



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](mailto:cs@globalsurfaces.in) Website: [www.globalsurfaces.in](http://www.globalsurfaces.in)

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#### NOTICE OF POSTAL BALLOT

{Pursuant to the provisions of Section 110 and Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015}

Dear Member(s),

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

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof ('**Statement**') is annexed to this Postal Ballot Notice ('**Notice**') for your consideration and forms part of this Notice. In compliance with the MCA Circulars, Global Surfaces Limited ('**Company/GSL**') is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Bigshare services Private Limited, Company's Registrar and Transfer Agent ('**RTA**')/ Depositories as on Friday, December 05, 2025 ('**Cut-off date**'). If any member's e-mail address is not registered or updated with the RTA/ Depositories/ Depository Participant(s), they may follow the process provided in the Notes hereunder to receive the Notice, login ID and password for remote e-Voting.

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

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

In compliance with Rule 22(5) of the Rules, the Board of Directors ("Board") of the Company has appointed Mr. Akshit Kumar Jangid (M.No.: FCS11285 C.P.No.:16300), Partner of M/s. Pinchaa & Co., Company Secretaries, as ('**Scrutinizer**'), to scrutinize this Postal Ballot process in a fair and transparent manner.

The remote e-Voting period shall commence on Wednesday, December 10, 2025, at 09:00 A.M. (IST) and end on Thursday, January 08, 2026, at 05:00 P.M. (IST). Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on Thursday, January 08, 2026. The remote e-Voting facility will be disabled by NSDL immediately thereafter and the voting shall not be permitted beyond the said period. Further, members are requested to note that once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.



Upon the completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or in his absence to the Company Secretary of the Company ("authorized person"), duly authorised in writing by the Chairman, within 2 (two) working days. The results of the Postal Ballot will be announced at registered office, within the statutory timeline by the Chairman or in his absence by the authorised person.

The results of the Postal Ballot will be 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 Scrutinizer's Report will also be displayed on the website of the Company ([www.globalsurfaces.in](http://www.globalsurfaces.in)) as well as on NSDL's website ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)). In accordance with SS-2 the resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. Thursday, January 08, 2026. The results shall also be displayed on the Notice Board of the Company at its Registered office.

#### **SPECIAL BUSINESS**

##### **1. APPOINTMENT OF M/S UMMED JAIN & CO, CHARTERED ACCOUNTANTS (FRN:119250W), AS STATUTORY AUDITORS OF THE COMPANY TO FILL CASUAL VACANCY CAUSED BY THE RESIGNATION OF M/S B. KHOSLA & CO., CHARTERED ACCOUNTANTS (FRN: 000205C)**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139(8), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded for the appointment of M/s Ummed Jain & Co., Chartered Accountants (Firm Registration No. 119250W), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s B. Khosla & Co., Chartered Accountants (Firm Registration No. 000205C), to hold office from 08 December 2025 until the conclusion of the next Annual General Meeting of the Company to be held in the year 2026 and to conduct the statutory audit of the financial statements of the Company for the financial year 2025-26, on such remuneration (including applicable taxes and reimbursement of out-of-pocket expenses) as may be recommended by the Audit Committee and approved by the Board of Directors of the Company, the particulars whereof are set out in the Explanatory Statement to this Notice.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including but not limited to filing the necessary forms, returns and documents with the Registrar of Companies, stock exchanges and other statutory/regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard."

**Date:** December 08, 2025

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

**Place:** Jaipur

Sd/-

**Registered Office:**

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

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

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

#### **NOTES**

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ Bigshare services Private Limited, the Company's Registrar and Transfer Agent ('RTA'), as on Friday, December 05, 2025 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.



3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in note no.13 of this Notice.
5. The remote e-Voting shall commence on Wednesday, December 10, 2025, at 09:00 A.M. (IST) and end on Thursday, January 08, 2026, at 05:00 P.M. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for e-Voting thereafter and the voting shall not be permitted beyond said period.
6. The Board of Directors has appointed Mr. Akshit Kumar Jangid (M.No.: FCS 11285 C.P.No.:16300), Partner of M/s. Pinchaa & Co., Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.
7. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within 2 (two) working days from the conclusion of the postal ballot e-Voting. The Scrutinizer's decision on the validity of votes cast will be final.
8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.globalsurfaces.in](http://www.globalsurfaces.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
9. The Resolution, if passed by the requisite majority through Postal Ballot by remote e-Voting, will be deemed to have been passed on the last date specified for e-Voting i.e., Thursday, January 08, 2026.
10. Members may download the Notice from the website of the Company at [www.globalsurfaces.in](http://www.globalsurfaces.in) or from the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A copy of the Notice is also available on the website of stock exchanges viz., BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com).
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to [cs@globalsurfaces.in](mailto:cs@globalsurfaces.in) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the e-Voting period i.e. from Wednesday, December 10, 2025, and ends on Thursday, January 08, 2026.
13. E-voting Instructions from NSDL are provided hereinbelow:

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

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

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

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

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under <b>‘Shareholder/Member’</b> section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;">   <div style="text-align: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing myeasi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

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

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

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

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

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

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

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

6. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.



(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. 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. The entire shareholding in the Company is being held in dematerialized mode, hence Members may provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@globalsurfaces.in](mailto:cs@globalsurfaces.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1(A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode](#).
2. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **General Guidelines for shareholders**

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



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

### ITEM NO.1

This explanatory statement is being provided in accordance with Section 102 of the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

M/s B. Khosla & Co., Chartered Accountants (FRN: 000205C), were appointed as the Statutory Auditors of the Company for a term of five (5) consecutive years from the conclusion of the 32<sup>nd</sup> Annual General Meeting ("AGM") till the conclusion of the 37<sup>th</sup> AGM to be held in the year 2028, pursuant to the resolution passed by the shareholders at the AGM held on September 20, 2023.

M/s B. Khosla & Co., Chartered Accountants (FRN: 000205C), Statutory Auditors of the Company, vide their letter dated November 13, 2025, tendered their resignation from the office of Statutory Auditors of the Company and its material subsidiary, Global Surfaces Inc., with effect from the close of business hours on November 13, 2025, thereby resulting in a casual vacancy in the office of Statutory Auditors as envisaged under Section 139(8) of the Companies Act, 2013 ("the Act").

Section 139(8) of the Act, inter alia, provides that any casual vacancy in the office of Statutory Auditors shall be filled by the Board of Directors within thirty days; where such casual vacancy is caused by the resignation of the auditor, the appointment made by the Board shall also be approved by the members at a general meeting convened within three months of the recommendation of the Board, and the auditor so appointed shall hold office till the conclusion of the next AGM.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on December 08, 2025, approved the appointment of M/s Ummed Jain & Co., Chartered Accountants (FRN: 119250W), as Statutory Auditors of the Company to fill the said casual vacancy and to hold office till the conclusion of the ensuing AGM of the Company to be held in the year 2026 ("35<sup>th</sup> AGM"), subject to approval of the members. The Statutory Auditors will be entitled to such remuneration for the financial year 2025-26, together with applicable taxes and reimbursement of out-of-pocket expenses, as may be recommended by the Audit Committee in consultation with the Auditors and approved by the Board of Directors of the Company, as set out below.

M/s Ummed Jain & Co., Chartered Accountants (Firm Registration No. 119250W), have confirmed that they satisfy the independence criteria required under the Act and the Code of Ethics issued by the Institute of Chartered Accountants of India and that they are eligible for appointment and have not been disqualified from being appointed / continuing as Statutory Auditors under the applicable provisions of the Act and rules made thereunder, SEBI Listing Regulations and other applicable laws.

### Statement containing additional disclosures as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

<b>Brief Profile of statutory auditors and its credentials</b>	<p>M/s Ummed Jain &amp; Co., Chartered Accountants (Firm Registration No. 119250W), is a partnership firm established in 1981 and headquartered at Jaipur, with branch offices at Mumbai, Akola and New Delhi. The firm has 14 partners and a team of qualified chartered accountants and trained audit staff. It is empanelled with the Reserve Bank of India as a Category I firm (Unique Code No. 290292) and with the Comptroller &amp; Auditor General of India (Empanelment No. BO-0613) and has been successfully peer reviewed by ICAI on seven occasions, with the current peer review certificate valid up to 31 July 2028.</p> <p>The firm provides a wide range of assurance, taxation and advisory services and has substantial experience in statutory audits of listed companies and their subsidiaries, public sector undertakings, banks and insurance entities, as well as statutory central and branch audits of banks and mutual fund inspections assigned by SEBI.</p>
<b>Proposed fees payable to the statutory auditors up to the conclusion of the 35<sup>th</sup> AGM scheduled to be held in the year 2026</b>	The proposed remuneration payable to M/s Ummed Jain & Co., Chartered Accountants, for the financial year 2025-26, for the statutory audit (including quarterly limited reviews) of the financial statements of the Company, shall be ₹17,50,000 (Rupees Seventeen lakh Fifty thousand only), plus applicable taxes and reimbursement of out-of-pocket expenses. Since the limited review for the first and second quarters of the

	financial year 2025-26 has already been completed by the outgoing Statutory Auditors, the remuneration actually payable to M/s Ummed Jain & Co. shall be suitably reduced on a pro-rata basis, with the exact amount to be determined and recommended by the Audit Committee and approved by the Board of Directors in consultation with the Statutory Auditors.
<b>Terms of appointment</b>	The appointment of M/s Ummed Jain & Co., Chartered Accountants, as Statutory Auditors of the Company shall be effective from December 08, 2025 (date of the Board meeting approving their appointment to fill the casual vacancy) and shall be valid till the conclusion of the next AGM of the Company, i.e. the 35 <sup>th</sup> AGM scheduled to be held in the year 2026, in accordance with Section 139(8) of the Act, subject to approval of the members.
<b>In case of new auditor, material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change</b>	There has been no material change in the fee payable to the proposed Statutory Auditor as compared to the fee paid to the outgoing Statutory Auditor and in the opinion of the Audit Committee, the recommended remuneration is considered reasonable.
<b>Basis of recommendation for appointment</b>	The Audit Committee and the Board of Directors, at their respective meetings held on December 08, 2025, undertook a detailed evaluation of M/s Ummed Jain & Co., having regard, inter alia, to their audit experience across diverse sectors, market standing and reputation, quality of clientele, technical and domain expertise, resource strength, proposed engagement team and demonstrated governance and independence standards. Based on this assessment, M/s Ummed Jain & Co., Chartered Accountants, were found suitable for appointment as Statutory Auditors of the Company and their appointment is accordingly recommended.

The Audit Committee and Board of the Company noted that M/s B. Khosla & Co have not raised any concern or issue and there is no reason other than as mentioned in their resignation letter. The copy of the said letter which has been filed with stock exchanges is available on the Company's website at <https://globalsurfaces.in/investor-relations/stock-exchange-filings/>

None of the Directors, Key Managerial Personnel of the Company, and their relatives, are, in any way, concerned or interested financially or otherwise, in the above Resolution.

The Board of Directors confirms that, to the best of its knowledge and belief, all material information relevant to the proposed appointment of Statutory Auditors and required to enable the members to understand the meaning, scope and implications of the proposed resolution and to take a decision thereon has been disclosed in this Explanatory Statement.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 1 of the accompanying Notice for approval of the members.

**Date:** December 08, 2025

**Place:** Jaipur

**Registered Office:**

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

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

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

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