Ref: GSL/SEC/2026-27/56 **Date: November 17, 2026**

To,
BSE Limited
Dept of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001 (Maharashtra)
Scrip Code: 543829

National Stock Exchange of India Limited
The Listing Department
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai 400 051 (Maharashtra)
Symbol: GSLSU

Reference: Disclosure under regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('SEBI Listing Regulations')
Subject: Intimation of Dispatch of Postal Ballot Notice (02/2026-27)

Dear Sir(s),

Pursuant to Regulation 30 read with Part A of Schedule III of SEBI Listing Regulations, we are enclosing herewith Postal Ballot Notice dated November 2, 2026, along with the explanatory statement seeking the approval of Members of the Company by Postal Ballot through remote e-Voting process ("e-Voting") for the following matters:

Sr. No.	Subject Matter of Resolution Proposed	Type of Resolution
1.	Re-appointment of Mr. Sudhir Baxi (DIN: 00092322) as a Non-Executive Independent Director of the Company for a second term of five (5) consecutive years, and continuation of his directorship after attaining the age of seventy-five (75) years	Special Resolution
2.	Approval of remuneration payable to Mr. Mayank Shah (DIN: 01850199), Chairman and Managing Director of the Company, for the period commencing from April 1, 2027 to March 1, 2029	Special Resolution

The said Postal Ballot Notice has been sent today, through electronic mode (via e-mail) to those Members whose names appear on the Register of Beneficial Owners and whose e-mail addresses are registered with the Company / Registrar and Transfer Agent ('RTA') / Depository Participants / Depositories as on **Friday, November 13, 2026** ('Cut-off Date').

In this connection, we also wish to inform that the Company has engaged the services of **National Securities Depository Limited ('NSDL')** to provide remote e-Voting facility to all the Members. The remote e-Voting period shall commence on **Wednesday, November 18, 2026 at 09:00 A.M. (IST)** and shall end on **Thursday, December 17, 2026 at 05:00 P.M. (IST)**. Upon completion of the e-Voting, the result of Postal Ballot will be submitted to the stock Exchange in accordance with SEBI Listing Regulations.

The Postal Ballot Notice along with explanatory statement can also be accessed from Company's website at the weblink & path: - https://globalsurfaces.com/shareholders-information >Postal ballot> 2026-2027. This is for your information and records.

Thanking You
For **Global Surfaces Limited**

DHARAM SINGH RATHORE
Digitally signed by DHARAM SINGH RATHORE
Date: 2026.11.17 15:00:42 +05'30'

Dharam Singh Rathore
Company Secretary and Compliance Officer
ICSI Mem. No.: A57411
Encl.: As above

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.com Website: www.globalsurfaces.com

NOTICE OF POSTAL BALLOT

(Pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (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 set out below by passing the resolutions through postal ballot, by voting only through remote e-voting. ('**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, November 13, 2026 ('**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.com/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 "Note 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, Partner, M/s Pinchaa & Co., Company Secretaries, Membership No. FCS 11285 and Certificate of Practice No. 16300, as the Scrutinizer for conducting the postal ballot process through remote e-voting in a fair and transparent manner.

The remote e-Voting period shall commence on Wednesday, November 18, 2026, at 09:00 A.M. (IST) and end on Thursday, December 17, 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, December 17, 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 shall be declared by the Chairman or a person authorised by him in writing, forthwith upon receipt of the Scrutinizer's Report and within the prescribed statutory timelines.

The results of the Postal Ballot will be intimated to the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'), 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.com) 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 remote e-voting i.e. Thursday, December 17, 2026. The results shall also be displayed on the Notice Board of the Company at its Registered office.

SPECIAL BUSINESS

ITEM NO. 1 – RE-APPOINTMENT OF MR. SUDHIR BAXI (DIN: 00092322) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS AND CONTINUATION OF HIS DIRECTORSHIP AFTER ATTAINING THE AGE OF SEVENTY-FIVE YEARS

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, 160 and Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16(1)(b), 17, 25 and all other applicable provisions of the 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 the Board of Directors of the Company and on the basis of the report of performance evaluation, Mr. Sudhir Baxi (DIN: 00092322), whose first term as a Non-Executive Independent Director expires on December 19, 2026, who has submitted a declaration confirming that he meets the criteria for independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, who is eligible for re-appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from December 20, 2026 up to December 19, 2031.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations, approval of the Members of the Company be and is hereby also accorded for the continuation of the directorship of Mr. Sudhir Baxi (DIN: 00092322) as a Non-Executive Independent Director of the Company on attaining age of 75 years during his tenure.

RESOLVED FURTHER THAT Mr. Sudhir Baxi (DIN: 00092322) as a Non-Executive Independent Director of the Company shall be entitled to sitting fees for attending the meetings of the Board of Directors and Committees thereof and reimbursement of expenses for participation in such meetings, as approved by the Board of Directors from time to time in accordance with the Nomination and Remuneration Policy of the Company and the applicable provisions of the Act and the SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include 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, intimating the stock exchanges and other statutory and regulatory authorities, and to settle any questions, difficulties or doubts that may arise in this regard, for and on behalf of the Company."

ITEM NO. 2 – APPROVAL OF REMUNERATION PAYABLE TO MR. MAYANK SHAH (DIN: 01850199), CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY, FOR THE PERIOD COMMENCING FROM APRIL 1, 2027 TO MARCH 1, 2029

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 and 203, read with Schedule V, and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, and applicable regulations of the Securities and Exchange Board of India (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 in accordance with the Nomination and Remuneration Policy of the Company and the Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and the Audit Committee and approved by the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the payment of remuneration to Mr. Mayank Shah (DIN: 01850199), Chairman and Managing Director of the Company, for the period commencing from April 1, 2027 to March 1, 2029, on the terms and conditions set out in the Explanatory Statement annexed to this Notice, notwithstanding that such remuneration in any financial year may exceed the limits specified in Section 197(1) of the Act, with authority to the Board of Directors (which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of such remuneration from time to time within the limits so approved and the limits prescribed under the Act and Schedule V thereto.

RESOLVED FURTHER THAT in the event of no profits or inadequacy of profits of the Company in any financial year during the period from April 1, 2027 to March 1, 2029, the Company shall pay to Mr. Mayank Shah (DIN: 01850199), Chairman and Managing Director of the Company, the remuneration set out in the Explanatory Statement as minimum remuneration, in accordance with Section 197(3) of the Act read with Section II of Part II of Schedule V to the Act, and the Members hereby also approve the payment of such minimum remuneration even where it exceeds the limits specified in Schedule V to the Act, to the extent permitted by law.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI Listing Regulations, approval of the Members of the Company be and is hereby accorded for the payment of remuneration to Mr. Mayank Shah (DIN: 01850199), Chairman and Managing Director, being a Promoter and an Executive Director of the Company, for the period from April 1, 2027 to March 1, 2029, as set out in the Explanatory Statement annexed to this Notice, even if the annual remuneration payable to him exceeds ₹5 crore or 2.5 per cent of the net profits of the Company (whichever is higher), or where the aggregate annual remuneration payable to Executive Directors who are Promoters or members of the Promoter Group, exceeds 5 per cent of the net profits of the Company, in any financial year during the said period, provided that such approval shall be valid only till the expiry of the term of the respective Director.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include 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 the execution of a supplemental agreement or memorandum setting out the revised terms, intimating the stock exchanges and other statutory and regulatory authorities, and to settle any questions, difficulties or doubts that may arise in this regard, for and on behalf of the Company."

Date: November 2, 2026
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.com

By Order of the Board of Directors of
Global Surfaces Limited

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

NOTES

1. The Explanatory 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 13, 2026 ('**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 Friday, November 13, 2026 ('**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 Company has engaged the services of NSDL for the purpose of providing remote e-Voting facility to its members. 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 18, 2026, at 09:00 A.M. (IST) and ends on Thursday, December 17, 2026, at 05:00 P.M. (IST). During this period, Members of the Company holding shares in electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-Voting module shall be disabled immediately by NSDL for e-Voting thereafter and the voting shall not be permitted beyond said period.

6. The Board of Directors at its meeting held on November 2, 2026, 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.com 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 17, 2026. In terms of Section 114(2) of the Act, a special resolution is passed only if the votes cast in favour of the resolution are not less than three times the number of votes, if any, cast against it.

10. Members may download the Notice from the website of the Company at www.globalsurfaces.com 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.in.

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.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the e-Voting period, i.e. from Wednesday, November 18, 2026 to Thursday, December 17, 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 **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. 2. 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. 3. 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 4. 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. 5. 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 use your 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 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. 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.
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. 1800-21-09911

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 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 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.

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.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 is in active status.
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.com). 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.

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 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. Members may contact the following for e-voting assistance or grievances:

Company Official	**NSDL Official**
Name: Dharam Singh Rathore Designation: Company Secretary & Compliance Officer, Global Surfaces Limited Address: Plot No. PA-10-006, Engineering and Related Industries SEZ, Mahindra World City, Tehsil-Sanganer, Jaipur, Rajasthan, 302037 Email: cs@globalsurfaces.com Tel: 0141-7191000	Name: Ms. Pallavi Mhatre Designation: Deputy Vice President National Securities Depository Limited Address: T301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051 Email: evoting@nsdl.com Tel: +91-22-69448500

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

ITEM NO. 1 – RE-APPOINTMENT OF MR. SUDHIR BAXI (DIN: 00092322) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS AND CONTINUATION OF HIS DIRECTORSHIP AFTER ATTAINING THE AGE OF SEVENTY-FIVE YEARS

Mr. Sudhir Baxi (DIN: 00092322) was appointed as a Non-Executive Independent Director of the Company with effect from December 20, 2021, for a first term of five (5) consecutive years, which expires on December 19, 2026. He is currently serving as a member of the Nomination and Remuneration Committee, the Stakeholders Relationship Committee and the Corporate Social Responsibility Committee of the Company.

In terms of Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of up to five consecutive years from the date of his appointment and shall be eligible for re-appointment for a second term of up to five consecutive years by way of the passing of a special resolution by the Company and disclosure of such re-appointment in the Board's Report. In terms of Section 149(11) of the Act, no Independent Director shall hold office for more than two consecutive terms. The proposed term is therefore the second and final term of Mr. Sudhir Baxi **(DIN: 00092322)** as an Independent Director of the Company. Further, in terms of Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the re-appointment of an Independent Director requires the approval of the Members by way of a special resolution. The approval of the Members is being sought through this Postal Ballot before the expiry of his present term, so that there is no break in his office.

The Nomination and Remuneration Committee ("NRC"), at its meeting held on November 2, 2026, and the Board of Directors ("Board"), at its meeting held on November 2, 2026, having considered the balance of skills, knowledge and experience on the Board and on the basis of the report of performance evaluation of Mr. Baxi, including his attendance, participation and contribution at the meetings of the Board and its Committees during his first term, have recommended and approved respectively, subject to the approval of the Members, his re-appointment as a Non-Executive Independent Director for a second term of five (5) consecutive years commencing from December 20, 2026 up to December 19, 2031, not liable to retire by rotation.

The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Baxi for the office of Director.

The Company has received, inter alia, the following consents, declarations and confirmations from Mr. Baxi:

i. Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification 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 Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, given in terms of Section 149(7) of the Act and Regulation 25(8) of the SEBI Listing Regulations, together with a 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 his duties with an objective independent judgement and without any external influence;
iv. Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules with respect to his registration in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA"), bearing Registration No. IDDB-DI-202109-038925, valid from September 28, 2021 till September 27, 2031; and
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 the office of Director by virtue of any order passed by SEBI or any other such authority;

In terms of Clause (1A) of Para A of Part D of Schedule II of the SEBI Listing Regulations, the NRC had finalised the desired attributes for the selection of Independent Director(s), such as skills, experience, expertise and independence. Basis those attributes and the evaluation referred to above, the NRC recommended the re-appointment of Mr. Baxi as an Independent Director. In the opinion of the Board, Mr. Baxi fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations, is independent of the management of the Company, and possesses the integrity, expertise and experience (including proficiency) required of an Independent Director.

Brief Profile, Skills and Experience of Mr. Sudhir Baxi (DIN: 00092322)

Mr. Sudhir Baxi (DIN: 00092322) holds a master's degree in science. He has over 40 years of experience in teaching, mining, geological exploration and the preparation of geological and structural maps.

Nature of skills/competence/experience as identified by the NRC/Board and those possessed by Mr. Sudhir Baxi (DIN: 00092322)

- Strategy and Planning
- Industry Experience, Research & Development and Innovation
- Global Business

The NRC and the Board, after reviewing Mr. Baxi's skills, experience and expertise and his contribution during his first term, concluded that they are aligned with the requirements of the Board of the Company and that his re-appointment as an Independent Director would be in the best interest of the Company.

Justification for continuation of directorship after attaining the age of 75 years (Regulation 17(1A) of the SEBI Listing Regulations)

Mr. Baxi was born on August 20, 1952 and will attain the age of seventy-five (75) years on August 20, 2027, which falls within the proposed second term. Regulation 17(1A) of the SEBI Listing Regulations provides that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. The special resolution at Item No. 1 therefore also seeks the approval of the Members for the continuation of Mr. Baxi as a Non-Executive Independent Director after he attains the age of 75 years, up to the end of the proposed term on December 19, 2031.

The Board has recommended his continuation on the following grounds:

(a) **Relevant industry exposure.** The Company manufactures engineered quartz surfaces, and the availability, quality and cost of mineral raw materials are central to its sourcing strategy. Mr. Baxi has over 40 years of experience in mining, geological exploration and the preparation of geological and structural maps. This gives the Board a technical understanding of mineral resources and supply risks, which helps the Company in shaping and reviewing its sourcing strategy.

(b) **Contribution to the Board.** Mr. Baxi has served as an Independent Director of the Company since December 20, 2021 and is a member of the NRC, the Stakeholders Relationship Committee and the Corporate Social Responsibility Committee. His contribution to the deliberations of the Board and its Committees has been valuable. He attended all eight (8) meetings of the Board held during the financial year 2025-26.

(c) **Skills and competence.** His skills, as set out in the Board skill matrix, are in the areas of Strategy and Planning, Industry Experience, Research & Development and Innovation, and Global Business, which are required for the Company's business and operations.

(d) **Board composition.** Since the Chairman of the Board is an Executive Director, Regulation 17(1)(b) of the SEBI Listing Regulations requires at least one-half of the Board to comprise Independent Directors. The Board has six Directors, of whom three are Independent Directors. The continuation of Mr. Baxi is therefore also necessary to maintain the required composition of the Board and its Committees.

Accordingly, the Board is of the opinion that the continued association of Mr. Baxi with the Company as an Independent Director is in the interest of the Company.

Mr. Baxi shall not be liable to retire by rotation. He shall be entitled to sitting fees for attending meetings of the Board and its Committees and reimbursement of expenses, in conformity with the Nomination and Remuneration Policy of the Company. The draft letter of appointment setting out the terms and conditions of his re-appointment, as required under Schedule IV to the Act, is available for inspection by the Members as stated in the Notes, and shall be placed on the website of the Company.

The relevant details pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2 in respect of Mr. Baxi are annexed to this Notice as **Annexure-A**.

Mr. Sudhir Baxi, to whom the resolution relates, and his relatives are interested in the resolution set out at Item No. 1 to the extent of his re-appointment. None of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

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

The Board recommends the Special Resolution set out at Item No. 1 of this Notice for the approval of the Members.

ITEM NO. 2 – APPROVAL OF REMUNERATION PAYABLE TO MR. MAYANK SHAH (DIN: 01850199), CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY, FOR THE PERIOD COMMENCING FROM APRIL 1, 2027 TO MARCH 1, 2029

Mr. Mayank Shah (DIN: 01850199) was appointed as the Chairman and Managing Director of the Company by the Members at the 32nd Annual General Meeting held on September 20, 2023, by special resolution, for a period of five years from March 2, 2024 up to March 1, 2029. Further, the Members at the 33rd Annual General Meeting held on September 21, 2024, approved by special resolution (Item No. 4) the revised remuneration payable to him for a period of three financial years, i.e., FY 2024-25 to FY 2026-27, including payment of such remuneration as minimum remuneration in the event of no profits or inadequacy of profits during that period.

That approval will expire on March 31, 2027, whereas the term of Mr. Shah as Managing Director continues beyond that date. The Board of Directors, at its meeting held on November 2, 2026, on the recommendation of the NRC and the Audit Committee, each at its meeting held on November 2, 2026 (the Audit Committee having reviewed the proposal as a related party transaction), has approved, subject to the approval of the Members, the remuneration payable to Mr. Shah for the period from April 1, 2027 to March 1, 2029, on the following terms ("the proposed terms"):

i. Basic Salary: ₹10,00,000/- per month in the range of ₹10,00,000/- to ₹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 40% of Basic Salary and Special Allowances at the rate of 60% 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 held on September 20, 2023.

The approval of the Members is required on the following grounds:

(i) **Section 197(1) of the Act.** In terms of the second proviso to Section 197(1) of the Act, the remuneration payable to any one managing director, whole-time director or manager shall not exceed five per cent of the net profits of the Company (computed under Section 198 of the Act), and where there is more than one such director, ten per cent of the net profits to all of them taken together, except with the approval of the Members by special resolution. The remuneration proposed to be paid to Mr. Shah may exceed this limit in a financial year.

(ii) **Section 197(3) read with Schedule V.** The profits of the Company for FY 2025-26 were adequate. However, the profits may be inadequate in any future year of the period covered by this approval. Where, in any financial year during the currency of the tenure of a managerial person, a company has no profits or its profits are inadequate, it may pay remuneration in accordance with Section II of Part II of Schedule V to the Act, subject to the conditions stated therein, with the approval of the Members by special resolution for a period not exceeding three years. In the event of such

inadequacy, the Company proposes to pay Mr. Shah the remuneration set out above as minimum remuneration, and Members are asked to approve payment even where it exceeds those limits, to the extent permitted by Section 197(3) of the Act.

(iii) **Regulation 17(6)(e) of the SEBI Listing Regulations.** The fees or compensation payable to executive directors who are promoters or members of the promoter group shall be subject to the approval of the Members by special resolution if the annual remuneration payable to such executive director exceeds ₹5 crore or 2.5 per cent of the net profits of the Company, whichever is higher, or, where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company. Such approval is valid only till the expiry of the term of the director concerned; the period for which approval is sought is within the term of Mr. Shah, which expires on March 1, 2029.

The Company has complied with, or will comply with, the conditions of Section II of Part II of Schedule V to the Act, as under: (a) the payment of the remuneration has been approved by the NRC and the Board; (b) the Company has not made any default in repayment of any of its debts (including public deposits) or debentures, or interest payable thereon, for a continuous period of thirty days in the preceding financial year, and accordingly the prior approval of any secured creditor is not required; (c) the approval of the Members is being sought by special resolution for a period not exceeding three years; and (d) the statement containing the information specified in Schedule V is annexed to this Notice as Annexure-B.

The above terms may be treated as a written memorandum setting out the terms of the remuneration of Mr. Shah under Section 190 of the Act. Details of Mr. Shah pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2 are annexed to this Notice as Annexure-A.

Mr. Mayank Shah, to whom the resolution relates, and Mrs. Sweta Shah, Whole-time Director and his spouse, and their relatives are interested in the resolution set out at Item No. 2 to the extent of the remuneration payable to Mr. Shah and their shareholding in the Company. None of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

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

The Board recommends the Special Resolution set out at Item No. 2 of this Notice for the approval of the Members.

Date: November 2, 2026
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.com

By Order of the Board of Directors of
Global Surfaces Limited

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

Annexure-A

Additional information for appointees as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2 on General Meetings

Particulars	**Item No. 1**	**Item No. 2**
Name of the Director	Mr. Sudhir Baxi	Mr. Mayank Shah
DIN	00092322	01850199
Date of Birth / Age	August 20, 1952 (74 years)	March 3, 1978 (48 Years)
Date of first appointment on the Board	December 20, 2021	December 24, 2004
Current designation	Non-Executive Independent Director	Chairman and Managing Director (term from March 2, 2024 up to March 1, 2029)
Proposed designation / nature of resolution	Re-appointment as a Non-Executive Independent Director on the basis of performance evaluation, not liable to retire by rotation, for a second term of five consecutive years from December 20, 2026 to December 19, 2031, and continuation after attaining the age of 75 years on August 20, 2027	Approval of remuneration for the period from April 1, 2027 to March 1, 2029, as set out in Item No. 2 and its Explanatory Statement
Brief resume and expertise in specific functional areas	As given in the Explanatory Statement to Item No. 1	Bachelor's degree in Commerce (1999), University of Calcutta, with more than two decades of experience in the natural and engineered stone industry. Associated with the Company since 2004. Looks after overall management including planning, procurement, finance, monitoring and execution.
Qualification	Master's degree in Science	Bachelor of Commerce, University of Calcutta (1999)
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Strategy and Planning; Industry Experience, Research & Development and Innovation; Global Business. As disclosed in the Explanatory Statement to Item No. 1	Leadership/Operational Experience; Strategy and Planning; Industry Experience, Research & Development and Innovation; Global Business; Corporate Governance; Financial, Regulatory/Legal and Risk Management
Terms and conditions of appointment / re-appointment	Not liable to retire by rotation. As set out in the Explanatory Statement to Item No. 1 and in the draft letter of appointment, available for inspection	Appointed as Chairman and Managing Director for five years up to March 1, 2029 (32nd AGM). Proposed remuneration as set out in the Explanatory Statement to Item No. 2
Last remuneration drawn in the Company (FY 2025-26)	Sitting fees of ₹0.40 million	₹38.30 million
Remuneration sought to be paid	Sitting fees for attending Board/Committee meetings and reimbursement of expenses, as applicable	As set out in the Explanatory Statement to Item No. 2
Directorships in other listed entities	None	None
Listed entities from which the Director has resigned in the last three years	None	None
Chairmanship/membership of Committees of the Boards of other listed entities	None	None

Directorships in other public companies (other than the above)	Fimakem India Limited	None
Chairmanship/membership of Committees of the Boards of other public companies	Fimakem India Limited: - Member of the Audit Committee; - Member of the Nomination and Remuneration Committee; and - Member of the CSR Committee	None
Number of shares held in the Company (including on a beneficial basis)	Nil	2,35,06,368 Equity Shares
Relationship with other Directors and Key Managerial Personnel inter se	Not related to any Director or Key Managerial Personnel of the Company	Spouse of Mrs. Sweta Shah, Whole-time Director. Not related to any other Director or Key Managerial Personnel
Number of Board meetings attended during FY 2025-26	Eight (8)	Eight (8)

Annexure-B

Statement of information required under Section II of Part II of Schedule V to the Companies Act, 2013 in respect of Item No. 2 of the Notice (Remuneration of Mr. Mayank Shah, Chairman and Managing Director)

I. GENERAL INFORMATION

1. **Nature of industry:** Engineered quartz and natural stone surfaces (marble and granite).

2. **Date or expected date of commencement of commercial production:** The Company was incorporated on August 23, 1991, and its operating activities commenced thereafter. Its wholly owned subsidiary, Global Surfaces FZE (Dubai, UAE), commenced 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 the last three financial years is as under:

Particulars (₹ in million)	FY ended March 31, 2026	FY ended March 31, 2025	FY ended March 31, 2024
Revenue from Operations	748.36	1,419.12	1,621.35
Other Income	373.93	228.86	149.49
Total Income	1,122.29	1,647.98	1,770.84
Net Profit/(Loss) for the period (before tax, exceptional and/or extraordinary items)	164.41	118.78	257.84
Net Profit/(Loss) for the period before tax (after exceptional and/or extraordinary items)	164.41	118.78	257.84
Net Profit/(Loss) for the period after tax (after exceptional and/or extraordinary items)	76.12	78.33	210.64

5. **Foreign investments or collaborations, if any:** (a) Foreign investment: No foreign direct capital investment has been made in the Company during the last three financial years. Foreign investments in the Company comprise shareholding of FPIs, FIIs, NRIs and foreign nationals, acquired through the secondary market. (b) Foreign collaboration: The Company has not entered into any foreign collaboration.

II. INFORMATION ABOUT THE APPOINTEE

6. **Background details, recognition or awards, job profile and suitability:** Mr. Mayank Shah holds a Bachelor's degree in Commerce (1999) from the University of Calcutta and has more than two decades of experience in the natural and engineered stone industry. He has been associated with the Company since 2004. He played an instrumental role in the acquisition and revival of a sick industrial unit (Unit I), which became the pillar of the Company's operations, and

the Company diversified into the manufacture of engineered quartz and tapped international markets under his leadership. He looks after planning, procurement, finance, monitoring and execution.

7. **Past remuneration:**

Financial year	Amount
FY 2023-24	₹23.18 Million (including ₹9.00 million received from Global Surfaces FZE, a wholly owned subsidiary of the Company)
FY 2024-25	₹29.91 Million (including ₹6.11 Million received from Global Surfaces FZE, wholly owned subsidiary of the Company)
FY 2025-26	₹38.30 Million (entirely drawn from Global Surfaces FZE, a wholly owned subsidiary of the Company)

8. Recognition or awards:

#	Year	Recognition/ Award	Awarded by
1	2008	Outstanding Quality Performance Award 2007	Indian Organisation for Commerce & Industry (IOCI)
2	2016	Fastest Growing Industrial Excellence Award	IOCI
3	2018	India's Fastest Industrial & Business Development Award	IOCI
4	2019	Bharat Nirman Award for Industry Development	Promoting Achievements Foundation
5	2021	National Achievement Award for Business Excellence	Intellectual Peoples Foundation
6	2025	National Achievement Award for Industry Development	Promoting Achievements Foundation
7	-	Certificate of Appreciation – Outstanding Contribution in Natural Stones and Engineered Quartz Industry (Times Leading Entrepreneurs)	Times Ascent
8	-	Excellence Award for Industrial Development	Indian Economic Development & Research Association (IEDRA)

9. **Remuneration proposed:** As set out in the Explanatory Statement to Item No. 2 of the Notice.

10. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Mr. Mayank Shah, Chairman and Managing Director, has been instrumental in the overall growth of the Company, which diversified into engineered quartz and international markets under his leadership. The remuneration paid by peer companies of comparable size and standing in the industry to their managerial personnel is broadly comparable with the proposed remuneration payable by the Company. The remuneration proposed is therefore commensurate with the nature of the profile and position, having regard to the size of the Company in the industry in which it operates.

11. **Pecuniary relationship, directly or indirectly, with the Company, or relationship with the managerial personnel or other Director, if any:** Mr. Shah is a Promoter of the Company and the spouse of Mrs. Sweta Shah, Whole-time Director. He holds 0.10% of the equity share capital of Global Surfaces Inc., a subsidiary of the Company. Other than the remuneration drawn as Chairman and Managing Director, his shareholding in the Company and the transactions disclosed in the Statement of Related Party Transactions in the Notes to the financial statements, he has no other pecuniary relationship with the Company.

III. OTHER INFORMATION

1. **Reasons for loss or inadequate profits:** The standalone Total Income of the Company for FY 2025-26 declined to ₹1,122.29 million from ₹1,647.98 million in the previous year, primarily on account of (a) the strategic realignment of production and export flows towards the Company's UAE facility (Global Surfaces FZE), undertaken in response to elevated tariffs on India-origin quartz exports to the United States, including the potential impact of the Section 201 global safeguard petition filed before the United States International Trade Commission; and (b) the discontinuation of the natural stone processing operations of the Bagru Unit, effective March 31, 2026, on account of sustained financial and cash losses and significant under-utilisation of capacity at that unit. Notwithstanding the contraction in revenue, the standalone Net Profit After Tax remained broadly stable at ₹76.12 million (previous year: ₹78.33 million). The profits of the Company are presently adequate. The approval of the Members is sought as a matter of prudence and in compliance with Schedule V to the Act, in the event the profits become inadequate at any time during the period covered by this approval.

2. **Steps taken or proposed to be taken for improvement:** Following the discontinuation of the Bagru Unit, the Company has become a more focused engineered quartz manufacturer. The steps taken or proposed include (a) continued investment in the Company's multi-shore manufacturing model across India and the UAE, which provides agility in responding to changing global trade conditions and tariff-related advantages for exports to the U.S., Europe and the Middle East; (b) product innovation and premiumisation, including the Quartzites series and the Marquartz collection, to protect margins through a higher-value product mix; and (c) geographic diversification of the customer base into newer export markets and the domestic market, to reduce dependence on any single export destination.

3. **Expected increase in productivity and profits in measurable terms:** The performance of the Company depends on external and dynamic factors, including global trade policy developments such as the U.S. Section 201 safeguard proceedings, currency movements, raw material costs and market demand in the Company's export geographies. The Company is therefore not in a position to quantify the expected increase in productivity and profits in measurable terms at this stage. The restructuring undertaken in FY 2025-26, including the exit from the Bagru Unit and the capitalisation of the UAE facility, together with the focus on premium products and geographic diversification, is expected to have a positive impact on operating performance and profitability over the period of this approval.

IV. DISCLOSURES

The following disclosures shall be made in the Corporate Governance Report forming part of the Board's Report for the relevant financial year: (i) all elements of the remuneration package of Mr. Shah, such as salary, benefits, bonuses, stock options and pension; (ii) details of the fixed component and performance-linked incentives, along with the performance criteria; (iii) service contracts, notice period and severance fees; and (iv) details of stock options, if any: not applicable, as no stock options are proposed to be granted to Mr. Shah.

DHARAM SINGH RATHORE

Digitally signed by DHARAM SINGH RATHORE
Date: 2026.11.17 15:01:09 +05'30'