

# MAHABIR METALLEX LIMITED

Registered Office: A-3, NDSE, Part-1, New Delhi-110049

CIN: U28112DL2003PLC11841

Website: [www.mahabirmetallex.com](http://www.mahabirmetallex.com)

Email Id: [info@mahabirmetallex.com](mailto:info@mahabirmetallex.com) Phone: 011-41070148

## NOTICE

**Dear Member**

### **Notice pursuant to Section 110 of the Companies Act, 2013**

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for seeking approval of Shareholders for the Resolution appended below to be passed by Postal Ballot for the following:

1. To Reclassify the Promoters by adding New Promoters
2. To change the name of the Company from Mahabir Metallex Limited to SVP Housing Limited or any other name as approved by ROC or any other regulatory authority.
3. To appoint Mr. Vijay Kumar as Director of the Company.
4. To appoint Mr. Vijay Kumar as Managing Director of the Company.
5. To alter the Main Objects of the Company.
6. To appoint Mr. Chameli Devi as a Director of the Company.
7. To appoint Mr. Kamal Kakar as Independent Director of the Company.
8. To appoint Mr. Manish Kumar Singhal as Independent Director of the Company.
9. To appoint Mr. Ram Krishan Singal as Independent Director of the Company.

Accordingly, your consent is sought for the proposal as contained in the resolution(s) attached along with an explanatory statement pertaining to the resolution(s) setting out all material facts and the reasons thereof. Postal Ballot Form is also enclosed.

The Board of Directors has appointed Mr. Vipin Aggarwal, Partner of VAPS and Company, Chartered Accountants to act as a Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.

The members are requested to read the instructions carefully printed on the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope, so as to reach the scrutinizer at the Registered Office of the Company on or before the close of working hours on 21<sup>st</sup> May, 2016 Saturday). Members may choose to vote using the e-voting facility, the details whereof are also specified under instructions for e-voting as contained under 'Notes'. The scrutinizer will submit his report after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on 23<sup>rd</sup> May, 2016 at the Registered Office of the Company

### **SPECIAL BUSINESS**

**1. Reclassification of Promoters by adding New Promoters:**

To consider, and if thought fit, to give assent/dissent to the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Regulations 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members of the Company hereby approves the Reclassification by adding the following persons as new Promoters in Promoter/ Promoter Group including the existing Promoters:

<b>S. No.</b>	<b>Name of additional Promoters</b>	<b>No. Shares</b>	<b>Percentage</b>
1	Vijay Kumar	-	-
2	Saurabh Jindal	250000	2.40
3	Ankur Jindal	120000	1.15
4	Ankush Jindal	120000	1.15
5.	SVP Builders (I) Ltd	2850000	27.33
<b>Total</b>		<b>3340000</b>	<b>32.03</b>

**RESOLVED THAT** the Directors of the Company be and are hereby further authorized and directed to take necessary steps in this regard, including but not limited to informing SEBI, filing with the Stock Exchanges, etc.”

**2. To Change the name of the Company from Mahabir Metallex Limited to SVP Housing Limited.**

To consider, and if thought fit, to give assent/dissent to the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 13(2) and other applicable provisions, if any, of the Companies Act, 2013, read Companies (Incorporation) Rules, 2014 and any other applicable provisions or rules of Companies Act, 2013, thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to approval of Central Government or any other regulatory authority or authorities as may be necessary , consent of the members be and is hereby given for changing the name of the Company from “**Mahabir Metallex Limited**” to “**SVP Housing Limited**” or any other name as allowed by members, ROC or any other regulatory authority.

**RESOLVED FURTHER THAT** the name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly.

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things on behalf of the Company, as may be necessary, desirables or expedient to give effect to the above resolution”.

### **3. To appoint Mr. Vijay Kumar as a Director of the Company**

To consider, and if thought fit, to give assent/dissent to the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Rules framed thereunder as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Mr. Vijay Kumar (DIN: 00369802) who has been appointed as an Additional Director by the Board of Directors on 12<sup>th</sup> April, 2016 in terms of Section 161 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, being eligible for Appointment and in respect of whom Company has received a notice in writing pursuant to the provision of Section 160 of the Act from a member of the Company proposing his candidature for the Office of Director, be and is hereby appointed a Director of the Company whose period of office shall be liable to retire to determination by retirement of Directors by Rotation.

### **4. To appoint Mr. Vijay Kumar as Managing Director of the Company**

To consider, and if thought fit, to give assent/dissent to the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of sections 196, 197 and 203 and all other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the Rules made there under, as amended from time to time and subject to the approval of the Central Government, if any, approval of the Company be and is hereby accorded to the appointment of Mr. Vijay Kumar (DIN: 00369802), Director of the Company, as the Managing Director of the Company, for a period of five years w.e.f. 12<sup>th</sup> April, 2016 upon such terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board of Directors (the “Board”) and Mr. Vijay Kumar from time to time.

**RESOLVED FURTHER** that in the absence of or inadequacy of profits in any financial year during his tenure of office, the remuneration will be paid as a Minimum Remuneration

to Mr. Vijay Kumar, Managing Director of the Company, subject to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013".

**RESOLVED FURTHER** that the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

#### **5. To alter Main Object Clause of Memorandum of Association of the Company**

To consider, and if thought fit, to give assent/dissent to the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the necessary approval(s) if any, from the Competent Authorities, consent of the members be and is hereby given for the alteration of the Main Objects Clause of the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** Clause III A of the Memorandum of Association, in relation to the main objects, be and is hereby altered and amended by inserting New Clause in addition to existing clauses to read as under:

- . To carry on the business as owners builders colonisers, developers, promoters proprietors , occupiers lessors, civil contractors, maintainer and mortgagers of residential , commercial and industrial buildings, colonies, mill's and factory's sheds and building, workshop's buildings cinema's houses buildings and to deal in all kinds of immovable properties whether belonging to the Company or not.
- To undertake and to carry on the business of purchasing, selling and developing any type of land or plot whether residential, commercial, agricultural, industrial, rural or urban that may belong to company or to any other person of whatever nature and to deal in land or immovable properties of any description or nature on commission basis and for that purpose to make agreements to sell the land of the company or of anybody else.
- To erect and construct houses, buildings or civil and constructional works of every description on any land of the company or upon any other lands or immovable property and to purchase, take on lease, acquire in exchange or otherwise own, hold, occupy, construct, erect, alter, develop, colonise, decorate, furnish, pull down, improve, repair, renovate, build, plan, layout, set, transfer, mortgage, charge assign, let out, hire sublet or sub lease all type lands, plots, buildings hereditaments, bungalows, quarters, offices, flats, Chawls, warehouses, godowns, shops, stalls, markets, hotels, and restaurant's building, banquet halls, houses, structures, construction, tenement's roads, bridges,

land estates and immovable properties whether free hold or lease hold of any nature and description and where ever situated in way and partly consideration for a gross sum or rent or partly in one in other or any consideration.

- To act as an agent for purchasing, selling and letting on hire, land, agricultural land and houses whether multistory, commercial land/or residential buildings on commission basis.
- To consolidate or sub-divide, develop, maintain, purchase, sell and letting on hire agricultural lands into farms or farm houses and sheds and to let out the same on rental or license basis and or to sell the same on hire purchase or installment system or otherwise dispose of the same.
- To acquire land for the construction of multi- storeyed buildings and to licence the flats herein on suitable terms and conditions.
- To act as contractors for any person or government authorities for the construction of buildings of all description, roads, bridges, dams, earthwork sewers, tanks, drains, Culverts, channels, sewages, pools and other heavy and light construction and civil works.
- To maintain and provide services like security, maintenance, repair of the building or flats constructed by the company or any other person

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things on behalf of the Company, as may be necessary, desirables or expedient to give effect to the above resolution.”

#### **6. To appoint Mrs. Chameli Devi as Director of the Company**

To consider, and if thought fit, to give assent/dissent to the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Rules framed thereunder as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Mrs. Chameli Devi (DIN: 02360194) who has been appointed as an Additional Director by the Board of Directors on 12<sup>th</sup> April, 2016 in terms of Section 161 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, being eligible for appointment and in respect of whom Company has received a notice in writing pursuant to the provision of Section 160 of the Act from a member of the Company proposing his candidature for the Office of Director, be and is hereby appointed a Director of the Company whose period of office shall be liable to retire to determination by retirement of Directors by Rotation.

#### **7. To appoint Mr. Kamal Kakar as Independent Director of the Company**

To consider, and if thought fit, to give assent/dissent to the following resolution as **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Mr. Kamal Kakar (DIN: 06922875) who has been appointed as an Additional Director of the Company in the capacity of the Independent Director by the Board of Directors with effect from 12<sup>th</sup> April 2016 in terms of Section 161 (1) of the Companies Act, 2013 has submitted the declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing pursuant to the provision of Section 160 of the Act from a member of the Company proposing his candidature for the office of Director pursuant to the provision of 149, 152 and other applicable provision of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force), be and is hereby appointed as an Independent Director of the Company for a period of five years , not being eligible to retire by rotation.”

**8. To appoint Mr. Manish Kumar Singhal as Independent Director of the Company**

To consider, and if thought fit, to give assent/dissent to the following resolution as **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Mr. Manish Kumar Singhal (DIN: 01814983) who has been appointed as an Additional Director of the Company in the capacity of the Independent Director by the Board of Directors with effect from 12<sup>th</sup> April 2016 in terms of Section 161 (1) of the Companies Act, 2013 has submitted the declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing pursuant to the provision of Section 160 of the Act from a member of the Company proposing his candidature for the office of Director pursuant to the provision of 149, 152 and other applicable provision of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force), be and is hereby appointed as an Independent Director of the Company for a period of five years, not being eligible to retire by rotation.”

**9. To appoint Mr. Ram Krishan Singal as Independent Director of the Company**

To consider, and if thought fit, to give assent/dissent to the following resolution as  
**Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Mr. Ram Krishan Singhal (DIN: 07472495) who has been appointed as an Additional Director of the Company in the capacity of the Independent Director by the Board of Directors with effect from 12<sup>th</sup> April 2016 in terms of Section 161 (1) of the Companies Act, 2013 has submitted the declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing pursuant to the provision of Section 160 of the Act from a member of the Company proposing his candidature for the office of Director pursuant to the provision of 149, 152 and other applicable provision of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force), be and is hereby appointed as an Independent Director of the Company for a period of five year, not being eligible to retire by rotation.”

By the Order of the Board  
For Mahabir Metallex Limited  
SD/-  
Manoj Gupta  
Director  
DIN 00076234

Date: 12.04.2016

Place: New Delhi

**Notes:**

1. Explanatory Statement and reasons for the proposed special businesses pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. The Notice is being sent under to all the Members whose names would appear in the Register of Members / Record of Depositories as on 12<sup>th</sup> April, 2016.
3. The Board of Directors of the Company has appointed Mr. Vipin Aggarwal, Partner of M/s. VAPS and Company, Chartered Accountants, as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of his scrutiny, the Scrutinizer will submit his report to the Managing Director of the Company.
4. The Resolutions will be taken as passed effectively on the date of announcement of the result by the Managing Director of the Company, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the

Resolutions. The result of the Postal Ballot will be declared on 23<sup>rd</sup> May, 2016 at the Registered Office of the Company. After declaration, the result of the Postal Ballot shall also be posted on the Company's website i.e [www.mahabirmetallex.com](http://www.mahabirmetallex.com), besides communicating the same to the BSE Limited (Stock Exchange), where the shares of the Company are listed.

5. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on any working day excluding Saturday and Sunday till the last date for receiving Postal Ballot Forms by scrutinizer i.e. 21<sup>st</sup> May, 2016.
6. The Postal Ballot form and the self-addressed envelope are enclosed for use of members. Shareholders are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
7. The Company pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, is extending e-voting facility for its Members to enable them to cast their vote electronically instead of sending the postal ballot form as suggested above. The Company has appointed Mr. Vipin Aggarwal, Partner of M/s. VAPS and Company, Chartered Accountants, who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner.
8. The e-voting facility will be available at the link <https://www.evoting.nsdl.com>. during the voting period.
9. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their email IDs with the Company / their respective Depository Participants along with physical copy of the Notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.
10. Members are requested to note that the e-voting will open on 22<sup>nd</sup> April, 2016 (9:00 a.m.) and shall remain open upto 21<sup>st</sup> May 2016 (5:00 PM) E-voting shall not be allowed beyond 5 p.m. on 21<sup>st</sup> May 2016.

**11. The process & manner for e-voting are as under:**

- a. The voting period begins on 22<sup>nd</sup> April, 2016 (9:00 AM) and ends on 21<sup>st</sup> May 2016 (5:00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 12<sup>th</sup> April, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- b. The shareholders should log on to the e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c. The instructions and other information for e-voting are as under:
  - Open email and open PDF file with your Client ID or Folio No. as password. The PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
  - Launch internet browser by typing the [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - Click on "Shareholder – Login".



- Put user ID and password as initial password/PIN noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
- Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- Home page of “e-voting” opens. Click on e-Voting: Active Voting Cycles.
- Select “EVEN” of **MAHABIR METALLEX LIMITED**.
- Now you are ready for e-voting as “Cast Vote” page opens.
- Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- Once you have voted on the resolution, you will not be allowed to change /modify your vote.
- 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vipin\_1960@hotmail.com with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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 Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

**Please note that:**

- 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 Password' option available on the site to reset the password.
- Your login ID and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended that you do not share your password with any other person and take utmost care to keep it confidential.

**12. Kindly note that the members can opt only one mode for voting i.e. either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both via Physical Ballot and e-voting, then voting done through Physical Ballot shall prevail and voting done by e-voting will be ignored.**

## Contact Details

<b>Company:</b> Mahabir Metallex Limited A-3, NDSE, Part-1, New Delhi-110049 Email Id: <a href="mailto:info@mahabirmetallex.com">info@mahabirmetallex.com</a> Phone No.: +91-11-41070148	<b>Registrar &amp; Transfer Agent:</b> Bigshare Services Private Limited E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai – 400072 Email Id: info@bigshareonline.com Ph.: +91-22-28470652
<b>Scrutinizer:</b> CA Vipin Aggarwal Email id: <a href="mailto:vipin_1960@hotmail.com">vipin_1960@hotmail.com</a>	<b>E-voting Agency:</b> National Securities and Depository Limited Email Id: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>

**13. Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 Information about Directors Proposed to be appointed / Reappointed is furnished below:**

Name of the Director	Designation	Date of Birth & Shareholding	Qualification/ Nature of Expertise	Disclosure of Relationship between Director	Directorship held in other Companies	Membership/Chairmanship of Committees in other Companies
Vijay Kumar	Managing Director	15.12.1956	Graduate	Vijay Kumar is related to Mrs. Chameli Devi	S V Liquor India Limited Gaziabad Hotels Private Limited Meenal Steels Private Limited Ganesh Buildtech Private Limited Five Vision Promoters Private Limited Samrat Infinlease Limited Sri Hari	NIL

					Buildwell Private Limited	
					RKVK Infotech Private Limited	
					ARSS Buildtech Private Limited	
					Motive Exim Private Limited	
					SVP Builders (India) Limited	
Chameli Devi	Director	07.11.1953	Graduate	Mrs. Chameli Devi is related to Mr. Vijay Kumar	RKVK Infotech Private Limited	NIL
Manish Singhal	Independent Director	27.10.1961	Graduate	Not related with any other Director	NIL	NIL
Ram Krishan Singal	Independent Director	08.02.1939	Post Graduate	Not related with any other Director	NIL	NIL
Kamal Kakar	Independent Director	26.10.1953	Graduate	Not related with any other Director	NIL	NIL

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 1:

On December 18, 2015, M/s. SVP Builders (India) Limited (“Acquirer”) has entered into Share Purchase Agreements (“SPA”) with the promoters of the Company with Mr. Manoj Gupta, Mr. Kanav Gupta and Mrs. Anju Gupta for the acquisition of 28,00,000 (Twenty Eight Lacs) fully paid-up Equity Shares of Rs.10/- (Rupees Ten) each representing 26.85% of the paid up equity share capital of the Company at a negotiated price of Rs. 12.00/- (Rupee Twelve only) per fully paid-up equity shares pursuant to which Acquirer made a Takeover Open Offer to acquire 26% of the paid up capital of the Company. The Takeover Open Offer has been completed on 31<sup>st</sup> March, 2016 and the Acquirer has become the promoter of the Company. In compliance with SEBI (LODR) Regulations, 2015, a resolution of shareholders is required to be passed as a Special Resolution in this regard.

#### Item No. 2:

It was proposed to change the present Name of the Company to **SVP HOUSING LIMITED** in order to reflect the new business initiatives undertaken by the Company in due course of time. The object clause is also being amended for this purpose. The Board of Directors at their meeting held on 12<sup>th</sup> April, 2016 considered and approved placing before the shareholders the change of name of the Company to SVP Housing Limited.

In terms of provisions of Companies Act, 2013, consent of the members of the company is required to change the name of the Company. Accordingly the Board recommends the special resolution for your approval.

None of the Directors and Key Managerial Persons (KMP) is concerned or interested in the above Resolution except to the extent of their shareholding.

#### Item No. 3:

Mr. Vijay Kumar is proposed to be appointed as a Director of the company. In this regard the Company has received request in writing from a member of the company proposing his candidature for appointment as Director of the Company along with a refundable security of Rs. 1,00,000/- as required under Section 160 of Companies Act, 2013. The Board feels that presence of Mr. Vijay Kumar on the Board is desirable and would be beneficial to the company and hence recommend Resolution No. 3 for adoption.

Except Mrs. Chameli Devi being wife of Mr. Vijay Kumar, none of the other Directors/Managers/Key Managerial Personnel and their relatives is interested, financial or otherwise in the said resolution, except and to the extent of their shareholding.

#### Item No. 4:

The Board on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members and the Central Government, appointed Mr. Vijay Kumar as the Managing Director of the Company, designated for a period of five (5) years commencing from 12<sup>th</sup> April 2016. Mr. Vijay Kumar has joined the Board of the Company on 12<sup>th</sup> April 2016 and was appointed as Additional Director.

Mr. Vijay Kumar does not acquire any shares in the Company and his relatives and persons acting in concert has acquired 32.03% shareholding in the Company in March 2016 and through an Open Offer to the shareholders of the Company.

S. No.	Names of the Companies	Designation
1	S V Liquor India Limited	Managing Director
2	Gaziabad Hotels Private Limited	Director
3	Meenal Steels Private Limited	Director
4	Ganesh Buildtech Private Limited	Director
5	Five Vision Promoters Private Limited	Director
6	Samrat Infinlease Limited	Director
7	Sri Hari Buildwell Private Limited	Director
8	RKVK Infotech Private Limited	Director
9	ARSS Buildtech Private Limited	Director
10	Motive Exim Private Limited	Director
11	SVP Builders ( India) Limited	Director

Mr. Vijay Kumar and Mrs. Chameli Devi being relatives are interested in the resolution.

The principal terms and conditions of appointment as Managing Director and additional disclosures in accordance with Chapter V are as follows:

- Remuneration of Rs. 1200000/ – i.e. Rs.100000/- per month;
- Term of Appointment – 5 years;
- Period : 12<sup>th</sup> April 2016 to 11<sup>th</sup> April 2021;
- **Nature of duties:**
  - a. The Managing Director shall devote his whole time attention to the business of the Company and carry out such duties and exercise such powers as may be required, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one

or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.

- b. He shall undertake to employ the best of the skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to her from time to time by the Board.
- c. He shall not at any time exceed the powers so delegated by the Board.

➤ **Nature of Industry:**

- Mahabir Metallex Limited is into the business of trading and distribution of TMT Bars, Rolled Products, Billets, Colour Coated Sheets, Steel strips/Colled Rolled Strips, Round Angle Channel Bars, Ignots, Steel Pipes and Tubes. The company was incorporated on 2003 and is based in Delhi, India

➤ **Financial Performance:** Performance of the Company for the last three years is as follows:

Item	2014-15	2013-14	2012-13
Income from Operation (Gross)	95,036,173.00	-	-
Profit/(Loss) before Tax	9,36,806.00	1,60,891.00	(20,908.00)
Profit/(Loss) after Tax	6,68,593.00	1,10,170.00	(20,908.00)

- Export Performance and net foreign exchange earnings : NIL
- Foreign Investments or Collaborations, if any : NIL

**Item No. 5**

The Company is destined to pursue new activities by alteration of the Main objects of the company by inserting new clause, in order to achieve the new set of goals and objects.

In terms of provisions of Companies Act, 2013, consent of the members of the company is required to change the main objects of the Company. Accordingly the Board recommends the special resolution for your approval.

None of the Directors and Key Managerial Persons (KMP) is concerned or interested in the above Resolution except to the extent of their shareholding.

**Item No. 6**

Under Section 161(1) of the Companies Act, 2013 Mrs. Chameli Devi holds office only up to the date of ensuing Annual General Meeting of the Company. A notice has been received from a member proposing her candidature for the office of Director of the Company, under section 160 of the Companies Act, 2013. Mrs. Chameli Devi is not holding any shares in the Company. Board recommends her appointment to the members of the Company. Her other directorships include \_

Name of the Company	Designation
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RKVK Infotech Private Limited	Director
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In accordance with the provisions of Section 149 of the Companies Act, 2013, appointment of Director requires approval of members.

The Board recommends the Resolution for approval of the members as an Ordinary Resolution. Mr. Vijay Kumar and Mrs. Chameli Devi being relatives are interested in the resolution. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **Item No. 7 ,8 & 9**

In order to broad base and strengthen the Board of the Company by induction of Independent Directors, the Board of Directors have appointed Mr. Kamal Kakar, Mr. Manish Kumar Singhal and Mr. Ram Krishan Singal as Additional Directors of the Company with effect from 12<sup>th</sup> April 2016.

Under Section 161(1) of the Companies Act, 2013 Mr. Kamal Kakar, Mr. Manish Kumar Singhal and Mr. Ram Krishan Singal holds office only up to the date of ensuing Annual General Meeting of the Company. A notice has been received from the members proposing their candidature for the office of Director of the Company, under section 160 of the Companies Act, 2013. Mr. Kamal Kakar, Mr. Manish Kumar Singhal and Mr. Ram Krishan Singal does not holds any shares in the Company.

The Board considers that their appointments would be of immense benefit to the Company. In the opinion of Board of Directors, Mr. Kamal Kakar, Mr. Manish Kumar Singhal and Mr. Ram Krishan Singal satisfies the conditions prescribed in the Act and the Corporate Governance norms for an Independent Director and the Board recommends their appointment to the members of the Company. They do not hold directorship in any other company.

In accordance with the provisions of Section 149 of the Companies Act, 2013, appointment of an Independent Director requires approval of members.

The Board recommends the Resolution for approval of the members as an Ordinary Resolution for Mr . Kamal Kakar, Mr. Manish Kumar Singhal and as Special Resolution for Mr. Ram Krishan Singal.

Except Mr. Kamal Kakar, Mr. Manish Kumar Singhal and Mr. Ram Krishan Singal being the appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

By the Order of the Board  
For Mahabir Metallex Limited

Date: 12.04.2016  
Place: New Delhi

SD/-  
Manoj Gupta  
Director  
DIN 00076234



## MAHABIR METALLEX LIMITED

(CIN: U28112DL2003PLC118413)

Regd. Office: A-3, NDSE, Part-I, New Delhi-110092

Phone No.: +91-11-41070148; Email Id: [info@mahabirmetallex.com](mailto:info@mahabirmetallex.com); Website: [www.mahabirmetallex.com](http://www.mahabirmetallex.com)

### POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

1.	Name of the Member (s) (including joint holders if any) <b>(in Block Letters)</b>	
2.	Registered address of sole/ First named member	
3.	Registered folio No./ DP ID No./Client No.* (*Applications to investor holding shares in dematerialised form)	
4.	Number of Shares held	

I/We hereby exercise my/our vote in respect to the resolutions to be passed through postal ballot for the business as stated in the notice dated 12<sup>th</sup> April, 2016 of the Company by conveying my/our assent or dissent to the said resolutions by placing a (v) mark at appropriate box below:

SI No.	Resolution Summary	No. of Shares held by me/us	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Special Resolution for Reclassification of Promoters by adding New Promoters.			
2.	Special resolution for change the name of the Company from Mahabir Metallex Limited to SVP Housing Limited			
3.	Ordinary resolution for appointment of Mr. Vijay Kumar as Director of the Company			
4.	Special resolution for appointment of Mr. Vijay Kumar as Managing Director of the Company			
5.	Special Resolution for alteration of Memorandum of Association by adding New Clause in addition to the existing Clauses of the Company			
6.	Ordinary resolution for appointment of Mrs. Chameli Devi as Director of the Company			
7.	Ordinary Resolution for Appointment of Mr. Kamal Kakar as Independent Director of the Company.			
8.	Ordinary Resolution for Appointment of Mr. Manish Kumar Singhal as Independent Director of the Company			
9.	Special Resolution for Appointment of Mr. Ram Krishan Singal as Independent Director of the Company.			

Place:

Date:

\_\_\_\_\_  
(Signatures of the Shareholder)



### ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows:

<b>EVEN (E-Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD</b>

The E-voting facility will be available during the following voting period:

<b>Commencement of E-voting</b>	<b>End of E-voting</b>
<b>22<sup>nd</sup> April, 2016 ( 9.00 A.M.)</b>	<b>21<sup>st</sup> May, 2016 ( 5.00 P.M.)</b>

#### Notes:

1. Please read the instructions printed overleaf carefully before filling this Form and for e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is 21<sup>st</sup> May, 2016 up to 17.00 Hours IST.
3. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail address with the Company by sending an email to [info@mahabirmetallex.com](mailto:info@mahabirmetallex.com) in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in Demat form to enable the Company to serve Annual Reports, Notices and other correspondence in electronic form.

## Instructions

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named Member and in his / her absence, by the next-named Member.
5. Consent must be accorded by placing a tick mark (V) in the column 'I assent to the resolution' or dissent must be accorded by placing a tick mark (V) in the column 'I dissent to the resolution'.
6. The votes of a Member will be considered invalid on any of the following grounds:
  - a. if the Postal Ballot Forms are unsigned, incomplete or incorrectly filled;
  - b. if the Member's signature does not tally;
  - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceed the total number of shares held;
  - d. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member, or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or it is difficult to verify the signature, or one or more of the above grounds.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 21<sup>st</sup> May, 2016. If any Postal Ballot Form is received after this date, it will be considered that no reply from the concerned Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled -in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in Item (7) above.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at vipin\_1960@hotmail.com, with a copy marked to evoting@nsdl.co.in, or deposited at the registered office / corporate office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Shareholders as on 12<sup>th</sup> April, 2016.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.