Mehai Technology Limited

(Formerly Known as Mehai Technology Private Limited)

CIN: L74110RJ2013PLC066946

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 (the "Companies Act", which shall include any statutory modifications, amendments or re-enactments thereto) read with the Companies (Management and Administration) Rules, 2014 (the "Rules", which shall include any statutory modifications, amendments or re-enactments thereto) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") read with the equity listing agreement executed with the stock exchanges on which the equity shares of the Company are listed, for seeking approval of the shareholders by way of ordinary / special resolutions (as indicated) for matters as considered in the Resolutions appended below through postal ballot ("Postal Ballot") by way of remote e-voting.

Section 110 of the Companies Act and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Companies Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

In terms of the MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business(es) only by postal ballot upto 30th June 2020 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars thus hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company now propose to obtain the consent of the shareholders by way of Postal Ballot for the matter as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Companies Act pertaining to the said Resolution setting out material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

The e-voting facility is available at the link www.evotingindia.com. Please refer the instructions for e-voting given after the Proposed Resolutions for the process and manner in which e-voting is to be carried out.

The Scrutinizer will submit this report to the Chairman/Managing Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The Chairman/Managing Director of the Company will announce the results of postal ballot on 18th July, 2020. The said results would be displayed at the Website of the Company viz www.mehaitech.co.in and intimated to the BSE Limited where the Company's shares are listed.

SPECIAL BUSINESS:

ITEM NO: 1

TO APPROVE THE APPOINTMENT OF M/S. VISHVES A. SHAH & CO., CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS TO FILL UP THE CASUAL VACANCY, CAUSED DUE TO RESIGNATION OF M/s. LOONIA & ASSOCIATES, CHARTERED ACCOUNTANTS

To consider and if thought fit, to give ASSENT / DISSENT with or without modification to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules, 2014 (the Rules),and other applicable provisions of Companies Act including any statutory modification(s) or re-enactment(s) thereof for the time being in force and on recommendations made by the Audit Committee and Board of Directors M/s. Vishves A. Shah & Co., Chartered Accountants, Ahmedabad (FRN: 121356W) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Loonia & Associates, Chartered Accountants, Ahmedabad (FRN: 130883W).

RESOLVED FURTHER THAT M/s. Vishves A. Shah & Co., Chartered Accountants, Ahmedabad (FRN: 121356W) entitled to hold office as Statutory Auditors of the Company up to the conclusion of ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2020 on such remuneration as may be fixed by the Board of Directors in consultation with them.

RESOLVED FURTHER THAT any of the Director and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution and thereby execute all such documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with the Registrar of Companies, Rajasthan, Jaipur.

By order of the Board of Directors
For MEHAI TECHNOLOGY LIMITED

Sd/-
SUDHIR OSTWAL
DIN: 06745493
Chairman/ Managing Director

Place: Jaipur
Date: 12.06.2020

Annexure to Notice
Explanatory statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 1

Appointment of M/s. Vishves A. Shah & Co., Chartered Accountants as Statutory Auditors of the Company:

M/s. Loonia & Associates, Chartered Accountants, Ahmedabad (FRN: 130883W) have tendered their resignation from the position of Statutory Auditors of the Company vide their resignation letter dated 14th February, 2020 due to their pre-occupation in other assignments, resulting into a casual vacancy in the office of the Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

Casual vacancy caused by the resignation of auditor can be filled by the Board at their subject to the approval of the members. The Board as per the recommendation of the Audit Committee, at its meeting held on 12th March, 2020, has proposed to appoint M/s. Vishves A. Shah & Co., Chartered Accountants, Ahmedabad (FRN: 121356W) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Loonia & Associates, Chartered Accountants, Ahmedabad.

M/s. Vishves A. Shah & Co, Chartered Accountants, Ahmedabad (FRN:121356W) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Board recommends the Ordinary Resolution set forth in Item No. 1 of postal ballot notice for the approval of Members.

None of the Directors, Key Managerial Persons of their relatives, in any way, concerned or interested in the said resolution in the passing of the resolution set out at Item No. 1 of the Postal Ballot Notice.

By order of the Board of Directors
For MEHAI TECHNOLOGY LIMITED

Sd/-
SUDHIR OSTWAL
DIN: 06745493
Chairman/ Managing Director

Place: Jaipur
Date: 12.06.2020

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and the reasons for the proposal is annexed hereto.

2. The Notice is being sent by email to all the shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 5th June, 2020 ("cut-off date") and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Big Share Services Pvt. Ltd. A copy of this Notice will also be available on the Company's website www.mehaitech.co.in, and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed.

3. The Company has appointed Ms. Pooja Gwalani, Practicing Company Secretary (Membership No.29004 and Certificate of Practice No.13876), Ahmedabad , as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be posted on the Company's website www.mehaitech.co.in, besides communicating to the stock exchanges on 18th July, 2020 where the shares of the Company are listed. In the event of national lockdown on account of COVID-19 and as the situation is eased off and the Company's offices are open for business, the Company will also display the results of the postal ballot at its registered office. The resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. 17th July, 2020, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

4. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, read with the Rules made thereunder and the provisions of the MCA Circulars, the Company is providing facility for voting by electronic means ("remote e-voting") to all the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has entered into an arrangement with Central Depositary Securities Limited for facilitating remote e-voting to enable the shareholders to cast their votes electronically instead of physical mode. In terms of the General Circular No.14/2020 dated 8th April 2020 read with General Circular No.17/2020 dated 13th April 2020 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), voting can be done only by remote e-voting. As the remote e-voting does not require a person to attend to a meeting physically, the members are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies.

5. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on the cut-off date i.e. 05th June, 2020.

6. **INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS**:

   The instructions for members for voting electronically are as under:-

   (i) The voting period begins on 18th June, 2020 and ends on 17th July, 2020. 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 05th June, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

   (ii) Log on to the e-voting website www.evotingindia.com

   (iii) Click on Shareholders

   (iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN- 200612003 for the relevant Company Name i.e. MEHAI TECHNOLOGY LIMITED on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.comand register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

9. **In case of shareholders have not registered their email address:**

On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

1. In light of the MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered with the Company's Registrar and Share Transfer Agent by following below mentioned procedure:

   *On clicking the link, shareholder will be directed to https://www.bigshareonline.com//InvestorRegistration.aspx, where in he/she shall be required to enter his/her details and email ids. Once the e-mail address is registered with the RTA, the shareholder will be able to receive the Notice of this Postal Ballot in soft copy and also sending future corporate communications like notices and other corporate events electronically.

2. It is clarified that for permanent registration of email address, the shareholders are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. Big Share Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East,Mumbai,Maharashtra-400059 by following due procedure.

3. Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, M/s. Big Share Services Private Limited to enable servicing of notices / documents / Annual Reports electronically to their email address.

4. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the shareholders(s) on the cut-off date, i.e. 05th June, 2020. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

5. The portal will remain open for voting from Thursday, 18th June, 2020 (10.00 a.m. IST) to Friday, 17th July, 2020 (5.00 p.m. IST) both days inclusive. During this period the shareholders of the Company holding shares either in physical form or dematerialised form, as on the cut-off date of 05th June, 2020 may cast their vote electronically. The e-voting module will be disabled by RTA on 17th July, 2020 at 5.00 p.m. Once vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.

6. In case of any queries / concern / grievances, you may contact to M/s. Big Share Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East,Mumbai,Maharashtra-400059, Email : investor@bigshareonline.com, Phone : +91-022-6263 8200, Fax : +91-022-6263 8299 or to the e-mail mehai.technology@gmail.com, if so required.

7. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the Postal Ballot will be posted on the Company's website www.mehaitech.co.in and communicated to the stock exchanges where the Company's shares are listed. The resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. 17th July, 2020, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

8. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Jaipur (in vernacular language, i.e. Hindi).

9. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement will be posted on the website of the Company www.mehaitech.co.in to facilitate online inspection of relevant documents.