

Mehai/SE/2018/16**Date: 16.08.2018**

To,
**Department of Corporate Services,
The BSE Limited**
Mumbai
Scrip Code - 540730
Security Id: Mehai

Ref: Mehai Technology Limited**Dear Sir/Madam,****SUB: Notice of 5th Annual General Meeting**

This is to inform you that 5th Annual General Meeting of the Members of the Company is scheduled to be held on Monday, 10th September, 2018 at 10:00 A.M. at the Registered Office of the Company at 64, Thatha Muthiappan Street, 2nd Floor, Broadway, Chennai-600001.

The Notice of the said AGM containing the business to be transacted is enclosed herewith

Kindly consider this information for your records.

Thanking You,

FOR, MEHAI TECHNOLOGY LIMITED

V. Jain

VINAY JAIN
COMPANY SECRETARY

**Encl: A/a**

NOTICE

Notice is hereby given that the 5th Annual General Meeting of the Members of **MEHAI TECHNOLOGY LIMITED** will be held on Monday, 10th September at 10:00 A.M. at the Registered Office of the Company at **64, Thatha Muthiappan Street, 2nd Floor, Broadway, Chennai-600001** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2018 and the Report of the Board of Directors' and Auditors' thereon.
2. To declare Dividend on Equity Shares for the Financial Year 2017-18 and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT dividend at the rate of Rs. 0.05 per equity shares of Rs. 10/- each fully paid-up of the Company be and is hereby declared for the financial year ended on 31st March, 2018 and the same be paid as recommended by the Board of Directors of the Company, out of the Profits of the Company for the financial year 31st March, 2018."

3. To appoint a Director in place of Ms. Shalini Jain (DIN: 06743126), who retires by rotation and being eligible, offers herself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Shalini Jain (DIN: 06743126), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. INCREASE IN THE AUTHORIZED SHARE CAPITAL AND ALTERATION IN MEMORANDUM

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) enabling provisions of the Memorandum and Articles of Association of Mehai Technology Limited (the Company), and other law, notifications and regulations as may be applicable, the consent of the member be and is hereby accorded to increase Authorised Share Capital of the Company from the existing Rs. 6,00,00,000,- (Rupees Six Crore Only) divided into 60,00,000(Sixty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 11,00,00,000 (Rupees Eleven Crore Only) divided into 1,10,00,000(One Crore and Ten Lakhs) equity shares of Rs. 10/- (Rupees Ten only) ranking pari passu in all respect with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

V. The Authorised Share Capital of the Company is Rs. 11,00,00,000 (Rupees Eleven Crore Only) divided into 1,10,00,000 (One Crore and Ten Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Directors and Company Secretary of the Company be and are hereby authorized jointly/severally to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

5. ISSUE OF BONUS EQUITY SHARES

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable regulations and guidelines issued by SEBI and Reserve Bank of India (RBI), as amended from time to time and subject to Articles of Association of the Company, and subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities and subject to acceptance of such terms and conditions by the Board of Directors of the Company (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution), consent of the members be and is hereby accorded to Board of Directors of the Company for capitalizing a sum upto Rs. 5,35,50,000/- (Rupees Five Crore Thirty Five Lakhs and Fifty Thousand only) out of its Free Reserves in the books of the company for distribution among the holders of existing fully paid equity shares of 10/- each as fully paid-up “Bonus Shares” at par in proportion of 1(One) such new Equity share for every 1 (One) existing equity share, held by such members as on the Record Date, to be hereafter fixed by the Board) and the Bonus Shares so distributed shall for all purpose be treated as an increase in the paid-up share capital of the Company held by each such member, and not as income or in lieu of dividend.

RESOLVED FURTHER THAT the new Equity Shares shall be allotted subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid up Equity shares as on the “Record Date” save and except that the new Equity Shares shall not be entitled to participate in any dividend declared or to be declared for or in respect of any financial year ended March 31, 2018 and any other dividend that may be declared before the “Record Date” further that they shall be entitled to participate in the dividend, if any, that may be declared in respect of financial year of the company ending on March 31, 2019 and in respect of subsequent accounting years.

RESOLVED FURTHER THAT no allotment letters shall be issued in respect of said Bonus Shares and members who hold shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary account of the members with their respective Depository Participants

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchange where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchange(s) and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the Bonus Shares, the Board be and is hereby authorized to make such suitable arrangements to deal with the fractions or to decide to disregard or ignore the fractions and give appropriate effect.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors and Company Secretary of the Company be and are hereby authorized jointly/severally to do all such acts, deeds, matters and things, as they may in their absolute discretion, deem necessary to settle any question or difficulty whatsoever (including a question or difficulty in connection with any deceased or insolvent Member or a member suffering from any disability) that may arise in regard to issue and distribution of new Equity Shares as they think fit and its decision shall be final and binding on all members and other interested persons.”

**By the order of the Board of Directors
For, Mehai Technology Limited**

**SD/-
Vinaykumar Jain
Company Secretary**

Date: 13th August, 2018

Place: Chennai

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.** Pursuant to provision of Section 105 of Companies Act, 2013 a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business setting out material facts is annexed hereto.
3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with the specimen signatures of their authorized representatives to attend and vote on their behalf at the Meeting.
4. Information as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to Brief resume of Directors proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and the Memberships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Annexure to the explanatory statement attached to this Notice.
5. Shareholders may be aware that the Companies Act, 2013, permits service of the Notice of the Annual General Meeting through electronic mode. Further, in line with circular issued by the Securities and Exchange Board of India (SEBI) and consequent changes in the Rule 11 of the Companies (Accounts) Rules, 2014 as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, companies can send Annual Report in electronic mode to Members who have registered their e-mail addresses for the purpose. In view of the above, the Company would communicate the important and relevant information, events and send the documents including the intimations, notices, annual reports, financial statements etc. in electronic form, to the email address of the respective Member. To support green initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in the following manner: The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs with their Depository Participant are requested to register their e-mail address at the earliest. Electronic copy of the Annual Report including Notice of the 5th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. However, those members who desire to have a physical copy may request for the same to Company or RTA. For members who have not registered their email IDs, physical copies of the Annual Report are being sent in the permitted mode. The Annual Report of the Company will also be made available on the Company's website www.mehaitech.com.

6. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain close from Saturday 1st September, 2018 to Wednesday 5th September, 2018 (both days inclusive) in connection with the Meeting.
7. Subject to the Provisions of Section 126 of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the AGM, will be dispatched /remitted on or after 10th September, 2018. The dividend in respect of shares held in dematerialized form in Depository System will be paid to the beneficial owners of shares as on 31st August, 2018 as per the list provided by the Depositories for this purpose. The dividend Will be payable within 30 days of the approval of the same in the Annual General Meeting
8. The Company or its Registrars and Transfer Agents, Bigshare Services Private Limited cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts.
10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company/Registrar of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION. Members are requested to bring their Attendance Slip along with copies of their Annual Report at the meeting.
12. Member / proxy holder shall hand over the attendance slip, duly filled in all respect, at the entrance for attending the Meeting along with a valid identity proof such as the PAN card, passport, AADHAR Card or driving license.
13. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
14. Route-map to the venue of the Meeting is provided at the end of this Notice.
15. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the notice and the explanatory statement and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m., on all

days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Meeting and at the venue of the Meeting for the duration of the Meeting.

16. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
17. Members desirous for any information or queries on accounts / financial statements or relating thereto are requested to send their queries at least seven days in advance to the Company at its registered office address to enable the Company to collect the relevant information and answer them in the Meeting.

**By the order of the Board of Directors
For, Mehai Technology Limited**

**SD/-
Vinaykumar Jain
Company Secretary**

**Date: 13th August, 2018
Place: Chennai**

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”)

Item No. 4

Increase in the Authorized Share Capital and Alteration in Memorandum

The present Authorised Capital of the Company is Rs. 6,00,00,000,-(Rupees Six Crore Only) divided into 60,00,000(Sixty Lac Only) equity shares of Rs. 10/- (Rupees Ten only) which is not adequate to accommodate the issue of proposed Bonus Shares in proportion of 1:1 i.e, 1 (One) Fully Paid up Equity Share of Rs. 10/- each for 1 (One) Fully Paid up Equity Share of Rs. 10/- each. It is therefore proposed to Increase the the Authorised Share Capital of the Company from present Rs. 6,00,00,000,-(Rupees Six Crore Only) divided into 60,00,000(Sixty Lac Only) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 11,00,00,000 (Rupees Eleven Crore Only) divided into 1,10,00,000(One Crore and Ten Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each. The proposed increase in Authorised Share Capital requires the approval of Members in Annual General Meeting. Consequent upon increase in Authorised Share Capital, the Memorandum of Association of the Company will require alteration so as to reflect the increased Authorised Share Capital.

The proposed Ordinary Resolution is in the interest of the Company and your Directors recommend the same for your approval.

None of the Directors of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

Item No. 5

Issue of Bonus Equity Shares

The Board of Directors at their meeting held on 13th August, 2018, recommended issue of bonus shares in proportion of 1 (One) share for every 1 (One) equity shares held by the members on a “Record Date” to be hereafter fixed by Board of Directors, by capitalizing a part of the amount standing to the credit of the Free Reserve Account.

Pursuant to the provisions of Articles of Association of the Company and in terms of Guidelines of Securities and Exchange Board of India (SEBI) and Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, the capitalization of reserves and bonus issue thereof require approval of the members in general meeting. Further, it is necessary to authorize the Board of Directors of the Company to complete all the regulatory formalities prescribed by Securities and Exchange Board of India (SEBI), the Stock Exchanges on which the Company's securities are listed and any other regulatory authority, in connection with bonus issue.

Accordingly, the resolution seeks the approval of the members for capitalizing Rs. 5,35,50,000 (Rupees Five Crore Thirty Five Lakhs and Fifty Thousand only) out of the amount standing to the credit of Free Reserve Account and issue of bonus shares out of the same on the terms and conditions set out in the resolution.



The proposed Ordinary Resolution is in the interest of the Company and your Directors recommend the same for your approval.

The Directors, KMP of the Company and their relatives are concerned or interested in the proposed resolution to the extent of their shareholding in the Company

**By the order of the Board of Directors
For, Mehai Technology Limited**

**SD/-
Vinaykumar Jain
Company Secretary**

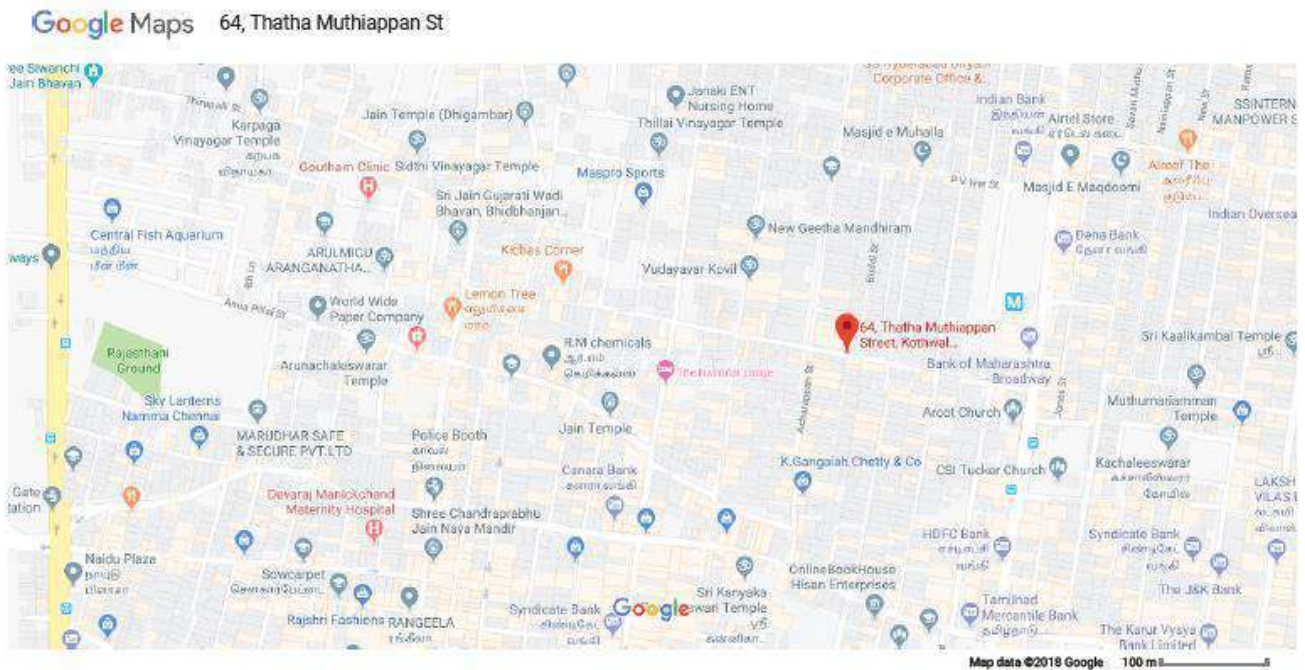
Date: 13th August, 2018
Place: Chennai

Annexure to Notice

Details of Directors seeking Appointment / Re-appointment (As per Regulation 36(3) of LODR)

Name	Shalini Jain
Date of Birth	27.09.1977
Appointed on	13.12.2013
Qualifications	Commerce Graduate from University of Calcutta
Brief Profile	She has more than 10 years of experience in Sales and Marketing.
Directorship held in Public Limited Company	Nil
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Nil
No of Shares held in the Company	7,48,050 Equity Shares
Inter-se among directors	Wife of Mr. Sudhir Ostwal Managing Director of the Company

**Route Map to the Venue of the Fifth Annual General Meeting:
64, Thatha Muthiappan Street, 2nd Floor, Broadway**



Mehai Technology Limited

(Formerly Known as Mehai Technology Private Limited)

CIN: U74110TN2013PLC094159

Attendance Slip

Fifth Annual General Meeting of Mehai Technology Limited, Saturday 8th September, 2018

Regd. Folio/DP ID & Client ID	
Name and Address of the Shareholders	
Name of Joint Holder(s)	
No. Of Shares Held	

I hereby record my presence at the Fifth Annual General Meeting of Mehai Technology Limited being on Monday, 10th September, 2018 at 10.00 A.M. at the Registered Office of the Company situated at 64, Thatha Muthiappan Street, 2nd Floor, Broadway, Chennai 600001.

Member's/Proxy's Signature

Notes:

1. The Member/Proxy must bring the attendance slip to the meeting duly completed and signed and hand over the same at the Meeting Hall.
2. This Attendance Slip is valid only if Equity Shares are held on the date of the Meeting.
3. Persons attending the Annual General Meeting are requested to bring their copies of Annual Report.
4. The Map to reach the AGM venue is attached.

Corporate Office: Harmony Icon, Office No. 411, Situated at Fourth Floor, Thaltej, Ahmedabad-380059. GJ, IN

Regd Office: #64, Thatha Muthiappan Street, 2nd Floor, Broadway, Chennai 600001. TN, INDIA

Web: www.mehaitech.com

eMail: mehai.technology@gmail.com

Phone: 044-43165050

Mehai Technology Limited

(Formerly Known as Mehai Technology Private Limited)

CIN: U74110TN2013PLC094159

FORM NO. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s):	
Registered Address:	
Email Id:	
*DP Id	
Regd. Folio No./*Client Id.	

(*Applicable for Members holding shares in electronic form)

I/ We, being the member(s) of _____ shares of the above named company, hereby appoint:

(1) Name: _____ Address: _____

E-mail id: _____ Signature _____ or failing him/her;

(2) Name: _____ Address: _____

E-mail id: _____ Signature _____ or failing him/her;

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 5th Annual General Meeting of the Company, to be held on Monday, 10th September, 2018 at 10:00 A.M. at the Registered Office of the Company situated at 64, Thatha Muthiappan Street, 2nd Floor, Broadway, Chennai 600001, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Ordinary Resolution	For	Against	Abstain
Ordinary Business				
1.	To consider and adopt Audited Financial Statement, Reports of Board of directors and Auditors.			
2.	To Declare Dividend on Equity Shares for the FY 2017-18.			
3.	To Reappoint Ms. Shalini Jain as Director, who retires by rotation.			
Special Business				
4.	To Increase in Authorized Share Capital and Alteration in Memorandum			
5.	To Issue Bonus Equity Shares			

Signed this _____ day of _____ 2018.

Signature of Shareholder(s): _____

Signature of Proxy holder(s): _____

Affix
Revenue Stamp

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Corporate Office: Harmony Icon, Office No. 411, Situated at Fourth Floor, Thaltej, Ahmedabad-380059. GJ, IN

Regd Office: #64, Thatha Muthiappan Street, 2nd Floor, Broadway, Chennai 600001. TN, INDIA

Web: www.mehaitech.com

eMail: mehai.technology@gmail.com

Phone: 044-43165050