

MAHABIR METALLEX LIMITED

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

CIN: U70100DL2003PLC118413

Website: www.mahabirmetallex.com

Email Id: info@mahabirmetallex.com Phone: 011-41070148

NOTICE

Dear Member

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the shareholders of the Company will be held on Tuesday, 12th day of July, 2016 at 2.30 P.M. at the registered office of the company at A-3 NDSE , Part-1, New Delhi for the purposes of considering and, if thought fit, passing the following resolutions:-

SPECIAL BUSINESS

1. Takeover the housing project from SVP Builders (I) Limited :

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

“RESOLVED THAT The board of the directors of the company has decided to take over the Housing Project of approximately 2 million sq.ft named as “Gulmohur Vatika” situated at NH-24, Wave City, Ghaziabad from SVP Builders (India) Limited who have entered into an agreement with M/s Uppal Chadha Hi-Tech Developers Private Limited to develop the project.”

2. To increase the Authorized share Capital of the Company from Rs. 10,50,00,000 (Rupees Ten Crores Fifty Lacs Only) to Rs. 25,00,00,000 (Rupees Twenty Five Crores Only)

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 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the shareholders be & is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 10,50,00,000 (Rupees Ten Crores Fifty Lacs Only) divided into 1,05,00,000 equity shares of Rs. 10/- each to Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) divided into 1,50,00,000 Equity shares of Rs 10 each and 1,00,00,000 Preference shares of Rs 10 each.”

3. To issue Redeemable Cumulative Preference Shares of Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 preference shares of Rs. 10/- each issued at par

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

“RESOLVED THAT the consent of the shareholders be & is hereby accorded to issue Redeemable Cumulative Preference Shares of Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 preference shares of Rs. 10/- each issued at par to M/s SVP Builders (India) Limited as part payment of the takeover of the housing project Gulmohur Vatika if the shareholders approve the takeover of the project as per item no. 1 of this notice. . “

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.

The Company has provided its shareholder remote e-voting facility in compliance with section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015. The Company has engaged NSDL as authorized agency to provide e-voting facility for all the business to be transacted at the EGM to be held on 12th day of July 2016.

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

The Detail as required pursuant to the Act and Rules as under:-

1. The Cut-off date to determine the eligibility to cast vote by electronic means is 6th July, 2016, Wednesday. The E voting shall be open for four (4) days, commencing at 9.00 A.M. on Friday, 8th July 2016 and ending at 5 P.M. on Monday, 11th July, 2016 for all shareholders whether holding shares in physical form or in dematerialized form. The E-voting module shall be disabled by NSDL thereafter. Remote e-voting shall not be allowed beyond the said date and time.
2. The members who have not casted their votes by remote e-voting can exercise their voting right at the EGM. The company will make arrangements of poll in this regard at the EGM Venue.
3. A member may participate in the meeting even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the meeting.
4. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date i.e on 06th July 2016

only shall be entitled to avail the facility of e-voting. A person, who acquires shares and becomes shareholder of the company after dispatch of the notice and holding shares as of cut-date can do remote e-voting by obtaining the login id and password by sending an email to Helpdesk@nsdl.co.in by mentioning his folio no./DPID and client id no. However if such shareholder is already registered with NSDL for remote E-voting then existing user id and password can be used for casting his vote.

By the Order of the Board
For Mahabir Metallex Limited

Sd/-

Vijay Kumar
Managing Director

DIN : 00369802

Date: 13.06.2016

Place: New Delhi

Notes:

1. Explanatory Statement and reasons for the proposed special businesses pursuant to Section 102(1) read with Section 108 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 / Register of beneficiary in the record of Depositories as on 13th day of June,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 E-voting process in a fair and transparent manner and to receive and scrutinize the e-voting 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 Extra Ordinary Meeting to be held on Tuesday, 12th day of July, 2016. After declaration, the result of the E-voting 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 Company pursuant to Section 108 of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015, is extending e-voting facility for its Members to enable them to cast their vote electronically. 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.
6. The e-voting facility will be available at the link <https://www.evoting.nsdl.com>. during the voting period.
7. 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.

8. Members are requested to note that the e-voting will open on Friday, 08th day of July, 2016 (9:00 A.M.) and shall remain open upto Monday, 11th day of July, 2016 (5:00 P.M.) E-voting shall not be allowed beyond 5 P.M. on Monday, 11th day of July 2016.

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

- a. The voting period begins on Friday, 08th day of July, 2016 (9:00 A.M.) and ends on Monday, 11th day of July 2016 (5:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Wednesday, 6th day of July, 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.
- 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 **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

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.

Contact Details

Company: Mahabir Metallex Limited A-3, NDSE, Part-1, New Delhi-110049 Email Id: info@mahabirmetallex.com Phone No.: +91-11-41070148	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
Scrutinizer: CA Vipin Aggarwal Email id: vipin_1960@hotmail.com	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 Board in its meeting held on 13th day of June 2016 has considered the proposal to takeover the housing project named as “Gulmohur Vatika” from M/s SVP Builders (India) Limited to start the business of development of the housing project by the company. M/s SVP Builders (India) Limited has entered into two agreements with M/s Uppal Chadha Hi-Tech Developers Private Limited for the purchase of land situated at sector 6, Wave city, NH-24, Ghaziabad (11612.783 Sq. Mtrs.) having FSI of 5 lacs Sq. Ft for Rs. 31,00,00,000/- (Rupees Thirty One Crores Only) and the purchase of land situated at sector 6, Wave city, NH-24, Ghaziabad (35999.628 Sq. Mtrs.) having FSI of 15.5 lacs Sq. Ft. for Rs. 82,51,58,000/- (Rupees Eighty Two Crores Fifty One Lacs Fifty Eight Thousand Only) respectively totalling to land area of 47612.411 Sq. Mtrs having FSI of 20.5 lacs Sq.ft for Rs. 113,51,58,000 (Rupees One Hundred Thirteen Crores Fifty One Lacs Fifty Eight Thousand Only). For this, the company M/S SVP Builders (I) Limited has made payment to Wave city i.e. Uppal Chadha Hi-Tech Developers Private Limited of Rs. 29.43 crores approximately and incurred some expenditure on the project. Besides this M/s SVP Builders (I) Limited received an amount of Rs. 2.40 Crores approximately (Net of service tax) from the customers.

The board has decided that it will take over the project from SVP Builders (I) Limited at a total consideration of Rs. 30 Crores approximately after considering the total expenditure already incurred by M/s SVP Builders (India) Limited alongwith the advances already received from the bookings of the project. Remaining payment due to Uppal Chadha Hi-Tech Developers Private Limited will be made by the company. SVP Builders (India) limited) is transferring this project to the company at cost and is not making any profit from this transfer. Since substantial network of the company is proposed to be invested in the takeover of the project, the Board is of the opinion that it is necessary to seek the approval of the shareholders of the company.

The payment will be made partly in cash (approximately 10 Crores) out of the working capital of the company and partly through the issue of preference shares (approximately 10 crores) and the remaining payment will made by the company after one year.

None of the shareholders except SVP Builders (I) Limited is interested in this resolution.

The Board considers the passing of the resolution by the shareholders.

Item No. 2:

The Company is having an existing authorized share capital of Rs. 10,50,00,000/- (Rupees Ten Crores Fifty Lacs Only) consisting of 1,05,00,000 equity Shares of Rs. 10/- each. Since the company would require more funds for expanding its business and meeting its current expenditure it was necessary to raise the authorized share capital of the company from Rs. 10,50,00,000/- to Rs 25,00,00,000/- keeping in view the company's future requirement of Funds.

None of the Directors are in any way concerned or interested in the said resolution except to the extent of their shareholdings in the Company.

Item No. 3:

Subject to the approval of Item No 1 by the shareholders, the company has to make payment to M/s SVP Builders (India) Limited for the takeover of the project "Gulmohur Vatika" So the company is also seeking the consent of the shareholders to issue Redeemable Cumulative Preference Shares of Rs. 10,00,00,000/- divided into 1,00,00,000 preference shares of Rs. 10/- each issued at par to M/s SVP Builders (India) Limited as part payment towards the takeover. The rate of dividend for these Redeemable Cumulative preference shares will be decided by the Board.

None of the shareholders except SVP Builders (I) Limited is interested in this resolution.

The Board considers the passing of the resolution by the shareholders.

By the Order of the Board

For Mahabir Metallex Limited

Sd/-

Vijay Kumar
Managing Director

DIN : 00369802

Date: 13.06.2016

Place: New Delhi

Form No. 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: U70100DL2003PLC118413

Name of the Company: MAHABIR METALLEX LIMITED

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

Name of the Member(s): Registered address: E-mail Id: Folio No/ Clint Id: DP ID:
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I/ We being the member of, holding.....shares, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:, or failing him

2. Name:
Address:
E-mail Id:
Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra-Ordinary General Meeting of members of the Company, to be held on 12.07.2016 at theregistered office of the Company at 2.30 PM ,and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1 Takeover the housing project of SVP Builders (I) Limited
- 2 To increase the Authorized share Capital of the Company from Rs. 10,50,00,000 (Rupees Ten Crores Fifty Lacs Only) to Rs. 25,00,00,000 (Rupees Twenty Five Crores Only)
- 3 To issue Redeemable Cumulative Preference Shares of Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 preference shares of Rs. 10/- each issued at par

Affix Revenue Stamp

Signed this day of..... 2016

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company 48 hours before the commencement of the Meeting.