



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 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 and 09/2024 dated September 19, 2024 (collectively the '**MCA Circulars**'), and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force) to transact the special business 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 Resolutions 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. Information of the Director proposed to be appointed at the Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 and other applicable provisions is provided in Annexure - A to 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 Big share services Private Limited, Company's Registrar and Transfer Agent ('**RTA**')/ Depositories as on Friday, November 1, 2024 ('**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.: FCS 11285 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, November 6, 2024, at 09:00 A.M. (IST) and end on Thursday, December 5, 2024, 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, December 5, 2024. 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) as well as on NSDL's website (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, December 5, 2024. The results shall also be displayed on the Notice Board of the Company at its Registered office.

SPECIAL BUSINESS

1. TO APPOINT DR. CHANDAN CHOWDHURY (DIN: 00906211) AS NON-EXECUTIVE INDEPENDENT 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 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, schedule IV of the Act and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), and in accordance with the relevant provisions of the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company, Dr. Chandan Chowdhury (DIN: 00906211), who was appointed by the Board of Directors as an Additional Director in the capacity of a Non-Executive Independent Director with effect from October 26, 2024, who has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of 2 (two) consecutive years effective from October 26, 2024.

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any committee thereof) be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

Date: November 4, 2024

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

By Order of the Board of Directors of

Global Surfaces Limited

Sd/-

Dharam Singh Rathore

Company Secretary & Compliance Officer

ICSI Mem. No.: A57411



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, November 1, 2024 ('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, November 6, 2024, at 09:00 A.M. (IST) and end on Thursday, December 5, 2024, 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 and on the website of NSDL at 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, December 5, 2024.
10. Members may download the Notice from the website of the Company at www.globalsurfaces.in or from the website of NSDL at www.evoting.nsdl.com. A copy of the Notice is also available on the website of stock exchanges viz., BSE at www.bseindia.com and NSE at 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 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, November 6, 2024 to Thursday, December 5, 2024.

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"> 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. 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for

	<p>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.</p> <p>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.</p> <p>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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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.

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 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*****.

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.nsd.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at 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. 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 for procuring user id and password for e-Voting by providing above mentioned documents.

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 with a copy marked to 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.



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

ITEM NO.1

TO APPOINT DR. CHANDAN CHOWDHURY (DIN: 00906211) AS INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors at its meeting held on October 26, 2024, based on the recommendation of Nomination and Remuneration Committee, appointed Dr. Chandan Chowdhury (DIN: 00906211), as an Additional Director (in the capacity of Non-Executive Independent Director) of the Company, for a term of two (2) consecutive years effective from October 26, 2024.

In terms of provisions of the Companies Act, 2013 and Regulation 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), appointment of Independent Director requires approval of Members by way of a Special Resolution. Therefore, the approval of members is being sought for the aforesaid appointment of Dr. Chandan Chowdhury (DIN: 00906211), through this Postal Ballot. The Company has received a notice in writing from a Member, in terms of Section 160 of the Act, proposing the appointment of Dr. Chandan Chowdhury (DIN: 00906211) as an Independent Director of the Company.

The Company has received, inter-alia, the following consents, declarations, and confirmations from Dr. Chandan Chowdhury (DIN: 00906211):

- i. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules");
- ii. Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (1) or (2) of Section 164 of the Act;
- iii. Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations;
- iv. Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs;
- v. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority; and
- vi. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company.

The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s) such as skills, experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Dr. Chandan Chowdhury (DIN: 00906211) for appointment as Independent Director. In the opinion of the Board, he fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management.

Brief Profile, Skills and experience of Dr. Chandan Chowdhury (DIN: 00906211)

Dr. Chandan Chowdhury is a Practice Professor at the Indian School of Business, leading the Munjal Institute for Global Manufacturing and Punj-Lloyd Institute of Infrastructure Management. With a Ph.D. from the Hungarian Academy of Sciences, he brings extensive experience from top roles at IBM and Dassault Systèmes. An expert in operations, skilling, and sustainability, he has contributed to initiatives with NITI Aayog and the Bureau of Indian Standards. Passionate about leveraging technology, Dr. Chowdhury is dedicated to advancing skills and sustainable development in the era of the 4th and 5th Industrial Revolutions.

Nature of skills/competence/experience as identified by the NRC/Board and those possessed by Dr. Chandan Chowdhury (DIN: 00906211)

- ❖ Strategic Planning and Leadership
- ❖ Operations Management
- ❖ Research, Development & Innovation
- ❖ Corporate Governance
- ❖ Risk Management



The NRC and the Board, after a thorough review of Dr. Chandan Chowdhury's skills, experience, and expertise, concluded that Dr. Chowdhury's extensive background and diverse expertise are exceptionally well-aligned with the responsibilities and strategic vision required for this role. The Board unanimously agreed that his appointment as an Independent Director would be in the best interest of the Company.

Dr. Chandan Chowdhury (DIN: 00906211) shall not be liable to retire by rotation and shall be eligible for re-appointment upon completion of his term as per the recommendation of NRC and Board. He shall be entitled to receive remuneration in conformity with the Company's Nomination and Remuneration Policy. The terms and conditions for appointment of Dr. Chandan Chowdhury (DIN: 00906211) are available for inspection by the members on the website of the Company.

The profile and specific areas of expertise and other relevant information as required under the SEBI Listing Regulations and SS-2 are provided in additional information section annexed as Annexure-A of this Notice.

No director, key managerial personnel (KMP) or their relatives except Dr. Chandan Chowdhury (DIN: 00906211), to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decision thereon.

The Board recommends the special resolution as set out in Item no. 1 of this notice for the approval of members.

Date: November 4, 2024

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

By Order of the Board of Directors of
Global Surfaces Limited

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

Annexure-A

Brief Profile of Dr. Chandan Chowdhury (DIN: 00906211) and additional information for appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2 on General Meetings

Profile of Dr. Chandan Chowdhury - Independent Director



Dr. Chandan Chowdhury holds an MS in Mechanical Engineering and a Ph.D. from the Hungarian Academy of Sciences and Budapest University of Technology and Economics. With a strong blend of academic and corporate experience, Dr. Chandan is a distinguished leader in the fields of operations management, information systems, and global manufacturing.

Currently, Professor Chandan is a Practice Professor of Operations Management and Information Systems at the prestigious Indian School of Business (ISB). He also serves as the Executive Director for the Munjal Institute for Global Manufacturing and the Punj-Lloyd Institute of Infrastructure Management at ISB, institutions originally established in collaboration with MIT Sloan. Additionally, Professor Chandan is a member of the Board of Governors at IIM Sambalpur and the Lamrin Tech Skills University.

In the corporate world, Professor Chandan has held senior leadership roles in three top multinational companies, including Industrial & Financial Systems, IBM, and Dassault Systems-India Geo., where he served as Managing Director and Country Manager. He later transitioned to an international leadership role as Vice President for Global Affairs at Dassault Systems.

Prior to his tenure at ISB, Professor Chandan was Professor, Dean (Academy), and Chairman (Board of Research) at IIM Mumbai (formerly NITIE). He has also contributed to shaping India’s manufacturing roadmap as part of the expert panel at NITI Aayog and chaired the Technical Committee on Management and Productivity at the Bureau of Indian Standards until March 2024.

With a passion for leveraging technology to make the world a better place, Professor Chandan’s areas of interest include skilling for the 4th and 5th Industrial Revolutions, MSMEs, sustainable city development, and FLFPR. His wealth of expertise will be instrumental in guiding the company’s strategic direction and strengthening its governance.

Details of appointee required Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards – 2 on General Meetings

Name of the Director:	Dr. Chandan Chowdhury (DIN: 00906211)
Date of Birth/Age:	19/02/1959 (65 Years)
Date of first Appointment on the board:	October 26, 2024
Designation:	Non-Executive Independent Director
Brief Resume:	As detailed above
Expertise in specific functional area:	As detailed above
Qualification:	MS in Mechanical Engineering and Ph.D. from the Hungarian Academy of Sciences and Budapest University of Technology and Economics
Skills and Capabilities required for the role and the manner in which the Director meets the requirement:	Disclosed in explanatory statement to item no.1
Terms and conditions of appointment/ Reappointment:	Not Liable to retire by rotation, more specifically set forth in explanatory statement to item no. 1
Remuneration drawn in the Company for the FY 2023-24:	Nil
Remuneration sought to be paid:	As Per Nomination and Remuneration Policy
Directorship in other listed Companies:	None
Names of the listed entities from which Director has resigned during the last three years:	None
Member/Chairman of the Committees of the Board of other listed Companies:	None



Directorship in other Public Companies:	None
Member/Chairman of the Committees of the Board of other Public Companies:	None
No. of shares held in Company (including on beneficial basis):	Nil
Relationship between the directors and KMP's inter se:	Not Applicable
No. of meetings of the Board attended during the year	Not Applicable

Date: November 4, 2024

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

By Order of the Board of Directors of
Global Surfaces Limited

Sd/-

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