



CIN:L171201MH1984PLC033553

Date: 28th February, 2025

To,
The Manager
Listing Department
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Script code: 533204

Dear Sir / Ma'am,

To,
The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Symbol: GBGLOBAL

Sub: Outcome of the Board meeting held today i.e., 28th February, 2025

Please find attached the outcome of the Board meeting held today i.e., 28th February, 2025 at the registered office of the Company, in accordance with the provisions of Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Trusts this meets your requirements.

Kindly acknowledge the receipt.

Thanking you,
Yours faithfully,

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

VIJAY THAKORDAS
THAKKAR

Digitally signed by VIJAY
THAKORDAS THAKKAR
Date: 2025.02.28
18:44:11 +05'30'

Vijay Thakkar
Managing Director
DIN: 00189355

Encl: as above

GB GLOBAL LIMITED

(formerly known as Mandhana Industries Limited)

Regd. & Corporate Office: Dev Plaza, 10th Floor, Opp. Andheri Fire Brigade, S.V. Road, Andheri (West), Mumbai -400 058.
Tel.: 91-22-4038 3838 | E-mail: info@gbglobal.in | Website: www.gbglobal.in



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Exchange Plaza, C-1, Block-G,
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Mumbai - 400 051.

Symbol: GBGLOBAL

Sub: Outcome of the Board Meeting(09/2024-25)held today i.e.,28thFebruary, 2025

This is for your information and circulation among the stakeholders that the Board of Directors of the Company met on Friday, 28th February, 2025 at 04:00 p.m. (IST) at the Registered Office of the Company situated at 10th Floor, Dev Plaza, Opp. Andheri Fire Station S. V. Road, Andheri (West), Mumbai –400 058 and concluded at 06:40 p.m. (IST) and following items were discussed and approved unanimously:

1. Considered and approved the Merger of GB Global Limited ('Transferor Company') & Dev Land & Housing Private Limited ('Transferee Company') and their respective shareholders and Creditors by Scheme of Merger (By way of Absorption) under Sections 230 to 232 of the Companies Act, 2013 ('Act') and other applicable provisions of the Act read with the applicable Rules made thereunder.
2. Considered and approved to schedule the 02nd Extra-Ordinary General Meeting of the Company for the Financial Year 2024-25 on Monday, 31st March, 2025 at 2.30 p.m. (IST) at the registered office of the Company situated at 10th Floor, Dev Plaza, Opp. Andheri Fire Station S. V. Road, Andheri (West), Mumbai – 400 058.
3. Considered and approved the draft notice convening the 02nd Extra-Ordinary General Meeting of the Company.

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4. Considered and approved the closure of Register of Members and Share Transfer Books for the purpose of the 02nd Extra-Ordinary General Meeting.
5. Considered and approved the appointment of National Securities Depository Limited (NSDL) for providing E-voting facility in respect of the 02nd Extra-Ordinary General Meeting.
6. Considered and approved the appointment of Mr. Himesh Pandya, Practicing Company Secretary as a Scrutinizer for the Voting process for the 02nd Extra-Ordinary General Meeting of the Company pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.
7. Took on record the other agenda items related to operations of the business of the Company.

Further, in terms of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, we are furnishing herewith the details of the Scheme in "Annexure – I".

We request you to take note of the above and arrange to bring this to the notice of all concerned

Thanking you,
Yours faithfully,

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

VIJAY
THAKORDAS
THAKKAR

Digitally signed by
VIJAY THAKORDAS
THAKKAR
Date: 2025.02.28
18:45:04 +05'30'

Vijay Thakkar
Managing Director
DIN: 00189355

Date: 28th February, 2025

Place: Mumbai

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Annexure - I

Details of information as required under Regulation 30(6) read with Para A(7) of Part A of Schedule III of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023:

Brief details of the Amalgamation/ Merger:

Sr. No.	Requirement	Disclosure												
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	The details of GB Global Limited (“GB GLOBAL” or “Transferor Company”) and Dev Land & Housing Private Limited (“DLH” or “Transferee Company”) are as under: As on 31st March, 2024 <table><tr><th>Particulars</th><th>DLH</th><th>GB GLOBAL</th></tr><tr><td>Paid-up Capital</td><td>19,30,88,000</td><td>50,03,31,430</td></tr><tr><td>Net worth* (Standalone)</td><td>83,37,51,000</td><td>2,79,40,60,000</td></tr><tr><td>Turnover** (Standalone)</td><td>3,15,40,18,000</td><td>2,19,29,93,000</td></tr></table> * Net worth as per Companies Act 2013 ** Revenue from Operations	Particulars	DLH	GB GLOBAL	Paid-up Capital	19,30,88,000	50,03,31,430	Net worth* (Standalone)	83,37,51,000	2,79,40,60,000	Turnover** (Standalone)	3,15,40,18,000	2,19,29,93,000
Particulars	DLH	GB GLOBAL												
Paid-up Capital	19,30,88,000	50,03,31,430												
Net worth* (Standalone)	83,37,51,000	2,79,40,60,000												
Turnover** (Standalone)	3,15,40,18,000	2,19,29,93,000												
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	Yes, the said transaction would fall within related party transactions and the same is done at arm’s length.												
3.	Area of business of the entity(ies);	Transferee Company is currently engaged in Infrastructure, Construction, redevelopment of properties and other Real estate business. Transferor Company is inter alia, engaged in the business of manufacture of textile and sale of												

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		garments and Infrastructure business on consolidation basis.
4.	Rationale for amalgamation/ merger;	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: 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 profitability and efficient synergies of operations. 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;

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		vii. Seamless implementation of policy changes, reduction in the multiplicity of legal and regulatory compliances and costs rationalization resulting in improvement in shareholder returns; 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.
5.	In case of cash consideration - amount or otherwise share exchange ratio;	Exit opportunity shall be given to every shareholder except transferee Company.
6.	Brief details of change in shareholding pattern (if any) of listed entity.	The listed entity shall stand dissolved after post merger.

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