachawa - Non Executive Director
Mr. Sudhir Baxi - Independent Director
Mr. Dinesh Kumar Govil - Independent Director
Mr. Yashwant Kumar Sharma - Independent Director
Mr. Rajesh Gattani - Chief Financial Officer (ceased w.e.f July 04, 2023)
Mr. Kamal Kumar Somanai - Chief Financial Officer (w.e.f September 30, 2023)
Mr. Aseem Sehgal - Company Secretary (ceased w.e.f January 29, 2024)

Key Managerial Personnel (KMP)

Mr. Mayank Shah - Managing Director
Mrs. Sweta Shah - Executive Director
Mr. Ashish Kumar Kachawa - Non Executive Director
Mr. Sudhir Baxi - Independent Director
Mr. Dinesh Kumar Govil - Independent Director
Mr. Yashwant Kumar Sharma - Independent Director
Mr. Rajesh Gattani - Chief Financial Officer (ceased w.e.f July 04, 2023)
Mr. Kamal Kumar Somanai - Chief Financial Officer (w.e.f September 30, 2023)
Mr. Aseem Sehgal - Company Secretary (ceased w.e.f January 29, 2024)

Relatives of Management personnel :

Mridvika Shah
Vatsankit Shah
Rajiv Shah
Nisha Shah
Vimal Kumar Agarwal
Karuna Devi agarwal
Mudit Agarwal
Stutee Agarwal

Entities in which Key Management personnel and their relatives exercise significant influence and with whom transactions took place during the reporting periods:

Vaishanavi Natural Minerals LLP
Global Mining Company
Global Casting Private Limited
Laminated Products (India)
Granite Mart Limited

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Orange Monkey Media
Divine Surfaces Private Limited
AVA Stones Private Limited

B) Details of Transaction Entered during the year

	As at March 31, 2024	As at March 31, 2023
I. Transactions		
Directors' and KMP Remuneration (including bonus,commission and PF)		
Mayank Shah *	23.18	19.02
Sweta Shah*	6.96	6.96
Sudhir Baxi - Sitting Fees	0.26	0.17
Dinesh Kumar Govil - Sitting Fees	0.24	0.30
Yashwant Kumar Sharma - Sitting Fees	0.29	0.30
Rajesh Gattani	1.46	2.62
Kamal Kumar Somani	1.92	-
Aseem Sehgal	0.93	0.97
Ashish Kumar Kachawa	1.07	1.07
* INR 7.72 million (Previous year INR 12.61 million) capitalized in Property, Plant and Equipment		
Rental income and maintenance charges		
Global Mining Company	0.15	0.15
Mayank Shah	2.40	-
Payment of lease liability (Lease Rent Paid)		
Sweta Shah	1.20	0.90
Sale		
Granite Mart Limited	0.00	2.47
Sweta Shah	0.04	0.71
Global Mining Company	0.22	0.35
Education and Training related expenses		
Mridvika Shah	4.15	-
Purchase of Packing Material		
Orange Monkey Media	2.17	-
Purchase of Service		
Orange Monkey Media	0.43	0.28
Interest Income		
Shah Projects Private Limited	-	0.38
AVA Stones Private Limited	-	0.39
Divine Surface Private Limited	1.02	1.87
Loan Given		
Divine Surfaces Private Limited		
Opening balance	16.02	15.34
Loan Given	-	-
Interest received	1.02	1.87
Less repaid	17.05	1.19
Net balance	-	16.02
Loan Given		
Shah Projects Private Limited		
Opening balance	-	4.10
Loan Given	-	-
Interest Charged	-	0.38
Less repaid	-	4.48

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(All amounts in INR millions, unless otherwise stated)

	As at March 31, 2024	As at March 31, 2023
Net balance	-	-
AVA Stones Private Limited		
Opening	-	4.28
Loan Given	-	-
Interest Charged	-	0.39
Less: Repaid	-	4.68
Net balance	-	-
II. Balances		
Employee Benefits Payables		
Rajesh Gattani	-	0.13
Kamal Kumar Somani	0.30	-
Aseem Sehgal	-	0.06
Ashish Kumar Kachawa	-	0.21
Trade Payables		
Ashish Kumar Kachawa	0.22	0.18
Global Surfaces FZE	1.90	-
Orange Monkey Media	-	0.16
Advance to Trade payables		
Orange Monkey Media	0.09	-
Loan to Employees		
Aseem Sehgal	-	0.13
Advance from customers		
Global Casting Private Limited	0.04	0.04
Loans		
Divine Surfaces Private Limited	-	16.02
Trade receivable		
Global Mining Company	0.47	0.04

Notes:

Transactions with related parties are in ordinary course of business and are made on terms equivalent to those that prevail in arms' length transactions

Note 39 - Fair value measurements

Particulars	As at March 31, 2024	As at March 31, 2023
Financial assets - at amortised cost		
Non-current loans	0.27	0.30
Security deposits	42.51	38.37
Trade receivables	1,098.55	439.96
Cash and cash equivalents	25.86	65.02
Bank balances other than cash and cash equivalents	28.52	1,070.80
Current loans	1.15	18.88
Export Incentive Receivables	1.82	1.33
Other Receivable	0.52	3.59
Financial assets- at FVTPL		
Investment in mutual funds	1.54	57.19
Total financial assets	**1,200.74**	**1,695.46**
Financial liabilities - at amortised cost		
Borrowings (including current maturities and short term borrowings)	983.31	1,208.16
Trade payables	386.62	161.90

Notes to Consolidated Financial Statements

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(All amounts in INR millions, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
Interest accrued on borrowings	1.44	4.61
Lease liabilities on Right-of-use assets	480.20	458.48
Employee Benefits payables	18.89	12.55
Other financial liabilities	0.00	0.71
Payable for capital expenditure	-	127.28
Total financial liabilities	**1,870.45**	**1,973.69**

(ii) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are measured at amortised cost and for which fair values are disclosed in the consolidated financial statements.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The fair values of borrowings with original maturity of more than 12 months are calculated based on cash flows discounted using a current lending rate. The mutual funds are valued using the closing net assets value.

(iii) Valuation process

The finance department of the group includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values.

(iv) Fair value of financial instruments measured at amortised cost - Level 3

Particulars	As at March 31, 2024		As at March 31, 2023	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets				
Non-current loans	0.27	0.27	0.30	0.30
Security deposits	26.75	26.75	38.37	38.37
Total financial assets	**27.01**	**27.01**	**38.68**	**38.68**
Financial liabilities				
Borrowings (including current maturities)	599.04	599.04	873.85	873.85
Lease liabilities on right to use asset	463.00	463.00	453.82	453.82
Total financial liabilities	**1,062.04**	**1,062.04**	**1,327.68**	**1,327.68**

(v) Fair value of financial instruments measured through profit and loss

Particulars	As at March 31, 2024	As at March 31, 2023
	Level 3	
Financial assets		
Investment in mutual fund	1.54	57.19
Total financial assets	**1.54**	**57.19**

The carrying amounts of Trade receivables, Cash and cash equivalents, Bank balances other than cash and cash equivalents, Current loans, current and non current borrowings, Trade payables, Interest accrued on borrowings, security deposits and other financial assets are considered to be the same as their fair values, due to their short-term nature.

Note 40 - Financial risk management

The group's Risk Management framework encompasses practices relating to the identification, analysis, evaluation, treatment, mitigation and monitoring of the strategic, external and operational controls risks to achieving the group's business objectives. It seeks to minimize the adverse impact of these risks, thus enabling the group to leverage market opportunities effectively and enhance its long-term competitive advantage. The focus of risk management is to assess risks and deploy mitigation measures.

Notes to Consolidated Financial Statements

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(All amounts in INR millions, unless otherwise stated)

The group's activities expose it to variety of financial risks namely market risk, credit risk, liquidity risk and commodity risk. The group has various financial assets such as deposits, trade and other receivables and cash and bank balances directly related to the business operations. The group's principal financial liabilities comprise of borrowings, trade and other payables. The group's senior management's focus is to foresee the unpredictability and minimize potential adverse effects on the group's financial performance. The group's overall risk management procedures to minimize the potential adverse effects of financial market on the group's performance are outlined hereunder:

The Holding Company's Board of Directors have overall responsibility for the establishment and oversight of the group's risk management framework.

The note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

(A) Credit risk

Credit risk is the risk of financial loss to the group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the group's receivables from customers and from its financial activities including deposits with banks and other financial instruments. The group establishes an impairment allowance based on Expected Credit Loss model that represents its estimate of incurred losses in respect of trade and other receivables and advances.

(i) Trade Receivables:

The group extends credits to customers in normal course of the business. The group considers the factors such as credit track record in the market of each customer and past dealings for extension of credit to the customers. The major customers of the group are large corporates which are operating in serval jurisdiction and they have a good credit record. For all the customer, the group regularly monitors the payment track record of each customer and outstanding customer receivables.

To address the concentration risk, the group is exploring middle east market by establishing production facility there by incorporating a wholly owned subsidiary. Having production facility in middle east will provide group an added advantage, competitiveness and preference by the potential customer in that region.

Before accepting any new customer, the group uses an internal credit system to assess the potential customer's credit quality and defines credit limit of customer. Limits attributed to customers are reviewed periodically.

The average credit period taken on sales of goods is 30 to 150 days. Generally, no interest has been charged on the receivables. The group generally does not hold any collateral over any of its trade receivables i.e all of the trade receivables are unsecured, however the group takes ECGC coverage for most of its shipment according to credit limits of various customers to mitigate the credit risk.

Expected Credit Loss (ECL):

The group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix. The provision matrix at the end of the reporting period is as follows:

Ageing	Expected Credit Loss(%)
Less than 1 year	Nil
1-2 Years	20%
2-3 Years	30%
More than 3 Years	50%

For ageing of trade receivable refer note 13.

Movement in the expected credit loss allowance:

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	4.24	3.35
Movement in expected credit loss allowance on trade receivables	2.97	0.87
Impact of foreign exchange	(0.63)	0.02
Provision at the end of the year	**6.58**	**4.24**

Notes to Consolidated Financial Statements

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(ii) Cash and cash equivalents and short-term investments:

The group considers factors such as track record, size of institution, market reputation and service standard to select the banks with which deposits are maintained. The group does not maintain significant deposit balances other than those required for its day to day operations. Credit risk on cash and cash equivalents is limited as these are generally held or invested in deposits with banks and financial institutions with good credit ratings.

Further, the group also invests its surplus fund into short term highly liquid investment/mutual funds. For investment into these investment, the group takes services of independent experts who can advise the investment which have minimal market risk.k.

(B) Liquidity Risk:

Liquidity risk is the risk that the group will face in meeting its obligations associated with its financial liabilities. The group's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

The group's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements. The group relies on a mix of borrowings, capital and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium term expansion needs. The group monitors rolling forecasts of its liquidity requirements to ensure that it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities so that it does not breach borrowing limits.

The table below provides undiscounted cash flows towards financial liabilities into relevant maturity based on the remaining period at the Balance Sheet date to the contractual maturity date::

Particulars	Less than one years	More than one year	Total
As at March 31, 2024			
Borrowings (Including Interest accrued, current borrowings and current maturities)	460.19	524.55	984.74
Trade payables	386.62	-	386.62
Lease liabilities on Right-of-use assets	17.20	463.00	480.20
Employee benefits payable	18.89	-	18.89
Payable for capital expenditure	-	-	-
Other financial liabilities	0.00	-	0.00
Total	**882.90**	**987.55**	**1,870.45**

Particulars	Less than one years	More than one year	Total
As at March 31, 2023			
Borrowings (Including Interest accrued, current borrowings and current maturities)	1,019.42	193.36	1,212.78
Trade payables	161.90	-	161.90
Lease liabilities on Right-of-use assets	4.65	453.82	458.48
Employee benefits payable	12.55	-	12.55
Payable for capital expenditure	127.28	-	127.28
Other financial liabilities	0.71	-	0.71
Total	**1,326.50**	**647.19**	**1,973.69**

(iii) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks : foreign currency risk, interest risk and other price risk such as commodity risk..

(a) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates and arises where transactions are done in foreign currencies. It arises mainly where receivables and payables exist due to transactions entered in foreign currencies. The group evaluates exchange rate exposure arising from foreign currency transactions and follows approved policy parameters utilizing forward foreign exchange contracts whenever felt necessary. The group does not enter into financial instrument transactions for trading or speculative purpose.

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The group transacts business primarily in USD, Indian Rupees, AED and Euro. The group has foreign currency trade payables, borrowings, advance and loan and trade receivables and is therefore, exposed to foreign exchange risk. Certain transactions of the group act as a natural hedge as a portion of both assets and liabilities are denominated in similar foreign currencies i.e for some trade receivables the group takes buyer credit facilities which is denominated in same foreign currency.

The carrying amounts of the group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows::

Particulars	As at March 31, 2024		As at March 31, 2023	
	Foreign Currency	INR	Foreign Currency	INR
I. Assets				
Loan (including interest receivable)				
USD	21.28	1,774.24	0.62	50.73
AED	3.39	77.05	3.16	70.68
Total Loan	**24.67**	**1,851.28**	**3.78**	**121.40**
Trade and other receivables				
USD	7.02	585.01	5.43	446.67
AED	4.16	94.56	2.83	63.43
Total Trade and other receivables	**11.18**	**679.57**	**8.26**	**510.11**
Cash and cash equivalent				
USD	0.30	25.38	0.04	3.18
Total Cash and cash equivalent	**0.30**	**25.38**	**0.04**	**3.18**
Total assets		**2,556.23**		**634.69**
Unhedged Assets		2,556.23		634.69
II. Liabilities				
Borrowings				
USD	31.69	2,642.06	12.26	1,008.25
Trade and others payable	-	-		
USD	1.19	99.47	0.71	58.72
EURO	0.03	2.98	0.14	12.16
Total Liabilities	**32.92**	**2,744.51**	**13.11**	**1,079.13**
Unhedged Liabilities (B)	**32.92**	**2,744.51**	**13.11**	**1,079.13**
Net Exposure (A-B)		**(188.28)**		**(444.44)**

10% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the group would result in (decrease)/ increase in the group's profit before tax by approximately (18.83) for the year ended March 31, 2024

This is mainly attributable to the exposure outstanding on foreign currency receivables and payables in the group at the end of each reporting period.

Derivative Financial Instruments

The group, in accordance with its risk management policies and procedures, enters into foreign currency forward contracts to hedge against foreign currency exposures relating to highly probable forecast transactions. The group does not enter into any derivative instruments for trading or speculative purposes. The counter party is generally a bank. These contracts are for a period between 9-12 months..

Foreign Currency (FC)	As at March 31, 2024		
	No. of Contracts	Amount of forward contracts (FC)	Amount of forward contracts (INR)
USD	1	2.00	169.14

Foreign Currency (FC)	As at March 31, 2023		
	No. of Contracts	Amount of forward contracts (FC)	Amount of forward contracts (INR)
USD	-	-	-

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(All amounts in INR millions, unless otherwise stated)

Mark-to-market loss	As at March 31, 2024	As at March 31, 2023
Mark-to-market loss (net)	(0.24)	-
Classified as other current liability (refer note 28)	0.24	-

(b) Interest risk

The group's exposure to the risk of changes in market interest rates relates primarily to long term debts and packing credit facilities having floating rate of interest. Its objective in managing its interest rate risk is to ensure that it always maintains sufficient headroom to cover interest payment from anticipated cashflows which are regularly reviewed by the Board. However, the risk is very low.

The group manages interest rate risk by having a balanced portfolio of fixed and variable rate borrowings. The exposure of the group's borrowing to interest rate changes at the end of the reporting period are as follows:

(a) Interest rate exposure

Particulars	As at March 31, 2024	As at March 31, 2023
Fixed rate borrowings	9.34	8.78
Variable rate borrowing	973.95	1,199.38
Total	**983.30**	**1,208.16**

(b) Sensitivity

Profit or loss is sensitive to higher / lower interest expense as a result of changes in interest rates. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. With all other variables held constant, the group's profit before tax will be impacted by a change in interest rate as follows:

Particulars	Increase/(decrease) in profit before tax	
	As at March 31, 2024	As at March 31, 2023
Increase in interest rate by 50 basis points (50 bps)	(4.87)	(6.00)
Decrease in interest rate by 50 basis points (50 bps)	4.87	6.00

(iii) Commodity Risk:

The group is exposed to the movement in the price of key raw materials in the domestic market. The group has in place policies to manage exposure to fluctuation in prices of key raw materials used in operations. In cases, The group foresee any fluctuations in the prices of key raw material, it makes an understanding with the major suppliers and place advance orders for the raw material.

Note 41 - Capital Management

For the purpose of the group's capital management, capital includes issued equity capital, security premium and all other equity reserves attributable to the equity holders. The primary objective of the group's capital management is to maximize the shareholder value and to ensure the group's ability to continue as a going concern.

The group has not distributed any dividend to its shareholders. The group monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt comprises of non-current and current borrowing. The group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

Particulars	As at March 31, 2024	As at March 31, 2023
Total equity (A)	3,305.07	2,613.30
Total debt (B)	983.30	1,208.16
Gearing ratio (A/B)	0.30	0.46

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Note 42 - Employee benefit obligations

Particulars	As at March 31, 2024	As at March 31, 2023
Non-current		
Compensated absences	3.26	4.35
Gratuity	0.41	0.71
Current		
Compensated absences	0.33	0.41
Gratuity	0.46	1.06
Total	**4.46**	**6.53**

(i) Leave obligations

The leave obligations cover the Company's liability for compensated absences

The amount of the provision of 0.33 (March 31, 2023 : 0.41) is presented as current, since the group does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the group does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The following amounts reflect leave that is not expected to be taken or paid within the next 12 months.

Particulars	As at March 31, 2024	As at March 31, 2023
Leave obligations not expected to be settled within next 12 months	3.26	4.35

(ii) Defined contribution plans

The group has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the group is limited to the amount contributed and it has no further contractual nor any constructive obligation. The contribution made has been recognised in the consolidated statement of profit and loss.

(iii) Post employment obligations

Gratuity

The group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the group makes contributions to recognised funds in India. .

Balance Sheet Amounts - Gratuity

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Particulars	Present value of obligation	Fair value of plan assets	Net amount
As at March 31, 2022*	**8.97**	**(8.98)**	**(0.01)**
Current service cost	2.00	-	2.00
Interest expense/(income)	0.65	(0.44)	0.22
Total amount recognised in profit and loss	**2.65**	**(0.44)**	**2.22**
Remeasurements			
Return on plan assets, excluding amount included in interest expense/(income)	-	0.16	0.16
(Gain)/loss from change in experience adjustments	(0.59)	-	(0.59)
(Gain)/loss from change in financial assumptions	-	-	-
Total amount recognised in other comprehensive income	**(0.59)**	**0.16**	**(0.43)**
Employer contributions	-	0.00	0.00
Benefit payments	(0.38)	0.38	-
As at March 31, 2023*	**10.65**	**(8.87)**	**1.77**

* Shown under other current assets

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
As at March 31, 2023	**10.65**	**(8.87)**	**1.77**
Current service cost	2.32	-	2.32
Interest expense/(income)	0.74	(0.53)	0.21
Total amount recognised in profit and loss	**3.05**	**(0.53)**	**2.52**
Remeasurements			
Return on plan assets, excluding amount included in interest expense/(income)	-	0.05	0.05
(Gain)/loss from change in experience adjustments	(3.09)	-	(3.09)
(Gain)/loss from change in financial assumptions	0.17	-	0.17
Total amount recognised in other comprehensive income	**(2.92)**	**0.05**	**(2.87)**
Employer contributions	-	(0.75)	(0.75)
Reimbursment from the Trust/(Benefits paid by company)	0.20	-	0.20
Benefit payments	**(1.25)**	**1.25**	**-**
Asat March 31, 2024	**9.72**	**(8.85)**	**0.87**

The net liability disclosed above relating to funded and unfunded plans is as below:

Particulars	As at March 31, 2024	As at March 31, 2023
Present value of funded obligations	9.72	10.65
Fair value of plan assets	(8.85)	(8.87)
Deficit of funded plan	**0.87**	**1.77**
Unfunded plans	-	-
Deficit of gratuity plan	**0.87**	**1.77**

Significant estimates: actuarial assumptions

The significant actuarial assumptions were as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Discount rate	7.20% - 7.45%	7.40% - 7.45%
Employee turnover	6.00%	6.00%
Salary growth rate	6.00%	6.00%
Mortality rate	Indian assured lives mortality (2012-14)	

(iv) Sensitivity analysis

The value of the defined benefit obligation to changes in the weighted principal assumptions is as below:

Particulars	Impact on defined benefit obligation			
	Increase in assumptions		Decrease in assumptions	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Discount rate (0.5% change)	9.36	10.23	10.11	11.10
Salary growth rate (0.5% change)	10.08	11.02	9.39	10.29
Employee turnover (10% change)	9.74	10.70	9.70	10.58

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

(v) The major categories of plan assets are as follows:

The plan asset for the funded gratuity plan is administered by Life Insurance Corporation of India ('LIC') as per the investment pattern stipulated for Pension and group Schemes fund by Insurance Regulatory and Development Authority regulations i.e. 100% of plan assets are invested in insurer managed fund. Quoted price of the same is not available in active market.

(vi) Risk exposure

Through its defined benefit plans, the group is exposed to a number of risks, the most significant of which are detailed below :

Interest rate risk: A fall in the discount rate which is linked to the government securities rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Investment risk: The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

Asset liability matching risk (ALM risk): The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Concentration risk: Plan is having a concentration risk as all the assets are invested with the insurance group and a default will wipe out all the assets. Although probability of this is very less as insurance companies have to follow regulatory guidelines.

(vii) Defined benefit liability and employer contributions

The weighted average duration of the defined benefit obligation is 7-11 years. The expected maturity analysis of undiscounted gratuity is as follows::

Projected benefits payable in future years from the date of reporting	As at March 31, 2024	As at March 31, 2023
1st following year	1.49	1.44
Sum of years 2 to 5	3.31	3.26
Sum of years 6 to 10	4.00	5.01

Note 43 - Segment Reporting

The board of directors (BOD) of the holding company are the group's chief operating decision maker. Management has determined the operating segments based on the information reviewed by the BOD for the purposes of allocating resources and assessing performance. The Group is engaged in manufacturing and trading of "natural stone and engineered quartz used in surface and counter tops'. The Group sells its product majorly from three geographies: United States of America, United Arab Emirates and India.. The group has major revenue from outside India.

Accordingly, the segment revenue, segment results, total carrying amount of segment assets and segment liability, total cost incurred to acquire segment assets and total amount of charge for depreciation during the year, is as reflected in the consolidated financial statements as of and for the year ended March 31, 2024.

Particulars	Year Ended	
	As at March 31, 2024	As at March 31, 2023
A. Segment revenue		
India	1,621.35	1,770.30
United States of America	806.96	316.00
United Arab Emirates	573.45	-
Add/(Less): Intersegment eliminations	(748.84)	(305.64)
Total	**2,252.91**	**1,780.66**

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Particulars	Year Ended As at March 31, 2024	As at March 31, 2023
B. Segment results		
India	257.84	260.37
United States of America	31.11	3.82
United Arab Emirates	55.74	(0.76)
Add/(Less): Intersegment eliminations	(92.17)	(10.52)
Sub-Total	**252.52**	**252.91**
C. Segment assets		
India	3,989.96	3,248.26
United States of America	320.27	145.13
United Arab Emirates	3,409.78	1,757.86
Add/(Less): Intersegment eliminations	(2,502.08)	(530.66)
Total	**5,217.93**	**4,620.59**
D. Segment liabilities		
India	675.30	645.04
United States of America	270.82	137.10
United Arab Emirates	3,135.71	1,543.25
Add/(Less): Intersegment eliminations	(2,188.65)	(318.10)
Total	**1,893.18**	**2,007.28**

We provide a significant volume of services to few customers. Therefore, a loss of a significant customer could materially reduce our revenues. The group has following customers for the financial year ended March 31, 2024 and year ended March 31, 2023 that accounted for 10% or more of total revenue.

Particulars	As at March 31, 2024	% of total revenue	As at March 31, 2023	% of total revenue
Customer A	550.80	24.76%	631.28	35.61%
Customer B	461.30	20.74%	221.42	12.49%
Customer C	335.28	15.07%	166.33	9.38%

Note 44 - Earnings per share

Projected benefits payable in future years from the date of reporting	As at March 31, 2024	As at March 31, 2023
(a) Basic and diluted earnings per share		
Profit for the year attributable to the equity holders of the Holding Company	187.00	242.34
Weighted average number of equity shares outstanding at the year end	4,23,81,818	3,41,41,928
Earnings per Equity shares attributable to the equity holders of the Holding Company (Basic and diluted) (In INR)	4.41	7.10
Nominal value per equity share (INR)	10	10

Note 45 - Contingent liabilities and capital committments

A. Contingent liabilities

Description	As at March 31, 2024	As at March 31, 2023
Description		
Income tax demand for which company has preferred appeal	45.55	46.12
GST related matter	0.73	0.15

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

a) A search under Section 132 of the Income Tax Act, 1961 was conducted on December 29, 2020 on the holding company, promoters and their entities. The holding company has not surrendered any undisclosed income pursuant to return filed u/s 153A of Income Tax Act, 1961. Assessments has also been completed for the block period with certain additions against which the holding company has preferred appeal. The amount of tax demand has been duly shown under contingent liabilities.

b) The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come in to effect has not been notified. The holding company will assess the impact of the Code when it comes into effect and will record any related impact in the period when the Code becomes effective..

B. Capital Commitments

Description	As at March 31, 2024	As at March 31, 2023
Estimated value of contracts in capital account remaining to be executed	-	291.93

Note 46 - Ind AS-116, leases

For movement of ROU assets (refer note 4)

The following is the movement of lease liabilities:

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning	458.48	421.88
Additions	9.94	-
Finance cost accrued during the year	22.09	20.76
Foreign currency translation	7.10	31.49
Payments of Lease liabilities	(17.41)	(15.66)
Balance at the end	480.20	458.48
Non-current	463.00	453.82
Current	17.20	4.65

Amount recognised in statement of profit and loss:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Depreciation expense on Right-of -use of Assets	4.74	1.50
Interest expense on lease liabilities	22.09	20.76
Less: capitalized to capital work-in-progress	(18.49)	(20.13)
Expense relating to short term leases and low value assets*	10.53	4.11
Total	**18.87**	**6.24**

* Included in rent, rates and taxes

Note 47 - Schedule III amendments

The following Schedule III amendments is not applicable on the group:

(i) The group is not holding any benami property under the "Benami Transactions (Prohibition) Act, 1988;

(ii) The group do not have any transactions/balances with companies struck off under section 248 of Companies Act, 2013 or Section 560 of the Companies Act, 1956;

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

(iii) The group has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the ultimate Beneficiaries;

(iv) The group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The group does not have any modification or satisfaction of charge which is required to be registered with the RoC beyond statutory period..

Note 48 - Utilisation of IPO proceeds

The Company has received an amount of Rs. 1015.78 million (net off IPO expenses of Rs. 177.02 million) from proceeds out of fresh issue of equity shares. The utilisation of net IPO proceeds is summarised as below:

Objects of the issue	Amount Received	Utilised upto March 31, 2024	Un-utilised upto March 31, 2024
Investment in the wholly owned subsidiary, Global Surfaces FZE for part financing its capital expenditure requirements in relation to the setting up of manufacturing facility of engineered quartz at The Jebel Ali Free Zone, Dubai, United Arab Emirates	900.00	900.00	-
General corporate purposes	115.78	115.78	-
Total	**1,015.78**	**1,015.78**	**-**

IPO proceeds which were utilised as at March 31, 2024 includes the amount of Rs. 13.76 million is lying in the current account of the subsidiary Global Surfaces FZE, UAE, as a part of retention money in accordance with the terms of the contract and will be paid on the performance of the vendor by July 2024.

Note 49 - Utilisation of proceeds from Convertible Warrant Issue on preferential basis

The Company has received an amount of Rs. 498.75 million from proceeds out of fresh issue of Convertible Warrant Issue on preferential basis. The utilisation of proceeds from Convertible Warrant Issue on preferential basis is summarised as below:

Objects of the issue	Amount Received	Utilised upto March 31, 2024	Un-utilised upto March 31, 2024
To meet the Working Capital requirement of company	70.00	70.00	-
To Infuse funds in Subsidiary Companies namely M/S Global Surfaces FZE incorporated In Dubai and M/S Global Surfaces Inc and M/S Superior Surfaces Inc incorporated In USA in order to expand their respective businesses	428.75	428.75	-
"General Corporate Purposes (For strategic initiates, meeting exigencies, brand building exercise in order to strengthen our operations)"	-	-	-
Total	**498.75**	**498.75**	**-**

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Note 50 - Previous year figures have been regrouped/ reclassified to confirm presentation as per Ind AS as required by Schedule III of the Act.

Note 51 - Interest in other entities

(a) Subsidiaries

The group's subsidiary are set out below. Unless otherwise stated , the proportion of ownership interests held equals the voting right held by the group. The country of incorporation or registration is also their principal place of business.

Name of entity	Place of business / country of incorporation	Ownership interest held by the group		Ownership interest held by the non-controlling interests		Principal activities
		As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023	
Global Surfaces Inc.	United States of America	99.90%	99.90%	0.10%	0.10%	Trading of quartz slabs
Global Surfaces FZE	United Arab Emirates	100.00%	100.00%	0.00%	0.00%	Manufacturing of quartz slabs
Superior Surfaces Inc.#	United States of America	50.00%	0.00%	50.00%	0.00%	Trading of quartz slabs

#The Group has acquired control of subsidiary since its incorporation i.e w.e.f May 05, 2023 (F.Y 2023-24)

(i) Significant judgement: Consolidation of entities with 50% voting interest

As at March 31, 2024, the group has concluded that it controls Superior Surfaces INC, Even though it holds 50% of equity interest.

(b) Non-controlling interests (NCI)

Set out below is summarised financial information for each subsidiary that has non-controlling interests that are material to the group. The amounts disclosed for each subsidiary are before inter-company eliminations.

Summarised balance sheet	Year ended	Current assets	Current liabilities	Net current assets/ (liabilities)	Non-current assets	Non-current liabilities	Net non-current assets/ (liabilities)	Net assets/ (liabilities)	Accumulated NCI
Global Surfaces Inc.	As at March 31, 2024	146.06	148.46	(2.40)	12.51	-	12.51	10.11	0.01
	As at March 31, 2023	145.13	137.10	8.02	12.41	-	12.41	20.44	0.01
Superior Surfaces Inc.#	As at March 31, 2024	161.71	122.36	39.34	-	-	-	39.34	19.67
	As at March 31, 2023	-	-	-	-	-	-	-	-

Summarised statement of profit and loss	Year ended	Revenue	Profit for the year	Other comprehensive income	Total comprehensive income	Profit allocated to NCI	Dividends paid to NCI
Global Surfaces Inc.	As at March 31, 2024	613.25	1.96	0.13	2.08	0.00	-
	As at March 31, 2023	316.00	2.89	0.46	3.35	0.00	
Superior Surfaces Inc.#	As at March 31, 2024	193.71	21.64	0.23	21.87	10.82	-
	As at March 31, 2023	-	-	-	-	-	-

Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

(All amounts in INR millions, unless otherwise stated)

Summarised cash flows	Year ended	Operating activities	Investing activities	Financing activities	Net increase/ (decrease) in cash and cash equivalents
Global Surfaces Inc.	As at March 31, 2024	2.24	-	(2.53)	(0.29)
	As at March 31, 2023	3.80	-	(3.43)	0.37
Superior Surfaces Inc.#	As at March 31, 2024	(11.51)	-	17.42	5.91
	As at March 31, 2023	-	-	-	-

Note 52 - Additional information as required under Schedule III to the Companies Act, 2013, of the enterprises consolidated as subsidiary

For the year ended March 31, 2024

Name of the entity	Net assets (total assets minus total liabilities)		Share in profit		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
Global Surfaces Limited	99.70%	3,314.66	106.49%	210.64	33.27%	2.03	104.29%	212.68
Subsidiary								
Foreign								
Global Surfaces Inc.	0.30%	10.11	0.99%	1.96	0.00%		0.96%	1.96
Global Surfaces FZE	8.24%	274.07	28.18%	55.74	0.00%		27.33%	55.74
Superior Surfaces Inc.	1.18%	39.34	0.65%	21.64	0.00%		0.65%	21.64
Minority interests in Subsidiary								
Global Surfaces Inc.	0.59%	19.68	5.47%	10.81	1.88%	0.11	5.36%	10.93
Global Surfaces FZE		-		-		-		-
Superior Surfaces Inc.		-		-		-		-
Adjustment due to consolidation	-10.02%	(333.12)	-52.06%	(102.99)	64.85%	3.96	-48.56%	(99.02)
Total	**100.00%**	**3,324.75**	**89.71%**	**197.81**	**99.93%**	**6.11**	**90.03%**	**203.93**

These are the notes referred to in our report of even date.

As per our report of even date
For **B. KHOSLA & CO.**
Chartered Accountants
FRN: 000205C

SANDEEP MUNDRA
Partner
M. No. 075482

Dated : May 29, 2024
Place: Jaipur

For **and on behalf of the Board of Directors**

MAYANK SHAH
Managing Director
DIN:01850199
Place : Dubai

SWETA SHAH
Executive Director
DIN:06883764
Place : Dubai

KAMAL KUMAR SOMANI
Chief Financial Officer
Place : Jaipur

DHARAM SINGH RATHORE
Company Secretary
M. No.: A57411
Place : Jaipur

Notes

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