



Mehai Technology Limited

CIN: L74110RJ2013PLC066946

Date: 30.05.2024

To,
BSE Limited
Compliance Department
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400001
Maharashtra

Ref: Security Code:540730
Security Id: MEHAI

Dear Sir/ Madam,

Sub: Annual Secretarial Compliance Report pursuant to Regulation 24A OF THE SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year 2023-2024

Pursuant to the provisions of Regulations 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the financial year ended 31st March, 2024 issued by Ms. Ankita Dey & Associates, Practising Company Secretary, Kolkata.

Kindly consider this information for your records as Annual Secretarial Compliance Report.

Yours Faithfully,
For Mehai Technology Limited

Jugal Kishore Bhagat
Managing Director
DIN:02218545

Encl: As above



**SECRETARIAL COMPLIANCE REPORT OF MEHAI TECHNOLOGY LIMITED
(LISTED ENTITY) FOR THE YEAR ENDED MARCH 31, 2024**

[Pursuant to SEBI Circular No: CIR/CFD/CMD1/27/2019 dt. 8th February, 2019]

read with Regulation 24A of SEBI (Listing Obligations And Disclosure Requirements)

Regulations, 2015

I, CS Ankita Dey for Ankita Dey & Associates, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to us and explanation provided by Mehai Technology Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

Which has been relied upon to make this clarification for the year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
1. The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-
- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable during the review period.**

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable as the Company has not provided any share based benefits to the employees during the year.**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable during the review period.**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable as the Company has not issued any such securities during the financial year under review.**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

And based on above examinations, We hereby report that, during the Review Period:

a) The Listed entity has complied with the provisions of the above regulations and circulars/guidelines issued thereunder.

Sr. No	Compliance requirement (Regulations /Circulars/ guidelines including specific clause)	Regulation Circular no.	Deviations	Actions taken by	Type of Action (Advisory/ Clarification/ Fine/ Show cause Notice/ Warning, etc)	Details of violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Reconciliation of Share Capital Audit Report Reg 76	Reg 31 and Reg 76	It is observed from the submission made under 31 of LODR and Reg 76 of DP regulation for quarter	BSE	The Company is requested to provide clarification for the discrepancy observed.	It is observed from the submission made under 31 of LODR and Reg 76 of DP regulation for quarter	Nil	Not yet replied. We have advised the Company to reply the same at the earliest.	Management have agreed to submit the clarification at the earliest	NA



			ended Jun 30, 2023, that there is a mismatch in no of shares held in dematerialized form in Shareholding Pattern and Reconciliation of Share capital Audit report. Company is requested to provide clarification for the discrepancy observed.		ended Jun 30, 2023, that there is a mismatch in no of shares held in dematerialized form in Shareholding Pattern and Reconciliation of Share capital Audit report. Company is requested to provide clarification for the discrepancy observed.					
2.	Corporate Governance	Reg 25(2A)	According to Regulation 25(2A) of SEBI LODR Regulations, 2015, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. It is observed that in case of	BSE	The Company is requested to provide clarification for the discrepancy observed.	Nil	According to Regulation 25(2A) of SEBI LODR Regulations, 2015, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. It is observed that in case of	It has been observed that the Company has passed the special resolution in the EGM held on 17th day of May, 2023, however they have mistakenly missed to mention the same in their Corporate Governance report. We have advised the Company to report	The management have agreed to reply to the query at the earliest.	NA



			<p>appointment or reappointment of the Independent Director, approval of the shareholders were not sought through the way of special resolution. The company has been requested to clarify the same.</p>			<p>appointment or reappointment of the Independent Director, approval of the shareholders were not sought through the way of special resolution. The company has been requested to clarify the same.</p>		<p>the same at the earliest.</p>		
3.	Corporate Governance	Reg 20(3)	<p>According to Reg 20(3), Compliance status of presence of chairperson of Stakeholders Relationship committee at the annual general meeting is submitted as No in CG Report for quarter ended September 2023. The company is requested to provide clarification for the</p>	BSE	<p>The Company is requested to provide clarification for the discrepancy observed.</p>	<p>According to Reg 20(3), Compliance status of presence of chairperson of Stakeholders Relationship committee at the annual general meeting is submitted as No in CG Report for quarter ended September 2023. The company is requested to provide clarification for the</p>	NIL	<p>The Chairperson of Stakeholders Relationship committee has not attended the annual general meeting. We have advised the company to not repeat the same and also to reply the query.</p>	<p>The management have agreed to reply the query at the earliest.</p>	NA



		same.		same.				
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- b) The Listed entity has maintained proper records under the provisions of the above regulations and circulars/guidelines issued thereunder and so far as it appears from our examination of those records.
- c) The following are the details of the action taken against the listed entity/ its promoters, directors, material subsidiaries either by SEBI or by Stock Exchanges(Including under the standard operating procedures issued by SEBI through various circulars) under aforesaid Act/ Regulations and Circulars/ guidelines issued thereunder:

Sr. No	Compliance requirement (Regulations /Circulars/ guidelines including specific clause)	Regulation Circular no.	Deviations	Actions taken by	Type of Action (Advisory/ Clarification/ Fine/ Show cause Notice/ Warning, etc)	Details of violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular no. SEBI/HO/CFD /CFDPoD-1/P/CIR/2023 dated July 13, 2023 ("SEBI Circular")	Regulation 30 Circular no. SEBI/HO /CFD/CF DPoD-1/P/CIR/2023 dated July 13, 2023 ("SEBI Circular")	Delay in submission of trading application of 25,00,000 and 5,30,000 equity shares issued pursuant to the preferential issue.	BSE	Fine of Rs. 7,60,000/- payable by the Company for delay in submission of trading application of 25,00,000 and 5,30,000 equity shares issued pursuant to the preferential issue.	Fine of Rs. 7,60,000/- payable by the Company for delay in submission of trading application of 25,00,000 and 5,30,000 equity shares issued pursuant to the preferential issue.	Rs 7,60,000 /-	The company has paid the Fine on time.	The company has paid the Fine on time.	NA

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance requirement (Regulations /Circulars/ guidelines including specific clause)	Regulation Circular no.	Deviations	Actions taken by	Type of Action (Advisory/ Clarification/ Fine/ Show cause Notice/ Warning, etc)	Details of violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
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/Circulars/ guidelines including specific clause)	no.			Clarificatio n/Fine/ Show cause Notice/ Warning, etc)		Practicing Company Secretary		
Not Applicable								

We hereby report that, during the Review Period the compliance status of the listed entity is appended below;

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	-
2	Adoption and timely updating of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	-
3	Maintenance and disclosures on Website: The Listed entity is maintaining a functional website. Timely dissemination of the documents/information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes	-
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-
5	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries.	Yes	1. 'Momentous Retails Private Limited' is Subsidiary of Mehai Technology Limited from 29.07.2022 2. 'Mehai Aqua



			Private Limited' is Subsidiary of Mehai Technology Limited from 09.06.2023
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	-
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	Yes	-
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	No	Fine of Rs. 7,60,000/- payable by the Company for delay in submission of trading application of 25,00,000 and 5,30,000 equity shares issued pursuant to the preferential issue
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11	Actions taken by SEBI or Stock Exchange(s), if any: Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	Fine of Rs. 7,60,000/- payable by the Company for delay in submission of trading application of 25,00,000 and 5,30,000 equity shares issued



			pursuant to the preferential issue.
12	Additional Non-compliances, if any: No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	SDD software maintained in the RTA's (Bigshare Services Private Limited) Database. We have strongly recommended the company to bring the same at it's own database.

Further, Compliance related to resignation of Statutory Auditors from listed entities and their material subsidiaries as per SEBI Circular No.CIR/CFD/CMD1/114/2019 dated October 18, 2019. **Not applicable during the review period.**

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Ankita Dey & Associates
(Peer Reviewed Firm)

Ankita Dey

CS Ankita Dey
Proprietor
Practicing Company Secretary
Membership No.: A62192
C.P. No.: 23218
Peer Review No.: 3338/2023
FRN: S2020WB738400
UDIN: A062192F000499343
Place: Kolkata
Date: 30/05/2024

