
SVP HOUSING LIMITED

(Formerly Known As MAHABIR METALLEX LIMITED)

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

CIN: L70100DL2003PLC118413

Website: www.mahabirmetallex.com

Email Id: 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 special business:

1. Migration of the Company from SME Exchange to Main Board.
2. Issue of 750,000 Equity Shares to the promoter M/s SVP Builders (India) Limited on preferential basis by converting part of their loan into equity.

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 Liza Sahni & Company, Company Secretaries, New Delhi 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 03rd June, 2017, 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 5th June 2017 at the Registered Office of the Company

SPECIAL BUSINESS

1. Migration of the Company from SME Exchange to Main Board.

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

Special Resolution:

RESOLVED THAT pursuant to the SEBI (ICDR) Regulations & other applicable provisions of the Companies Act 2013, read with the underlying rules & regulations of MCA (including any statutory modifications or re-enactment thereof for the time being in force) consent of the

shareholders of the company be & is hereby accorded to migrate the company, currently listed on SME Exchange of BSE Ltd. to the Main Board of BSE Ltd.

FURTHER 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, signing with the fresh listing agreement with BSE etc.”

2. Issue of Equity Shares on preferential basis to the promoter M/s SVP Builders (India) Limited

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

“RESOLVED THAT in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with Stock Exchanges where the Company’s shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulation 2009, as may be applicable to the preferential issue of Equity shares and other applicable regulations of SEBI, if any and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as “the Board”) and subject to such, consents and approvals of SEBI, Stock Exchanges, Government of India, or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals and which may be agreed to by or any other authorities as may be necessary for that purpose, the consent of the members of the company be and is hereby accorded to the Board to issue and allot 7,50,000 Equity shares (Seven lacs Fifty Thousand only) of Rs.10/- each to the promoter M/s SVP Builders (India) Limited @ Rs. 42 per share against the conversion of part of their loan amount of Rs. 3,15,00,000/- (Rupees Three Crores Fifteen Lacs Only) on such terms and conditions as may be determined by the Board in accordance with the Securities & Exchange Board of India (“ SEBI”) (Issue of Capital and Disclosure Requirements) Regulations 2009 (including any amendments thereto or re-enactment thereof) or other provisions of Law as may be prevailing at the time, provided that the price of the equity shares so issued shall not be less than the minimum price to be arrived in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations.”

“FURTHER RESOLVED THAT the pricing of the Equity Shares to be issued & allotted will be in accordance with the SEBI (ICDR) Regulations with reference to the ‘Relevant Date.’ The “relevant date” for the purpose of pricing of equity shares is 05.05.2017 i.e., thirty days prior to the date on which the results of the postal ballot will be declared (05.06.2017)

“FURTHER RESOLVED THAT the new equity shares issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other

corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.”

“FURTHER RESOLVED THAT the Company will apply for listing of the new equity shares and will also make an application to the Depositories for admission of the new equity shares.”

FURTHER RESOLVED THAT the Directors of the Company be and are hereby further authorized and directed to take necessary steps in this regard to bring effect of the above resolution.”

By the Order of the Board
For SVP Housing Limited
Sd/-

Vijay Kumar
Director

DIN 00369802

Date: 28.04.2017

Place: New Delhi

Notes:

1. Explanatory Statement and reasons for the proposed 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 28th April,2017.
3. The Board of Directors of the Company has appointed Liza Sahni & Company, Company Secretaries 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 her 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 05th June 2017 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, besides communicating the same to the BSE Limited (Stock Exchange), where the shares of the Company are listed.
5. 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.
6. 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 Liza Sahni & Company, Company Secretaries, New Delhi 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.

7. The e-voting facility will be available at the link <https://www.evoting.nsdl.com>. during the voting period.
8. 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.
9. Members are requested to note that the e-voting will open on 5th May 2017 (9:00 a.m.) and shall remain open upto 3rd June 2017 (5:00 PM). E-voting shall not be allowed beyond 5 p.m. on 3rd June 2017.

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

a. The voting period begins on 5th May 2017 (9:00 AM) and ends on 3rd June 2017 (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 28th April 2017, 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.

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

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 **SVP HOUSING 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 cslizasahni@gmail.com with a copy marked to 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

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.

11. 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

Company:

SVP Housing Limited
A-3, NDSE, Part-1, New Delhi-110049
Email Id: info@mahabirmetallex.com
Phone No.: +91-11-41070148

Scrutinizer:

Liza Sahni & Company,
Company Secretaries, New Delhi
Email id: cslizasahni@gmail.com

Registrar & Transfer Agent:

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

E-voting Agency:

National Securities and Depository Limited
Email Id: evoting@nsdl.co.in

ANNEXURE TO THE NOTICE

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

Item No. 1

The company has completed 2 years of having being listed and trading on the SME platform and hence eligible to migrate on the main board of BSE as per SEBI guidelines. Also, listing on the Main Board will result in enhanced recognition and increased participation by retail investors.

The members are therefore requested to give their approval to migrate the company from the existing SME Exchange to the Main Board as set out in the resolution.

None of the Directors is interested in the above resolution.

Item No 2.

The special resolution as mentioned under item 2 proposes to authorize the Board of directors to issue and allot 7,50,000 equity shares to promoter M/s SVP Builders (India) Limited on such terms of conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

Further the Company has been approached by M/s SVP Builders (India) Limited to convert their debt into equity & the Board considered the offer and decided to issue equity shares on preferential basis to them against the loan aggregating to a sum of Rs.3.15 crores. The Information pertaining to the proposed preferential allotment in terms of the Chapter VII of SEBI (ICDR) Regulations, 2009 and subsequent amendments there to is as stated below:

(I) Object of the Issue through preferential Allotment:

To convert the debt of the company into equity thereby improving the debt equity ratio of the company.

(II) Pricing of the Issue and Relevant Date:

The equity shares will be issued at such a price not lower than the minimum price as stipulated in Chapter VII of SEBI (ICDR) Regulations (Regulation 76) i.e., the higher of the following:

- a. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the 26 weeks preceding the relevant date; or
- b. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the 2 weeks preceding the relevant date.

“Relevant Date” in relation to the issue of equity shares in accordance with the SEBI (ICDR) Regulations, would be 05.05.2017 being the date 30 days prior to the date of result of postal ballot where the proposed preferential issue is being considered for approval of the members.

A Certificate will be obtained from the Statutory Auditors / Practicing Company Secretary confirming the minimum price for the preferential issue as per Preferential Issue Guidelines

in Chapter VII of SEBI (ICDR) Regulations, 2009 along with the calculation thereof and the same will be made available for inspection at the Registered Office of the Company.

(III) The proposal of the promoters, or their associates and relatives, directors/key managerial persons of the issuer to subscribe to the offer:

The proposed allottee fall under Promoter and Public categories as mentioned under point No.(IV). The said allottee propose to subscribe for 750,000 equity shares. The requirement of issue of securities on preferential basis is necessitated to fulfill the objects as mentioned in point No(1).

(IV).Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control; the proposed allottees and percentage or pre and post preferential issue capital that may be held by them:

Name of the proposed allottee	Pre- Issue holding		No of shares to be allotted	Post Issue holding	
	No of shares	% of shares		No of shares	% of shares
SVP Builders (Inda) Limited	2850000	27.32	750000	3600000	32.2
(Promoter Category)					

(V) Shareholding pattern before and after preferential issue of the capital would be as follows:

Category	Pre Preferential Issue		Post Preferential Issue	
	No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
Promoter(A)	4147400	39.77	4897400	43.81
Public(B)	6282000	60.23	6282000	56.19
Total(A+B)	10429400	100	11179400	100
Non Promoter Non Public©	-	-	-	-
Grand Total (A+B+C)	10429400	100	11179400	100

(VI) Proposed time within which the allotment shall be completed:

The allotment of equity shares shall be completed, within a period of 15 days from the date of passing of the resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority including SEBI, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

(VII) Approvals:

The Company will take necessary steps to obtain the required approvals from the Stock Exchanges, SEBI, or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.

(VIII) SEBI Takeover code:

In the present case proposed allottees don't attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

(IX) Holding of shares in demat form,

The entire shareholding of the proposed allottee in the company, if any, is held in dematerialized form. The proposed shareholder have Permanent Account Number.

(X) Lock –in Period:

The equity shares proposed to be allotted shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from all the stock exchanges where the securities of the Company are listed as per Chapter VII of the SEBI (ICDR) Regulations, 2009.

(XI) Auditor Certificate:

Certificate from the Statutory Auditors confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2009 will be/is obtained.

(XII) Control:

As a result of the proposed preferential allotment of equity shares, there will be no change in the composition of the Board of Directors and control of the Company.

(XIII) Undertakings:

In terms of SEBI (ICDR) Regulations, 2009 issuer hereby undertakes that:

- a) It shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continued to be locked in till the time such amount is paid by the allottee..

(XIV) Compliances:

The company has complied with the requirement of minimum public shareholding of 25% as per Regulation 38 of SEBI (LODR) Regulations.

(XV) Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Agreement with the Stock Exchanges for authorizing the Board to issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters on preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice.

None of the directors are concerned or interested in the above said resolution.

For SVP Housing Limited

Date: 28.04.2017

Place: New Delhi

SD/-

Vijay Kumar

Managing Director

DIN 00369802

SVP HOUSING LIMITED

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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) (in Block Letters)	
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 28th April,2017 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 Migration of the Company from SME to the Main Board of BSE.			
2.	Special resolution for Issue of 750000 Equity Shares to the Promoter SVP Builders (India) Limited on preferential Basis by converting part of their loan into equity.			

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:

EVEN (E-Voting Event Number)	USER ID	PASSWORD

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

Commencement of E-voting	End of E-voting
5th May, 2017 (9.00 A.M.)	3rd June, 2017 (5.00 P.M.)

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 3rd June, 2017 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 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 (✓) in the column 'I assent to the resolution' or dissent must be accorded by placing a tick mark (✓) 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 3rd June, 2017. 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 cslizasahni@gmail.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 28th April, 2017.
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.