POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions (along with Explanatory Statements) appended below are proposed to be passed by the members through postal ballot/electronic voting (e-voting):

SPECIAL BUSINESS:

1. AMENDMENT TO MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution through postal ballot process:-

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, ,the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, consent of members be and is hereby recorded to alter the Clause III (A) Main object clause of the Company by substituting old Sub-clause (1) with new sub-clause and deleting sub-clause (2),(3):

To carry on both electronically and physically the business of manufacturers, buyers, sellers, agents, assemblers, producers, contractors, repairers, hirers, jobbers, wholesalers, importers, exporters, dealers in collectors, distributors, stockiest or any other capacity in India or elsewhere and to import, export, buy, sell, design, process, lease, rent, distribute, acquire and also to dispose off, discard demolish or otherwise trade and deal in computer parts and peripherals, laptop parts such as pen drives, mobile accessories, power banks, leds, merchandise goods, machinery, and equipment including agriculture products, vanaspati, tobacco products, cigarettes, food and dairy products, sugar, merchandise machinery, spares, accessories, all or any of them related to industries such as textiles, including yarn, jute, wool, silk, garments glass and glass products, synthetic, electrical, electronics, scientific, automobiles, auto ancillaries, tyres chemicals (organic or inorganic, specialities), also to assemble, erect, install, distribute, repair, maintain, alter, lease or hire, sell on hire purchase or instalment system of all the above mentioned and also microprocessor based mini computers and data processing system, all types of software, calculators, personal computers, super computers, pocket computers, engineering computers, dyes and pigments, alkalis, petrochemicals, polymers, oil and lubricants, personal care products, cosmetics, pharmaceuticals, fertilizers, pesticides, agrochemicals,

soaps and detergents, soda ash, starch minerals, stones, granites, and marbles ceramics, precious stones, precious metals, leather and leather products, leather chemicals, tea, coffee, betel nut, Gambier, cashew nuts, piece of arts, jewellery, ornaments, precious and semi-precious stones, diamonds, marble and other stones, stones, metals, cokes, steels, aluminium, copper, zinc, ferro alloys, bearings, castings, forging, cables, pipes, tubes, cements and cement products, paper, printing and stationery, paints, varnishes, plastics and plastic products, moulded luggage, packing and packaging materials, rubber and rubber products, musical and sports, goods photographic and garments, livestocks, books, abrasive, aerated water, watches and accessories, air-conditioners, refrigerators, compressors, pumps, engines, hydraulics, drilling equipments, industrial gas, machine tools, medical accessories, disposable, fire protection equipments, pollution control equipments, electrical, lightings systems, electrodes, hardware, software, entertainment, electronic media, software, domestic appliances like cookers, fans, mixer, office equipments like photo copiers, electronic media like television, audio video appliances, typewriters and other goods, commodities, products things spares, accessories, no money circulation scheme shall be carried out by the company.

"**RESOLVED FURTHER THAT** the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

2. REGULARISATION OF MR. GAURAV KIMTANI AS A NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution through postal ballot process:-

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Gaurav Kimtani (DIN: 08065665), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on February 5, 2018 and whose term of office expires at ensuing General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Non Executive Independent Director of the Company to hold office for a period of five consecutive years whose period of office shall not be liable to retire by rotation."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings as may be required in relation to the aforesaid appointment and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

By Order of the Board
For MEHAI TECHNOLOGY LIMITED

Place: Chennai
Dated: 12.02.2018

SUDHIR OSTWAL
MANAGIND DIRECTOR
DIN: 06745493

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 Board has appointed Ms. Pooja Gwalani, Practicing Company Secretaries, (CP No. 13876), to act as the Scrutinizers for conducting the Postal Ballot / E-voting process in accordance with the law and in a fair and transparent manner.

3. The Postal Ballot Notice is being sent to all the members, whose names appear on the Register of members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, February 9, 2018. Accordingly the members, whose names appear on the Register of members/ List of Beneficial Owners as received from NSDL and CDSL as on Friday, February 9, 2018 will be considered for the purpose of voting.

4. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during business hours i.e. 10.00 A.M. to 5.00 P.M. (IST) on all working days from the date of dispatch of the Notice till the last date for receipt of votes by Postal Ballot/E-voting that is, Friday 16th March, 2018.

5. In accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rules 18, 20 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent to all the shareholders whose e-mail are not registered with the Company's Registrar and Transfer Agent through Courier/Registered Post/Speed Post or any other permissible means and by e-mail to those members who have registered their e-mail address with the Company's Registrar and Transfer Agent (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form).

6. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all its members as an alternate mode to exercise their right to vote and has engaged the services of Central Depositary Securities Limited as the Authorised Agency to provide e-voting facility. Instructions to be followed for voting through electronic means are annexed to the notice. Please note that e-voting is optional. Voting by electronic mode may be a more convenient means for exercising the voting rights and may help to increase members' participation in the decision-making process.

7. Kindly note that the members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. If the members opt for e-voting, then they should not vote by physical Postal Ballot and vice versa. However, in case members cast their votes through both the modes, then voting done through e-voting shall prevail and voting done by physical Postal Ballot will be treated as invalid.

8. In case a member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the member may write to the Company or send an e-mail to mehai.technology@gmail.com. The Company/its Registrar and transfer agent shall forward the same along with prepaid postage self-addressed Business Reply Envelope to the member.

9. The dispatch of Postal Ballot Notice shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1(one) Tamil newspaper, each having wide circulation in Tamilnadu, where the registered office of the Company is situated.

10. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company.

11. Voting rights in the Postal Ballot cannot be exercised by proxy.

12. In case the shares are jointly held, the Postal Ballot form should be completed and signed by the first named member and in his/her absence, by the next named member.

13. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot form should be accompanied by the relevant Board Resolution/Authority Letter duly certified/ attested by Authorised Signatory (ies).

14. **Instructions for Voting:**

Voting through Physical Postal Ballot Form

(i) A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company.

(ii) The Postal Ballot Form, duly completed and signed by the member(s) should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizers at B- 103, Prathmesh Residency, Opp Maruti Bunglows, Near Parth Bunglows, Ahmedabad- 382350, Tel: 8128079245, so as to reach before the close of working hours on Friday 16th March, 2018 by 5.00 p.m. Any Postal Ballot Form received after the said date shall be treated as if the reply from the member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/ accepted.

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

(i) The voting period begins on <15th February, 2018> and ends on <16th March, 2018>. 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 <09.02.2018>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 IDfollowed 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.comand 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 for the relevant <Company Name> 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.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.

(B) The voting period begins on <15.02.2018> and ends on <16.03.2018>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date<09.02.2018>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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.comunder help section or write an email to helpdesk.evoting@cdslindia.com.

1. The results of the postal ballot shall be declared on or before Saturday, 17th March, 2018 and same will be displayed on website of the company i.e, www.mehaitech.com. The resolution if approved by the requisite majorit, shall be deemed to be passed on the last date of voting i.e, 17th March, 2018.

2. The term "Members" have been used to denote Shareholders of "Mehai Technology Limited".

Annexure to Notice

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

ITEM NO. 1

Amendment to Main Object Clause of the Memorandum of Association.

Management has decided to Expand their business and undertake new business activities which can be advantageously carried on with the existing business of the Company. Further certain alterations in the Main Object Clause of Memorandum of Association have been proposed for the said expansion.

The Board has decided to alter the Clause III (A) Main object clause of the Company by substituting old Sub-clause (1) with new sub-clause and deleting sub-clause (2),(3). In accordance with the provisions of Section 13 of the Act and its rules there under, such alteration in the Memorandum of Association of the Company requires approval of the shareholders through postal ballot. Hence the special resolution at item no. 1 of the accompanying notice, is circulated herewith for the approval of the Members.

Your Directors recommend the aforesaid special resolution for your approval.

None of the Directors of the Company are interested in the aforesaid resolutions either directly or indirectly.

The Memorandum of Association of the Company is available for inspection at the registered office of the Company during usual business hours on any working day. None of the Directors of the company has any interest or concern in the proposed resolution.

ITEM NO. 2

Mr. Gaurav Kimtani (DIN: 08065665) was appointed as an Additional Director of the Company with effect from 5th February, 2018 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Gaurav Kimtani holds office upto the date of ensuing General Meeting but is eligible for the appointment as a Non Executive Independent Director. Mr. Gaurav Kimtani has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr. Gaurav Kimtani is Bachelor of Commerce and has experience of more than 3 years in accounting field. The proposed Resolution is in the interest of the Company and your Directors recommend the same for your approval.

Notice for appointment of Mr. Gaurav Kimtani as a Non Executive Independent Director, not liable to retire by rotation.

Except Mr. Gaurav Kimtani, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise.

By Order of the Board
For MEHAI TECHNOLOGY LIMITED

Place: Chennai
Dated: 12.02.2018

SUDHIR OSTWAL
MANAGIND DIRECTOR
DIN: 06745493

Mehai Technology Limited
(Formerly known as Mehai Technology Private Limited)
CIN : U74900TN2013PLC094159

Postal Ballot Form

Sr. No.	Particulars	Details
1	Name and Registered address of the Sole/First Shareholder (In block letters)	
2	Name(s) of the Joint Member(s), if any	
3	Registered folio No. /*DP ID No. /Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Number of Equity Shares held	

I/We, hereby exercise my/ our vote in respect of the following Ordinary Resolutions to be passed through Postal Ballot, for the business stated in Postal Ballot Notice, by sending my/ our assent (FOR) or dissent (AGAINST) to the said resolutions by placing the tick mark (√) at the appropriate Box below:

Item No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	**Amendment to Main Object Clause of the Memorandum of Association**			
2.	**Regularisation of Mr. Gaurav Kimtani as a Non Executive and Independent Director of the Company**			

Place:_____

Date:_____

_____
(Signature of the Shareholder/
Authorised Representative)

Note: Please read the instructions given overleaf carefully before exercising your vote.

For those opting to vote through electronic means instead of voting by the above Postal Ballot, facility is available at the web link: www. evotingindia.com

The facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencement of e-voting	End of e-voting
Thursday, February 15 2018 at 10.00 a.m.	Friday , March 16 2018 at 5.00 p.m.

The facility for voting through electronic means will be disabled for voting by Central Depository Services (India) Limited upon expiry of the aforesaid voting period.

INSTRUCTIONS:

i) A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed pre-paid postage Business Reply Envelope. Postage charges will be borne and paid by Mehai Technology Limited However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the Member will also be accepted.

ii) This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his/ her absence, by the next named Member.

iii) In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by the relevant certified true copy of Board Resolution/Authority Letter duly certified/ attested by Authorised Signatory (ies).

iv) There will be only one Postal Ballot Form for every Registered Folio No. / Client ID No. / DP ID No. irrespective of the number of joint members.

v) The Postal Ballot/e-voting shall not be exercised by a proxy.

vi) Incomplete, unsigned or incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.

vii) A Member need not use all his/ her votes nor cast all the votes in the same way. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday, February 9, 2018

viii) Duly completed and signed Postal Ballot Form should reach the Scrutinizer on or before the close of working hours i.e. 5:00 P.M. on 16th March, 2018. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received.

ix) A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer before the close of working hours i.e. 5:00 P.M. on 16th March, 2018.

x) Member(s) are requested not to send any other paper along with the Postal Ballot Form, other than as required, in the enclosed Envelope as such Envelopes will be sent to the Scrutinizer and any extraneous paper found in such Envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.

xi) The Company is also offering e-Voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-Voting has been enumerated in the Notes to the Postal Ballot Notice dated Monday, 12th February, 2018.

xii) Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.

xiii) The results of the Postal Ballot shall be declared on or before 17th March, 2018. The resolution if approved by the requisite majority shall be deemed to be passed under the relevant provisions of the Companies Act, 2013 and Rules made thereunder, on the last date of voting i.e. 17th March, 2018.