



Mandhana Industries Limited

CIN:L17120MH1984PLC033553

Registered Office: Plot No. C-3, M.I.D.C. Tarapur Industrial Area, Boisar, Dist. Palghar- 401 506.

Tel: +91-2525-697301 to 306 **Fax:** +91 22 4353 9216 **E-mail:** cs@mandhana.com

Website: www.mandhana.com

POSTAL BALLOT NOTICE

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification, amendments or re-enactment thereof for the time being in force) and other applicable laws and regulations, that the resolution appended below for the change of name of the Company from "**MANDHANA INDUSTRIES LIMITED**" to "**GB GLOBAL LIMITED**", is proposed to be passed by the Members through Postal Ballot including voting by electronic means (e-voting).

The explanatory statement pertaining to the aforesaid resolution setting out the material facts, concerning the item and the reasons thereof, is annexed hereto along with a Postal Ballot Form for your consideration. The Postal Ballot Notice along with the Postal Ballot Form is also available on the website of the Company viz., www.mandhana.com.

The Company has appointed M/s Mehta and Mehta, Practising Company Secretaries Firm (ICSI Unique Code: P1996MH007500), as the Scrutinizers for conducting the postal ballot and e-voting process in a fair and transparent manner and Central Depository Services (India) Limited (CDSL) as agency in respect of e-voting for the Postal Ballot.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed business reply envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 06.00 p.m. IST on Tuesday, 9th July, 2019 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section '**Voting through electronic means**' in this Notice. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to any one of the Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot(including e-voting) would be announced on or before Thursday, 11th July, 2019 on or before the close of the business hours at the registered/corporate office of the Company and the same will be placed on the website of the Company i.e. www.mandhana.com, website of CDSL i.e. www.evotingindia.com and will be communicated to the Stock Exchanges where shares of the Company are listed. The date of declaration of the result of the Postal Ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

Item No. 1: Approval for change of name of the Company from "MANDHANA INDUSTRIES LIMITED" to "GB GLOBAL LIMITED" and consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 4,5,13,14 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed there under (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, consents, sanctions and permissions of the Central Government/Stock Exchange(s)/appropriate regulatory and statutory authorities/departments, as may be necessary, consent of the members of the Company be and is hereby accorded for changing the name of the Company from "**MANDHANA INDUSTRIES LIMITED**" to "**GB GLOBAL LIMITED**".

RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be altered so as to read as under:

- I. The Name of the company is '**GB Global Limited**'.

RESOLVED FURTHER THAT Clause 2(h) of the Articles of Association of the company be altered so as to read as under:

- (h) The "Company" shall mean '**GB Global Limited**'.

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name, i.e. "**MANDHANA INDUSTRIES LIMITED**" be substituted with the new name, i.e. "**GB GLOBAL LIMITED**" in the Memorandum and Articles of Association of the Company and be deemed substituted in all other necessary documents including agreements and contracts entered into by the Company and at all other places wherever appearing.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities and to execute all such deeds, documents, drafts, amendments, agreements and writings, as may be necessary, for and on behalf of the Company including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the Office of the Registrar of Companies (ROC) and to settle and finalize all issues that may arise in this regard in order to give effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may deem fit."

Place: Mumbai
Date: 30th May, 2019

By Order of the Board of Directors
for **Mandhana Industries Limited**

Sd/-
Piyush Doshi
Managing Director

Registered Office:

Plot No. C-3, M.I.D.C., Tarapur Industrial Area,
Boisar, Dist. Palghar - 401 506

NOTES:

1. The related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposal set out above is annexed hereto.
2. The Postal Ballot notice is being sent to all the Members, whose names appear in the Register of Members/ List of beneficial owners, received from National Securities Depository Limited (NSDL) / CDSL as on close of business hours on Friday, 31st May, 2019 (cut-off date). Likewise, the Members whose names appear as on the cut-off date will be considered for the purpose of voting and those who are not a member on the said date shall treat this Notice for information purpose only. The postal ballot form and the self-addressed business reply envelope are enclosed for use of the Members.
3. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members a facility to exercise their right to vote by electronic means through e-voting. The Company has appointed CDSL as agency in respect of e-voting for the Postal Ballot.
4. The e-voting period begins on Monday, 10th June, 2019, 10.00 a.m. and ends on Tuesday, 9th July, 2019 at 6.00 p.m.
5. A Member cannot exercise his vote by proxy on postal ballot.
6. A member desiring to exercise vote by physical Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed with the assent (FOR) or dissent (AGAINST), in the enclosed pre-paid envelope, so as to reach the Scrutinizer not later than close of working hours (6.00 p.m.) on Tuesday, 9th July, 2019 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
7. All the material documents referred to in the accompanying Notice are open for inspection by the Members at the Registered/Corporate Office of the Company on all working days, except Saturday between 11:00 a.m. and 1:00 p.m. up to Tuesday, 9th July, 2019.
8. Kindly note that the members can opt for only one mode of voting i.e. either by physical postal ballot or e-voting. However, in case members cast their vote by both physical postal ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical postal ballot will be treated as invalid.

9. Any queries/grievances pertaining to voting by postal ballot including the e-voting process can be addressed to Mr. Vinay Sampat, Vice – President - Legal of the Company at Mandhana Industries Limited, 205-214, Peninsula Centre, Dr. S.S. Rao Road, Parel, Mumbai 400012 or by sending an e-mail at cs@mandhana.com.

10. **Voting through electronic means:**

- (i) The voting period begins on Monday, 10th June, 2019, 10.00 a.m. and ends on Tuesday, 9th July, 2019 at 6.00 p.m. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 31st May, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Open your web browser and log on to the e-voting website www.evotingindia.com.
- (iii) Click on **Shareholders/Members**
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next, enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/Attendance Slip indicated in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat Account or in the Company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or the Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction no. (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If a Demat account holder has forgotten the password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues/grievance regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com. In this regard, you may also write an e-mail to the Vice-President - Legal at cs@mandhana.com.on

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE ACCOMPANYING NOTICE DATED 30TH MAY, 2019

Item No. 1:

The Board of Directors of the Company, by Circular Resolution passed on 5th April, 2019, have passed a resolution to change the name of the Company, subject to the approval of the members.

The name of the Company is proposed to be changed from "**MANDHANA INDUSTRIES LIMITED**" to "**GB GLOBAL LIMITED**" as the Company has been acquired by the M/s Formation Textiles LLC, as per the Resolution Plan approved by National Company Law Tribunal (NCLT) vide its Order dated 30th November, 2018 and thus, a new management is in control of the Company.

To comply with the SEBI Listing Regulations, National Stock Exchange of India Limited and BSE Limited, at which the Company's equity shares are listed, have vide their letters dated 17th May, 2019 & 20th May, 2019, respectively granted their In-principle approval to the Company to change its name to "**GBGLOBAL LIMITED**".

The availability of the name '**GB GLOBAL LIMITED**' has also been confirmed by the concerned Office of Registrar of Companies, Ministry of Corporate Affairs, Government of India.

Subsequent to change in name of the Company as approved by the Ministry of Corporate Affairs, Office of Registrar of Companies, it is proposed to give effect to the said change by altering the Name Clause of the Memorandum of Association and Articles of Association of the Company accordingly and it is required to obtain the consent from the Members (Shareholders) by way of passing Special Resolution.

None of the Directors and their relatives are interested or concerned in this resolution and connected matters thereto except to their shareholding in the Company.

Copy of the Memorandum and Articles of Association and copy of NCLT Order dated 30th November, 2018 are available for inspection at the Registered Office of the Company during the normal business hours on working days.

The Board recommends the Special Resolution set out at Item No.1 of the Notice for approval by the Members (Shareholders).

By Order of the Board of Directors
for **Mandhana Industries Limited**

Sd/-
Piyush Doshi
Managing Director

Place: Mumbai

Date: 30th May, 2019

Registered Office:

Plot No. C-3, M.I.D.C., Tarapur Industrial Area,

Boisar, Dist. Palghar - 401 506