



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
(COURT – 1), MUMBAI BENCH**

**FORM NO CAA. 2
[Pursuant to Section 230 (3) and rule 6 and 7]]**

C.A.(CAA)/219(MB)2025

In the Matter of Section 230 to 232 of The Companies Act, 2013

And

In the Matter of Scheme of Merger (By way of Absorption)

Between

GB Global Limited (First Applicant Company/ Transferor Company)

And

Dev Land & Housing Private Limited (Second Applicant Company/ Transferee Company)

And

Their respective Shareholders

GB Global Limited

CIN: L17120MH1984PLC033553

*Having its registered office
at 10th Floor, Dev Plaza Opp.
Andheri Fire Station,
S. V. Road, Andheri West,
Mumbai – 400 058*

NOTICE CONVENING MEETING OF THE MEMBERS OF GB GLOBAL LIMITED

**To
The Equity Shareholders
of GB Global Limited,**

Notice is hereby given that by an Order dated 10th day of October, 2025 (the “Order”), Mumbai Bench – I of the Hon’ble National Company Law Tribunal (“NCLT”), has directed a meeting of the Equity Shareholders of the First Applicant Company be convened and held physically at the registered office of the First Applicant Company, for the purpose of considering, and if thought fit, approving with or

without modification, the Scheme of Amalgamation of GB Global Limited (“Transferor Company”) and Dev Land & Housing Private Limited (“Transferee Company”) (“Scheme”).

In pursuance of the aforesaid Order and as directed therein, the meeting of Equity Shareholders of the First Applicant Company will be held at 10th Floor, Dev Plaza, Opp. Andheri Fire Station S. V. Road, Andheri (West), Mumbai - 400 058 on Wednesday, the 03rd day of December, 2025 at 11:30 a.m. at which time and place the said Equity Shareholders are requested to attend to transact the following business:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules made thereunder (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), applicable provisions of the Income- tax Act, 1961 (as amended) (“IT Act”), and other applicable laws, including regulations issued by Securities and Exchange Board of India (“SEBI”), inter alia including applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the relevant provisions of Memorandum of Association and Articles of Association of the Company and other applicable laws, rules, regulations, bye-laws as the case may be; and subject to requisite approval of the creditors, as applicable, of the Company (unless dispensed with by the Hon'ble National Company Law Tribunal having jurisdiction over the relevant companies), and necessary consents, observations, no-objections, permissions and approvals of the statutory or regulatory or governmental authorities and subject to the sanction of the relevant bench/benches of the Hon'ble National Company Law Tribunal(s) (“NCLT”) before whom the petition would be filed, and subject to all such conditions and modifications as may be prescribed or imposed by any of the aforesaid authorities while granting such approvals, observations, no-objections, permissions and sanctions, which may be agreed to by the Company, the consent of the members, be and is hereby accorded to approve the scheme of merger (by way of absorption) between GB Global Limited (‘Transferor Company’) and Dev Land & Housing Private Limited (‘Transferee Company’), a subsidiary of the Transferor Company, into and with the Transferee Company, effective from opening of business hours on April 1, 2024 or such other date as the Hon'ble NCLT may direct/ allow (‘Appointed Date’).

RESOLVED FURTHER THAT in the opinion of the Board, the draft Scheme will be of advantage and be beneficial to the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable and is not detrimental to the shareholders of the Company.

RESOLVED FURTHER THAT the Directors and Key Managerial Personnel, be and are hereby authorized severally to make such modifications, amendments, alteration and changes in the Scheme as may be expedient, desirable or necessary for (i) filing the Scheme with the Hon'ble NCLT; or (ii) necessary for satisfying the requirements, limitations or conditions imposed by the Hon'ble NCLT or any other regulatory authority; or (iii) may be necessary for solving all difficulties that may arise for carrying out in the Scheme, provided that prior approval of the Board shall be obtained for making any material changes in the said Scheme as approved in the meeting.

RESOLVED FURTHER THAT the directors and Key Managerial Personnel be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution for and on behalf of the Company, including execution and delivery of certified copies of the resolutions passed at this meeting."

Copies of the said Scheme, and of the statement under section 230 can be obtained free of charge at the registered office of the Transferor Company at 10th Floor, Dev Plaza Opp. Andheri Fire Station, S. V. Road, Andheri West, Mumbai – 400 058. Persons entitled to attend and vote at the meeting (or respective meetings), may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Transferor Company not later than 48 hours before the meeting.

Forms of proxy can be had at the registered office of the Company.

The Tribunal has appointed ~~Shri~~ Smt Ritu Agarawal as the chairperson of the said meeting. The above mentioned amalgamation, if approved by the meeting, will be subject to the subsequent approval of the Tribunal.

Dated this 30th day of October, 2025

Sd/-

Ritu Agarawal

Chairperson appointed for the meeting

By the Order of Hon'ble Tribunal dated

10th October, 2025

GB Global Limited

CIN: L17120MH1984PLC033553

10th Floor, Dev Plaza Opp.

Andheri Fire Station,

S. V. Road, Andheri West,

Mumbai – 400 058

Enclosure: As above

NOTES:

1. An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 (**'the Act'**) is annexed hereto.
2. The relevant details, pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of this Extra-Ordinary General Meeting (**'the EGM'**) are also annexed hereto.
3. In accordance with the MCA Circulars and applicable provisions of the Act read with Rules made thereunder and Listing Regulations, the EGM of the Company is being held at the registered office of the Company and the route map of the venue along with the landmark is annexed hereto. Further, the Securities and Exchange Board of India (**'SEBI'**) vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 has granted relaxation in respect of sending physical copies of notice to the members.
4. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. The proxy form duly complete must be returned so as to reach the registered office of the Company not less than 48 hours before the time of commencement of the aforesaid meeting.
6. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. The Members/Proxies should fill the Attendance Slip for attending the Meeting.
8. Proxies registers are open for inspection during the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting. Inspection shall be allowed between 11.00 a.m. and 5.00 p.m.
9. The Members joining the EGM physically, should come 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
10. The attendance of the Members attending the EGM physically will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

11. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations, and pursuant to the MCA Circulars dated 08th April, 2020, 13th April, 2020, 05th May, 2020, 25th September, 2023, September 19, 2024 and SEBI Circular dated 09th December, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means system from a place other than venue of the EGM ('remote e-voting'), as the authorized agency. In addition, the facility for voting facility will also be made available at the Meeting and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below as mentioned below.
12. The process and instructions for remote e-voting are provided in the subsequent pages. The Members who have already cast their vote by remote e-voting prior to the EGM may also join the EGM physically but shall not be entitled to cast their vote again. Such remote e-voting facility is in addition to voting that will take place through postal ballot facility at the EGM being held physically.
13. The Company has appointed Mr. Himesh Pandya, Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
14. Institutional investors and corporate Members are encouraged to attend and vote at the EGM through e-voting. Institutional investors and corporate Members (i.e., other than individuals, HUF's, NRI's etc.) intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the EGM physically or to vote through e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer via email at himeshpandya@gmail.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e., other than individuals, HUF's, NRI's 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.
15. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. The Register of Members and Share Transfer books will remain closed from 26th November, 2025 to 03rd December, 2025.
17. In line with the MCA and SEBI Circulars, the Notice of the EGM is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent, MUFG Intime India Private Limited (Formerly Link Intime India Pvt. Ltd.) ('RTA' / 'LIPL' / 'Link Intime'). Members may please note that this Notice of EGM will be available on the Company's website viz. www.gbglobal.in and may also be accessed from the

relevant section of the websites of the Stock Exchanges i.e. Bombay Stock Exchange Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

18. To support the 'Green Initiative', Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's RTA at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 or at **rnt.helpdesk@linkintime.co.in**.
19. Members holding shares in dematerialized form are requested to intimate all other changes pertaining to their bank details, National Electronic Clearing Service ('NECS'), Electronic Clearing Service ('ECS'), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant ('DP'). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's RTA to provide efficient and better services. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.
20. SEBI has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in physical form are requested to submit their PAN details to the RTA. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DP.
21. Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our RTA.
22. The following documents will be available for inspection by the Members electronically during the EGM. Members seeking to inspect such documents can send an email to cs@gbglobal.in.
 - a. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act.
 - b. All such documents referred to in the accompanying Notice of the EGM
23. As per the provisions of Section 72 of the Act read with the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 which can be obtained from the RTA or the Secretarial Department of the Company at its Corporate office.

If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.

24. Members holding shares in physical form, in identical order of names in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates along with the requisite KYC details for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form. The share certificates will be returned to the Members after making requisite changes, thereon. Members are requested to use the share transfer Form SH-4 for this purpose.
25. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
26. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant(s), as the case may be:
 - a. the change in the residential status on return to India for permanent settlement, and
 - b. the particulars of the NRE account with a Bank in India, if not furnished earlier.
27. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
 - a. **For shares held in electronic form:** to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.
 - b. **For shares held in physical form:** to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 03rd November, 2021, as per instructions mentioned in the form.
28. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are

requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form is available on the website of the RTA at www.linkintime.co.in. It may be noted that any service request can be processed only after the folio is KYC Compliant.

29. SEBI vide its notification dated 24th January, 2022 has amended Regulation 40 of the Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them.
30. Members are requested to note that, dividends if not encashed for a consecutive period of 7 (seven) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in and send a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5.
31. Any Member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her/its queries to the Company at least seven working days prior to the Meeting, so that the required information can be made available at the Meeting.
32. The management of the Company have decided to consider the shareholders post reduction and post capital infusion for sending the notice through email for the purpose of e-voting cut-off date 24th November, 2025 of 01st Extra-Ordinary General Meeting for the Financial Year ended 2025-26 scheduled to be held on 03rd December, 2025.
33. Based on the shareholding of the Members, whose names appear in the Register of Members/ List of beneficial owners, as maintained by the company pursuant to section 88 of the Companies Act, 2013, a member shall be entitled to vote by way of remote voting or during the EGM. However, a person whose name is not registered in the Registrar of member as mentioned above, should treat this Notice for information purpose only. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company.
34. The remote e-voting period commences on 30th November, 2025 (9.00 a.m.) (IST) and ends on 02nd, December, 2025 (5.00 p.m.) (IST).
35. During this period, Members of the Company holding shares either in physical form or in

dematerialized form, as on the cut-off date may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the EGM physically facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote at the EGM. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

36. The EVEN number for voting on EGM is 137515

37. Instructions for shareholders to vote electronically:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 30th November, 2025 at 09:00 A.M. and ends on 02nd December, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 24th November, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 24th November, 2025.

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.	i. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.nsd.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

- ii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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.
- iii. 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



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.

	<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 e-Voting 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.

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.

4. 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***

5. 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.**

6. 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.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. 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.

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 himeshpandya@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 Prajakta Pawle at evoting@nsdl.com and prajaktap@nsdl.com.

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. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@gbglobal.in.
2. In case shares are held in demat mode, please 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@gbglobal.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.**
3. 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.

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.

For GB GLOBAL LIMITED
(Formerly known as Mandhana Industries Limited)

Sd/-

Vijay Thakkar
Managing Director
DIN: 00189355

Registered Office:

10th Floor, Dev Plaza Opp. Andheri Fire Station
S. V. Road, Andheri West, Mumbai – 400 058

Date: 30th October, 2025



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
(COURT – 1), MUMBAI BENCH**

**FORM NO CAA. 2
[Pursuant to Section 230 (3) and rule 6 and 7]]**

C.A.(CAA)/219(MB)2025

In the Matter of Section 230 to 232 of The Companies Act, 2013

And

In the Matter of Scheme of Merger (By way of Absorption)

Between

GB Global Limited (First Applicant Company/ Transferor Company)

And

Dev Land & Housing Private Limited (Second Applicant Company/ Transferee Company)

And

Their respective Shareholders

GB Global Limited

CIN: L17120MH1984PLC033553

Having its registered office

at 10th Floor, Dev Plaza Opp.

Andheri Fire Station,

S. V. Road, Andheri West,

Mumbai – 400 058

EXPLANATORY STATEMENT UNDER SECTIONS 230 AND 232 READ WITH SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 (“ACT”) AND COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

ITEM NO. 1 - TO CONSIDER AND APPROVE THE SCHEME OF MERGER BY WAY OF ABSORPTION BETWEEN GB GLOBAL LIMITED (“TRANSFEROR COMPANY”) AND DEV LAND & HOUSING PRIVATE LIMITED (“TRANSFEE COMPANY”) AND THEIR RESPECTIVE SHAREHOLDERS:

This is an explanatory statement accompanying the notice convening the meeting of Equity Shareholders of GB Global Limited pursuant to the Order dated 10th October, 2025, passed by Hon’ble National Company Law Tribunal, Mumbai Bench in the application no. C.A.(CAA)/219(MB)2025 which directed the company to convene separate meetings of the Equity Shareholders of the First Applicant

Company. The meeting of the Equity Shareholders is scheduled on Wednesday, 03rd December, 2025 at 11:30 a.m., for the purpose of their considering and if thought fit, approving, with or without modification(s), the proposed Scheme of Merger by way of Absorption between GB Global Limited (“GB Global” or “Transferor Company”) and Dev Land & Housing Private Limited (“DLH” or “Transferee Company”) & their respective shareholders under the provisions of sections 230 to 232 of the Act.

The Scheme, inter-alia, provides for merger by way of Absorption between Transferor Company and Transferee Company with Transferee Company in accordance with of sections 230 to 232 of the Act with effect from 01st April, 2024 (“Appointed Date”) but shall be made operative from the Effective Date (as defined in the Scheme). The Transferor Company shall stand dissolved without winding up.

The Hon’ble National Company Law Tribunal, Chennai Bench, has appointed Ms. Ritu Agarawal, as the Chairperson of the Meeting. The said Order will be available for inspection at the Registered Office of the First Applicant Company at 10th Floor, Dev Plaza, Opp. Andheri Fire Station, S.V.Road, Andheri (West), Mumbai - 400 058 on any working day of the Company up to the date of meeting, after receipt from the Tribunal.

The Board of Directors of the Applicant Companies had at their respective meetings held on 28th February, 2025, 21st March, 2025, 24th July, 2025 and 14th August, 2025 approved the Scheme. The Board recommends the resolution for the approval of the Shareholders.

All the relevant regulations post the approval of the Merger by the NCLT or the Adjudicating Authority will be complied with in the manner and in accordance with relevant provisions and law.

Disclosure pursuant to the provisions of Sections 102 and 230(3) of the Companies Act, 2013 read with Rules 6(3) setting out the material facts concerning the item to be transacted in the Meeting:

I. Details of the companies:

Transferor Company:

Name of the Transferor Company	GB GLOBAL LIMITED
CIN	L17120MH1984PLC033553
PAN	AABCM6615M
Date of Incorporation	25/07/1984
Type of Company	Public Company
Registered Office Address, Valid email id	10 th Floor, Dev Plaza, Opp. Andheri Fire Station S. V. Road, Andheri (West), Mumbai City, Mumbai, Maharashtra, India – 400 058 Email id: cs@gbglobal.in
Summary of Main object as per memorandum of association	Transferor Company is inter alia, engaged in the business of manufacture of textile and sale of garments and

	Infrastructure business on consolidation basis.
Main Business carried on by the company	Transferor Company is inter alia, engaged in the business of manufacture of textile and sale of garments and Infrastructure business on consolidation basis.
Details of Change of name, registered office, and objects of the company during the last five years	<p>The Transferor Company was formerly known as Mandhana Industries Limited.</p> <p>The Company in its Annual General Meeting held on 28th September, 2022 approved the shifting of its the registered office address with effect from Plot No. C-3, M.I.D.C, Tarapur Industrial Area, Boisar – 401506 to 10th Floor, Dev Plaza, Opp. Andheri Fire Station S. V. Road, Andheri (West), Mumbai – 400 058.</p> <p>The ancillary object clause was altered in the Annual General Meeting held on 29th September, 2023 and the sub clause 2 was inserted in the main object of the Company in the Annual General Meeting held on 30th October, 2024.</p>
Name of the stock exchange(s) where securities of the company are listed	National Stock Exchange of India Limited and Bombay Stock Exchange.
Authorized Capital	Rs. 1,10,00,00,000 divided into 1,09,99,00,00 equity shares of INR 10/- each and 10,000 preference shares of INR 10/- each
Issued, subscribed and paid up capital	Rs. 5,00,33,143 equity shares of INR 10/- each
Names of the promoters and directors along with their addresses	<p><u>Promoter:</u> Dev Land & Housing Private Limited Registered Address: 10th Floor, Dev Plaza, Opp. Andheri Fire Station S. V. Road, Andheri (West), Mumbai, Maharashtra, Indi – 400 058</p> <p><u>Directors</u></p> <p>1. Dev Vijay Thakkar Address: 701, Dev Residency, 4th Road, JVPD Scheme, Juhu, Mumbai – 400 049</p> <p>2. Vijay Thakordas Thakkar Address: B-10, Satra Signature, Gulmohar Road, JVPD Scheme, Vile Parle (W), Mumbai – 400 049</p>

	<p>3. Paresh Jain Address:214/1, Jawahar Chowk, Vikas Store, Durg, Chattisgarh - 491001</p> <p>4. Tanam Vijay Thakkar Address: 701, Dev Residency, 4th Road, JVPD Scheme, Juhu, Mumbai – 400 049.</p> <p>5. Aayush Prashant Agrawal Address: Mr. Prashant Janardhan Agrawal resident of 602, Plot No 50, Daffodil Residents Association, N.S. Road No 7, JVPD Scheme, Mumbai- 400 049</p> <p>6. Akshat Prashant Agrawal Address: 602, Plot No 50, Daffodil Residents Association, N.S. Road No 7, JVPD Scheme, Mumbai- 400 049</p>
The facts and details of any relationship subsisting between the Transferor and Transferee Company	The instant case proposes the merger of the Transferor Company with the Transferee Company. The Transferor Company is a Subsidiary Company of the Transferee Company.
The date of Board Meeting at which the Scheme was approved by the Board of Directors of the Transferor Company	28 th February, 2025 21 st March, 2025 24 th July, 2025 14 th August, 2025
The name of the Directors of the Transferor Company who voted in favour of the resolution	1. Dev Vijay Thakkar 2. Vijay Thakordas Thakkar 3. Paresh Jain 4. Tanam Vijay Thakkar 5. Aayush Prashant Agrawal 6. Akshat Prashant Agrawal
The name of the Directors who voted against the resolution	None
The name of the Directors who did not vote or participate on such resolution	None
Parties to the Scheme of Merger	GB Global Limited and Dev Land & Housing Private Limited
Appointed Date	01 st April, 2024
Effective Date	As mentioned in the Scheme of Merger
Summary of Valuation Report (if applicable) including basis of valuation and fairness opinion of	As per the Valuation Report issued by Pinakin Shah, Registered Valuer (Reg No IBBI/RV/05/2019/10728).

<p>the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the Company; Share Exchange Ratio</p>	
<p>Details of capital or debt restructuring, if any</p>	<p>The Authorized Equity share capital of the Transferor shall be merged with the Authorized Equity share capital of Transferee Company. The Paid up share capital of the Transferor Company shall stand cancelled.</p>
<p>Rationale for the compromise or arrangement and benefits thereof</p>	<p>Managements of both the companies believe that it is in the best interest of the stakeholders to consolidate the group companies. The following benefits will accrue pursuant to the Scheme:</p> <ol style="list-style-type: none"> i. To reduce administrative and compliance cost and improve corporate governance; ii. To achieve operational and management efficiency by virtue of centralized control; iii. To streamline of organizational structure for eliminating inefficiencies in operations; iv. Improve cash management, and provide access to increased cash flow generated by the combined business which will enable the Transferee Company to fund business opportunities thereby growing into a larger and stronger entity; v. The absorption will result in creation of a single larger unified entity in place of separate entities thus resulting in increased operational efficiencies and fostering effective synergies. vi. Consolidation of the business, leading to synergies of operations and resulting in the expansion and long-term sustainable growth, which will enhance value for various stakeholders of the Transferee Company; vii. Seamless implementation of policy changes, reduction in the multiplicity of legal and regulatory compliances and costs rationalization resulting in improvement in shareholder returns; and viii. Pooling of knowledge and expertise of both the Parties and align with the business plans to meet long-term objectives. ix. To ensure effective revival of the Transferor Company which is marred by various procedural and technical difficulties in the implementation of the resolution plan faced by the company with the stock exchanges and this merger will enable optimization of business of the Transferor Company. x. To give exit to Eligible Shareholders at a fair value.

	<p>xi. This merger will enable faster revival of the Transferor Company and enhanced cost efficiency.</p> <p>xii. As a result of the absorption, the business's activities will be merged, which will lead to the growth of the combined business and the production of more value for all stakeholders, including shareholders.</p> <p>xiii. Following the scheme's implementation, all employees on contractual and/or permanent basis of the Transferor Company who were employed on the Effective Date will be considered to have joined the Transferee Company, subject to the terms of the provisions hereof without any interruption in their employment and on the basis of continuity of service and, on terms and conditions and shall in no event be less favorable than those applicable to them on which they are engaged by the Transferor Company as on the Effective Date and without any interruption of service as a result of the Merger.</p> <p>xiv. This will enable the Transferee Company to implement better decision making processes and giving significant exit opportunities to minor shareholders of the Transferor Company.</p>
Amount due to Unsecured Creditors	The entire dues will be taken over by the Transferee Company and there will be no prejudice to the rights of Unsecured Creditors of the transferor company. Further details are mentioned in the scheme of merger.
Benefits of the Scheme of Merger as perceived by the Board of Directors to the Company, Members, Creditors & Others (as applicable)	The Proposed merger will enable the Transferee Company to implement better decision making processes and giving significant exit opportunities to minor shareholders of the Transferor Company. Further details are mentioned in the scheme of merger.
Effect of the Scheme of Merger on (a) Key Managerial Personnel; (b) Directors; (c) Promoters (d) Non-promoter members; (e) Depositors; (f) Creditors; (g) Debenture holders; (h) Deposit Trustee and Debenture Trustee; (i) Employees of the Company	The Scheme does not in any manner adversely affect the interest of the Directors, Promoters and Key Managerial Personnel of the Transferor Company.
Investigation or proceedings, if any, pending against the Transferor Company under the Act.	There are no adverse ongoing investigations pending against the Transferor Company under the provisions of the Companies Act, 2013 or the provisions under the Act of the Companies Act, 1956.
Details of approvals, sanctions or no-objection(s), if any, from	The Transferor Company will be obtaining the approval of its shareholders and other relevant authorities to the

regulatory or any other governmental authorities	Scheme as and when required. The Transferor Company has not received any objections from any Government Authority on the Scheme, if applicable.
--	---

Transferee Company:

Name of the Transferee Company	Dev Land & Housing Private Limited
CIN	U70100MH2006PTC161220
PAN	AACCD3656L
Date of Incorporation	19/04/2006
Type of Company	Private Limited Company
Registered Office Address, Valid email id	10 th Floor, Dev Plaza, Opp. Andheri Fire Station S.V. Road, Andheri (West), Mumbai, Maharashtra, India, - 400 058 Email id: devconstruction@gmail.com
Summary of Main object as per memorandum of association	The Transferee Company is currently engaged in Infrastructure, Construction, redevelopment of properties and other Real estate business.
Main Business carried on by the company	The Transferee Company is currently engaged in Infrastructure, Construction, redevelopment of properties and other Real estate business.
Details of Change of name, registered office, and objects of the company during the last five years	Not Applicable
Name of the stock exchange(s) where securities of the company are listed	Not Applicable
Authorized Capital	Rs. 52,62,00,000 divided into 5,26,20,000 Equity Shares of Rs.10/- each.
Issued, subscribed and paid up capital	Rs. 19,30,88,000 divided into 1,93,08,800 Equity Shares of Rs. 10/- each.
Names of the promoters and directors along with their addresses	<u>Promoter</u> 1. Vijay Thakordas Thakkar Address: B-10, Satra Signature, CTS No.63 Gulmohar Road, Vile Parle (W) Opp. Gagan Deep, Mumbai- 400056 2. Tanam Vijay Thakkar Address: B-10, Satra Signature, CTS No.63 Gulmohar Road, Vile Parle (W) Opp. Gagan Deep, Mumbai-400056

	<p>3. Madhuriben Thakordas Thakkar Address: 901 9th Floor, 75 Suhas Building, N.S. Road No.9, JVPD Scheme Vile Parle (West)</p> <p>4. Jayesh Keshavlal Somaiya Address: Flat No. 401, 4th Floor, Diwani Mahal, Gulmohar, Road No. 1, JVPD Scheme, Juhu, Andheri, Mumbai – 400049</p> <p>5. Alka Jayesh Somaiya Address: Flat No. 401, 4th Floor, Diwani Mahal, Gulmohar Road no. 1, JVPD Scheme, Juhu, Andheri, Mumbai-400049</p> <p>6. Kamlesh Thakordas Thakkar Address: 901, 9th Floor, 75 Suhas Building, N.S. Road No.9, JVPD Scheme Vile Parle (West) Mumbai</p> <p>7. Bhamini Kamlesh Thakkar Address: 901 9th Floor, 75 Suhas Building, N.S. Road No.9, JVPD Scheme Vile Parle (West) Mumbai</p> <p>8. Mars Realtors Private Limited Address: Near Shri Ganesh Mitra Mandal, Gopal Machhi wala Room no. 1, Kajupada, Bhatwadi, Ghatkopar West, Mumbai, India</p> <p><u>Directors</u></p> <p>1. Vijay Thakordas Thakkar Address: B-10, Satra Signature, CTS No.63 Gulmohar Road, Vile Parle (W) Opp. Gagan Deep, Mumbai- 400056</p> <p>2. Tanam Vijay Thakkar Address: B-10, Satra Signature, CTS No.63 Gulmohar Road, Vile Parle (W) Opp. Gagan Deep, Mumbai-400056</p> <p>3. Raghunath Chavan Address: Near Shri Ganesh Mitra Mandal, Gopal Machhi wala Room no. 1, Kajupada, Bhatwadi, Ghatkopar West, Mumbai, India</p>
The facts and details of any relationship subsisting between	The instant case proposes the merger of the Transferor Company with the Transferee Company. The Transferor

the Transferor and Transferee Company	Company is a Subsidiary Company of the Transferee Company.
The date of Board Meeting at which the Scheme was approved by the Board of Directors of the Transferor Company	28 th February, 2025 21 st March, 2025 24 th July, 2025 14 th August, 2025
The name of the Directors of the Transferee Company who voted in favour of the resolution	1. Vijay Thakordas Thakkar 2. Tanam Vijay Thakkar 3. Raghunath Chavan
The name of the Directors who voted against the resolution	None
The name of the Directors who did not vote or participate on such resolution	None
Parties to the Scheme of Merger	GB Global Limited and Dev Land & Housing Private Limited
Appointed Date	01 st April, 2024
Effective Date	As mentioned in the Scheme of Merger
Details of capital or debt restructuring, if any	The Authorized Equity share capital of the Transferor shall be merged with the Authorized Equity share capital of Transferee Company. The Paid up share capital of the Transferor Company shall stand cancelled.
Rationale for the compromise or arrangement and benefits thereof	Managements of both the companies believe that it is in the best interest of the stakeholders to consolidate the group companies. The following benefits will accrue pursuant to the Scheme: <ul style="list-style-type: none"> i. To reduce administrative and compliance cost and improve corporate governance; ii. To achieve operational and management efficiency by virtue of centralized control; iii. To streamline of organizational structure for eliminating inefficiencies in operations; iv. Improve cash management, and provide access to increased cash flow generated by the combined business which will enable the Transferee Company to fund business opportunities thereby growing into a larger and stronger entity; v. The absorption will result in creation of a single larger unified entity in place of separate entities thus resulting in increased operational efficiencies and fostering effective synergies. vi. Consolidation of the business, leading to synergies of operations and resulting in the expansion and long-term sustainable growth, which will enhance

	<p>value for various stakeholders of the Transferee Company;</p> <p>vii. Seamless implementation of policy changes, reduction in the multiplicity of legal and regulatory compliances and costs rationalization resulting in improvement in shareholder returns; and</p> <p>viii. Pooling of knowledge and expertise of both the Parties and align with the business plans to meet long-term objectives.</p> <p>ix. To ensure effective revival of the Transferor Company which is marred by various procedural and technical difficulties in the implementation of the resolution plan faced by the company with the stock exchanges and this merger will enable optimization of business of the Transferor Company.</p> <p>x. To give exit to Eligible Shareholders at a fair value.</p> <p>xi. This merger will enable faster revival of the Transferor Company and enhanced cost efficiency.</p> <p>xii. As a result of the absorption, the business's activities will be merged, which will lead to the growth of the combined business and the production of more value for all stakeholders, including shareholders.</p> <p>xiii. Following the scheme's implementation, all employees on contractual and/or permanent basis of the Transferor Company who were employed on the Effective Date will be considered to have joined the Transferee Company, subject to the terms of the provisions hereof without any interruption in their employment and on the basis of continuity of service and, on terms and conditions and shall in no event be less favorable than those applicable to them on which they are engaged by the Transferor Company as on the Effective Date and without any interruption of service as a result of the Merger.</p> <p>xiv. This will enable the Transferee Company to implement better decision making processes and giving significant exit opportunities to minor shareholders of the Transferor Company.</p>
Amount due to Unsecured Creditors	The entire dues will be taken over by the Transferee Company and there will be no prejudice to the rights of Unsecured Creditors of the transferor company. Further details are mentioned in the scheme of merger.
Benefits of the Scheme of Merger as perceived by the Board of	The Proposed merger will enable the Transferee Company to implement better decision making

Directors to the Company, Members, Creditors & Others (as applicable)	processes and giving significant exit opportunities to minor shareholders of the Transferor Company. Further details are mentioned in the scheme of merger.
Effect of the Scheme of Merger on (a) Key Managerial Personnel; (b) Directors; (c) Promoters (d) Non-promoter members; (e) Depositors; (f) Creditors; (g) Debenture holders; (h) Deposit Trustee and Debenture Trustee; (i) Employees of the Company	The Scheme does not in any manner adversely affect the interest of the Directors, Promoters and Key Managerial Personnel of the Transferor Company.
Investigation or proceedings, if any, pending against the Transferor Company under the Act.	There are no adverse ongoing investigations pending against the Transferor Company under the provisions of the Companies Act, 2013 or the provisions under the Act of the Companies Act, 1956.
Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities	The Transferor Company will be obtaining the approval of its shareholders and other relevant authorities to the Scheme as and when required. The Transferor Company has not received any objections from any Government Authority on the Scheme, if applicable.

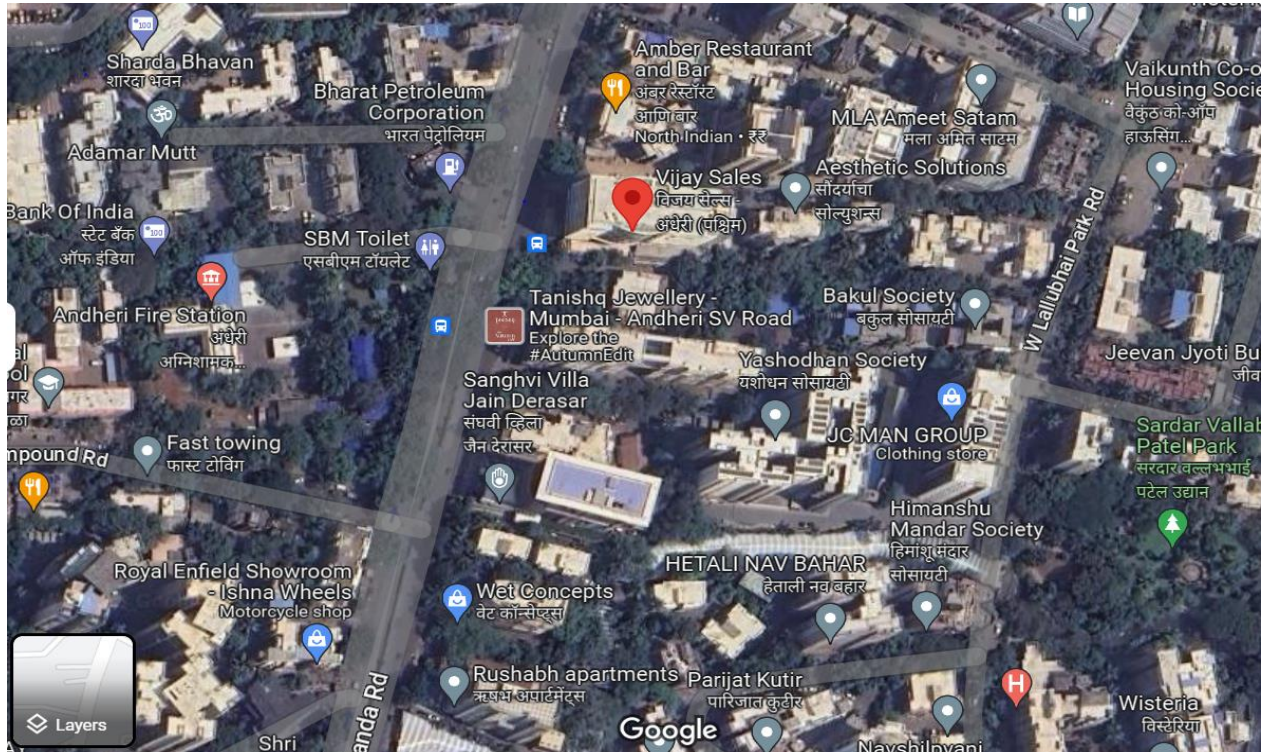
**For GB GLOBAL LIMITED
(Formerly known as Mandhana Industries Limited)**

**Sd/-
Vijay Thakkar
Managing Director
DIN: 00189355**

Registered Office:
10th Floor, Dev Plaza Opp. Andheri Fire Station,
S. V. Road, Andheri West, Mumbai – 400 058

Date: 30th October, 2025

ROUTE MAP OF VENUE OF THE EGM



Landmark: Andheri Fire station

Longitude: 72.832750

Latitude: 19.129410

**FORM MGT-11
PROXY FORM**

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

CIN: L17120MH1984PLC033553

Name of the Company: Gb Global Limited

Registered Office: 10th Floor, Dev Plaza, Opp. Andheri Fire Station S. V. Road, Andheri (West),
Mumbai - 400 058

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/we, being the member(s) of shares of Gb Global Limited, hereby appoint

1. Name:

Email Id:

Address:

Signature: or failing him/ her

2. Name:

Email Id:

Address:

Signature: or failing him/ her

3. Name:

Email Id:

Address:

Signature: or failing him/ her

as my/our proxy to attend and vote for me/us and on my/our behalf at the 01st ~~Annual General Meeting~~ Extra Ordinary General Meeting of the Company, to be held on 03rd December, 2025 at 10th Floor, Dev Plaza, Opp. Andheri Fire Station S. V. Road, Andheri (West) Mumbai-400058 at 11:30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote	
		For	Against
Special Business			
1.	TO CONSIDER AND APPROVE THE SCHEME OF MERGER BY WAY OF ABSROPTION BETWEEN OF GB GLOBAL LIMITED		

	(“TRANSFEROR COMPANY”) AND & DEV LAND & HOUSING PRIVATE LIMITED (“TRANSFeree COMPANY”) AND THEIR RESPECTIVE SHAREHOLDERS		
--	--	--	--

Signed this day of 2025

Signature of Share holder

Affix Rs. 1/- Revenue Stamp

Signature of Proxy Share holder (s)

Note:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- (2) A proxy need not be member of the Company.
- (3) A person appointed as Proxy shall act on behalf of not more than 50 (Fifty) Members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or Member.
- (4) Please put a (✓) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolution, your Proxy will be entitled to vote in the manner as he/ she think appropriate.