

GLOBAL SURFACES LIMITED
(Formally Known as Global Stones Private Limited)
CIN: - U14100RJ1991PLC073860

**Registered Office: -PA-10-006 ENGINEERING AND RELATED INDUSTRIES SEZ,
MAHINDRA WORLD CITY TEH- SANGANER JAIPUR RJ 302037 IN**

Email ID: cs@globalsurfaces.com

Contact Number: +01417190000

NOTICE IS HEREBY GIVEN THAT THE 31st ANNUAL GENERAL MEETING (AGM), OF THE GLOBAL SURFACES LIMITED WILL BE HELD ON TUESDAY 16/08/2022 02:00 P.M. AT REGISTERED OFFICE PA-10-006 ENGINEERING AND RELATED INDUSTRIES SEZ, MAHINDRA WORLD CITY TEH- SANGANER JAIPUR RJ 302037 IN TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No.1- Adoption of Standalone financial statements

To consider and adopt the Standalone financial statements of the company for the financial year ended March 31, 2022, the report of the Board of Directors and Auditor's thereon.

Item No.2- Adoption of Consolidated financial statements

To consider and adopt the statements of the company for the financial year ended March 31, 2022, the report of the Board of Directors and Auditor's thereon.

Special Business

Item No. 3- Approval of remuneration of Managing Director above the limit specified in section 197

To consider payment of remuneration to Mr. Mayank Shah (DIN 01850199), Managing Director such that the remuneration may exceed 5% (five percent) beyond the limit specified under Section 197 and Schedule V of the Act calculated in accordance with the applicable provisions of the Companies Act, 2013 for FY 2022-23.

Item No. 4 Approval of Related party Transaction of payment of Professional Fees to Non-Executive Director

To consider payment of Professional Fees up-to Rs. 15,00,000 (Rupees Fifteen Lacs Per Annum) to Mr. Ashish Kumar Kachawa (DIN 02530233), Non-Executive Director of the company for rendering Management and Business consultancy services to the company under Section 197 and Schedule V of the Act calculated in accordance with the applicable provisions of the Companies Act, 2013 for FY 2022-23.

Item No. 5 Approval of remuneration of Promotor Executive Director Remuneration as per SEBI LODR Regulations, 17(6)

To consider payment of remuneration to Mr. Mayank Shah (DIN 01850199), Managing Director & Mrs. Sweta Shah (DIN 06883764) Director of the Company also being Promotor Executive Directors of the Company remuneration may exceed 5% (five percent) being the limit specified under SEBI LODR Regulation,17(6) for FY 2022-23.

Item No. 6 Approval of Sale Purchase transactions with related party Global Surfaces Inc.

To consider entering the sale/Purchase transaction with Global Surfaces Inc. above 10% of the total turnover of Preceding year of Global Surfaces Limited which a Subsidiary of Global Surfaces Limited Operating in USA for FY 2022-23.

Item No. 7 Approval of Continuation of Mr. Dinesh Kumar Govil as Independent Director After attaining age of 75 Years as per Regulation 17(1A) of SEBI (LODR) Regulation, 2015.

Approval of Continuation Mr. Dinesh Kumar Govil (DIN: 02402409) who was appointed as an Independent Director of the Company for a term of 5 consecutive year(s) from 20th December, 2021 to 19th December, 2026 shall continue his said term as Independent Director of the Company beyond his age of seventy-five (75) years.”

By order of the Board of Directors
GLOBAL SURFACES LIMITED

Date: 18/07/2022
Place: Jaipur

Sd/-
(MAYANK SHAH)
Managing Director
DIN No: 01850199

Sd/-
(SWETA SHAH)
Director
DIN No: 06883764

Notes: -

1. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument (duly completed and signed) appointing the proxy, in order to be effective, must be deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting. A proxy form for AGM is enclosed. A person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the company.

Explanatory Statement for Item No. 3

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee. During the financial year ended March 31, 2022, the profits of the Company may not be adequate and therefore the remuneration payable to the Managing Director would exceed the limits prescribed under the relevant provisions of the Companies Act, 2013.

Pursuant to the recommendations of Nomination and Remuneration Committee, Audit Committee, your directors recommend the Resolution set out in Item No.3 as a Special Resolution for your approval.

Other than Mr. Mayank Shah and Mrs. Sweta Shah, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Explanatory Statement for Item No. 4

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V and as per SEBI LODR Regulations a company which need to pay Professional Charges to Non-Executive Director for their professional services, such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

Pursuant to the recommendations of Nomination and Remuneration Committee, your directors recommend the Resolution set out in Item No.4 as an Ordinary Resolution for your approval.

Other than Mr. Ashish Kumar Kachawa, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Explanatory Statement for Item No. 5

Pursuant to the SEBI LODR Regulation 2015, 17(6) if remuneration Promotor Executive Directors of exceed 5% (five percent) being the limit specified. The Shareholders approval needs to be obtained. Your directors recommend the Resolution set out in Item No.5 as an Ordinary Resolution for your approval.

Other than Mr. Mayank Shah and Mrs. Sweta Shah, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Explanatory Statement for Item No. 6

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The value of proposed aggregate transactions with Global Surfaces Inc. is likely to exceed the said threshold limit, during the financial year 2022-23. Accordingly, transaction(s) to be entered into with Global Surfaces Inc. comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution only extent to their shareholding.

The Board of Directors recommends passing of the resolution as set out at item no. 5 of this Notice as an Ordinary Resolution.

| Sl. | Particulars | Remarks |
|-----|---|---|
| 1. | Name of the Related Party | Global Surfaces INC |
| 2. | Name of the Director or KMP who is related | None |
| 3. | Nature of Relationship | Subsidiary |
| 4. | Nature, material terms, monetary value and particulars of the contract or arrangement | Sale Purchase |
| 5. | Any other information relevant or important for the members to take a decision on the proposed resolution | Transactions are justified from economies of scale point of view. |

Any other information relevant or important for the members to take a decision on the proposed resolution Transactions are justified from economies of scale point of view.

Explanatory Statement for Item No. 7

Mr. Dinesh Kumar Govil was appointed as Independent Director of the Company by the members at the Board Meeting held on 20/12/2021 for a period of 5 years from 20/12/2021 to 19/12/2026. His age is of 74 years as on 20th August, 2021.

Hence a Special Resolution is proposed at Item No. 7 of the Notice. He has rich and varied experience of over 45 years. It would be in the interest of the Company to continue the employment of Mr. Dinesh Kumar Govil as Independent Director of the Company.

As a matter of abundant caution, it is proposed to obtain approval of the shareholders as per the provisions of Section 196(3) of Companies Act, 2013 for continuation of his employment as an Independent Director. Hence a Special Resolution is proposed at Item No. 7 of the Notice.

Save and except above, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, in any way, in this resolution. The Board recommends the Special Resolution for approval by the members.

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ATTENDANCE SLIP

Annual General Meeting 16/08/2022 02:00 P.M.

Regd. Folio No. No.

of shares held

I certify that I am a registered shareholder of the Company and hereby record my presence at the _____ Annual General Meeting of the Company on _____ day, _____ of _____ 2021 at _____ A.M at _____.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the
Companies (Management and Administration) Rules, 2014]

CIN:

Name of the company: Registered
office:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :

Address :

E-mail Id :

Signature :....., or failing him

2. Name :

Address:

E-mail Id :

Signature:....., or failing him

3. Name :

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the
____Annual General Meeting of the company, to be held on the _____ day of _____,
2022 at_____.

Signed this..... day of..... **2022**

Signature of Proxy holder(s)

Signature of shareholder

Note: This form of proxy in order to be effective should be duly completed and deposited at the
Registered Office of the Company, not less than 48 hours before the commencement of the
Meeting.

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Route Map for Annual General Meeting-2022
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