

MEWAR HI-TECH ENGINEERING LIMITED

1, HAWA MAGRI, INDUSTRIAL AREA SUKHER, UDAIPUR (RAJ.)

CIN: U29299RJ2006PLC022625

Mail Id: accounts@kingsoncrusher.com Ph. No.: 0294-2440234

Notice is hereby given that the 11th Annual General Meeting of the members will be held on Saturday, 30th Day of September, 2017 at 11.00 A.M. at the registered office of the company situated at 1, Hawa Magri, Industrial Area, Sukher, Udaipur (Raj.).

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended on 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint Smt. Reena Rathore (DIN: 1748907), as director of the company, who retire by rotation and being eligible and offer herself for reappointment.
3. To consider the appointment of auditor of the company, and in this connection, to pass, with or without modification(s) the following resolution as ordinary resolution:

“Resolved that pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Sagar Golchha & Co., Chartered Accountants, Udaipur (Firm Registration No. 007755C) be and is hereby appointed as auditors of the company in place of M/s Ankit Lawati, Chartered Accountants, Udaipur (Firm Registration No. 015350C) who are retiring auditor of the company and show their unwillingness for reappointment, to hold office from the conclusion of this annual general meeting till the conclusion of the annual general meeting of the company to be held in the year 2022 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, traveling and living expenses etc. as may be determined by the Board of Directors in consultation with Audit Committee and Nomination & Remuneration Committee.”

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

“Resolved that pursuant to the Provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Amendment) Act, 2015, read with applicable Rules under the Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to SEBI (LODR) Regulations, 2015 including any amendment, modification or re-enactment thereof, consent of company be and is hereby accorded to the board of Directors to enter into any contract or arrangements which are classified as related

party transactions under Companies Act, 2013, SEBI (LODR) Regulations, 2015 and respective accounting standards issued by The Institute of Chartered Accountants of India (including any amendments thereof), with the related party(ies) as defined under Companies Act, 2013, SEBI (LODR) Regulations, 2015 and respective accounting standards issued by The Institute of Chartered Accountants of India (including any amendments thereof) viz., Shri Chatsingh Harisingh Rathore, promoter and Managing Director and his relatives and entities in which Shri Chatsingh Harisingh Rathore is interested, Smt. Reena Rathore, promoter and Wholetime Director and his relatives and entities in which Smt. Reena Rathore is interested and Shri Vaibhav Singh Rathore, promoter, Wholetime Director & CFO and his relatives and entities in which Shri Vaibhav Singh Rathore is interested, with respect to the transactions entered into or to be entered into with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying property of any kind, leasing of property of any kind, availing or rendering of any services, appointment of any agent for purchase or sale of goods, materials, services or property; appointment to any office or place of profit in the Company, its subsidiary, if any, or associate company, underwriting the subscription of any securities or derivatives thereof, of the company., or reimbursement towards any transaction or any other transaction of whatever nature with related parties for an amount not exceeding 15 Crores (Rupees Fifteen Crores) at any point of time.”

“Resolved further that the Board of Directors of the Company and/or Audit Committee is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to do all acts, deeds, things as may be necessary proper or expedient to give effect to this resolution.”

For & on behalf of the Board of:

M/s Mewar Hi-Tech Engineering Limited

Date : 06.09.2017

Place: Udaipur

Sd/-

(Rimika Talesara)

Company Secretary

M. No. A43461

Notes: -

- 1) The Statement pursuant to Section 102(1) and (2) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
- 2) (a) A member entitled to attend the meeting and vote thereat is entitled to appoint a proxy. A proxy can vote on behalf of the member but shall not have the right to speak.
(b) A proxy need not be a member of the Company.
(c) A person can act as a proxy on behalf of members not exceeding 50 and aggregate holding of not more than 10% of the total share capital of the Company.
(d) A member holding more than 10% 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 a proxy for any other person or shareholder.
(e) Proxies in order to be valid must be deposited at the Company's Registered Office not less than 48 hours before the time fixed for the meeting or holding the adjourned meeting in relation to which the proxy is given.
(f) A proxy form for AGM is enclosed.
- 3) A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, provided that not less than three days of notice in writing is given to the Company.
- 4) Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company would remain closed from Saturday, 23rd September, 2017 to Saturday, 30th September, 2017 (both days inclusive) for the purpose of Annual General Meeting of the Company.
- 5) In accordance with the provisions of Section 101 of Companies Act, 2013, Rule 18 of Companies (Management and Administration Rules), 2014 and Regulation 36 of the SEBI (LODR) Regulations, 2015, Copies of the Notice of the 11th AGM, Annual Report 2017, Attendance Slip and Proxy are being sent by electronic mode to all those members whose e-mail addresses are registered with the Company/RTA or Depository Participant for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2017 are being sent by the permitted mode.
- 6) Members may note that the notice of the 11th AGM, the Annual Report 2017 will be available on the Company's website. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to communication via e-mail or having any other queries, may write to us at investor@kingsoncrusher.com.
- 7) A route map showing directions to reach the venue of the 11th AGM is given as per the requirement of the "Secretarial Standards - 2" on General Meetings.
- 8) All the documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during Business Hours on all working days up to the date of declaration of the result of the 11th AGM of the Company.
- 9) Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s 170 of the Companies Act, 2013 will be available for Inspection by the members at the AGM.

10) The Register of Contracts or arrangements in which the Directors are interested, maintained u/s 189 of the Companies Act, 2013, if any, will be available for inspection by the Members at the AGM.

11) Additional information, pursuant to SEBI (LODR) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM is furnished in the explanatory statement forming part of this Notice. The directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and related Rules.

12) The members desirous of obtaining any information with regard to the audited annual accounts of the Company for the financial year 2016-17 or on any other related subject are requested to write to the Company at investor@kingsoncrusher.com at least 15 days before the date fixed for the AGM, so that the information required could be kept ready.

13) Members/proxies attending the Annual General Meeting are requested to bring the following documents, for security reasons and for proper conduct of the AGM:

(a) Attendance Slip duly completed and signed by the respective members or/proxy.

(b) Member companies/Institutions are requested to send a copy of the resolution of their Board or governing body, authorizing their representative to attend and vote at the Annual General Meeting.

(c) DP & Client ID Number(s), by members holding shares in de-materialised form.

(d) Copy of the Annual Report.

General Information:

1. Unclaimed Dividend: Under the provisions of section 125 of Companies Act, 2013 dividends that remain unclaimed for a period of seven years from the date of declaration are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government however no amount of Unclaimed Dividend is having with company.

FOR THE ATTENTION OF THE MEMBERS:

1. Members are requested to send intimations of any changes in their addresses, applications for demat of shares, applications for transfer of shares and any related correspondence to the Company's share transfer agents Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments (Next To Keys Hotel), Marol Maroshi Road, Andheri East, Mumbai (Mah.)- 400 059. Phones: 91-22-62638200 email: investor@bigshareonline.com Website: www.bigshareonline.com

2. SENDING NOTICES AND DOCUMENTS TO SHAREHOLDERS THROUGH EMAIL:

As a part of "Green Initiative" in Corporate Governance, the Ministry of Corporate Affairs has allowed sending communication to the shareholders through electronic mode. Accordingly, we propose to send documents like notices convening general meetings, Annual Reports, etc to the email addresses of the shareholders. For this purpose, shareholders holding shares in demat form are requested to register their email IDs with their Depository Participants.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO: 4

In terms of Section 188 of the Companies Act, 2013 and Companies (Amendment) Act, 2015, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, a Company shall not enter into any contract or arrangement with a related party for transactions for amounts exceeding the threshold limits prescribed under Rule 15 referred above except with the prior approval of the Company by a resolution.

In terms of SEBI (LODR) Regulations, 2015, all material Related Party Transactions (transactions exceeding ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company) shall require prior approval of the shareholders through special resolution and the related parties shall abstain from voting on such resolutions.

The Company proposes to continue entering into contracts and arrangements with the Shri Chatsingh Harisingh Rathore, promoter and Managing Director and his relatives and entities in which Shri Chatsingh Harisingh Rathore is interested, Smt. Reena Rathore, promoter and Wholetime Director and his relatives and entities in which Smt. Reena Rathore is interested and Shri Vaibhav Singh Rathore, promoter, Wholetime Director & CFO and his relatives and entities in which Shri Vaibhav Singh Rathore is interested, in the ordinary course of business. with respect to the transactions entered into or to be entered into with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying property of any kind, leasing of property of any kind, availing or rendering of any services, appointment of any agent for purchase or sale of goods, materials, services or property; appointment to any office or place of profit in the Company, its subsidiary, if any, or associate company, underwriting the subscription of any securities or derivatives thereof, of the company., or reimbursement towards any transaction or any other transaction of whatever nature with related parties for an amount not exceeding **15 Crores (Rupees Fifteen Crores)** at any point of time.

Thus the approval of the shareholders of the Company is requested for the material related party transactions which would be entered into by the Company with Shri Chatsingh Harisingh Rathore, promoter and Managing Director and his relatives and entities in which Shri Chatsingh Harisingh Rathore is interested, Smt. Reena Rathore, promoter and Wholetime Director and his relatives and entities in which Smt. Reena Rathore is interested and Shri Vaibhav Singh Rathore, promoter, Wholetime Director & CFO and his relatives and entities in which Shri Vaibhav Singh Rathore is interested, in the ordinary course of business for an amount not exceeding **15 Crores (Rupees Fifteen Crores)** at any point of time.

Your Directors therefore, recommend the passing of the resolution proposed at Agenda No. 4 of the Notice.

Shri Chatsingh Harisingh Rathore, Managing Director, Smt. Reena Rathore, Wholetime Director and Shri Vaibhav Singh Rathore, Wholetime Director & CFO and their relatives are may be deemed to be interested in the resolution

set out respectively at Item No. 4 of the Notice, to the extent of their equity shareholding interest, if any, and Directorship in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

**For & on behalf of the Board of:
M/s Mewar Hi-Tech Engineering Limited**

Date: 06.09.2017

Place: Udaipur

**Sd/-
(Rimika Talesara)
Company Secretary
M. No. A43461**

ROUTE MAP TO THE AGM VENUE

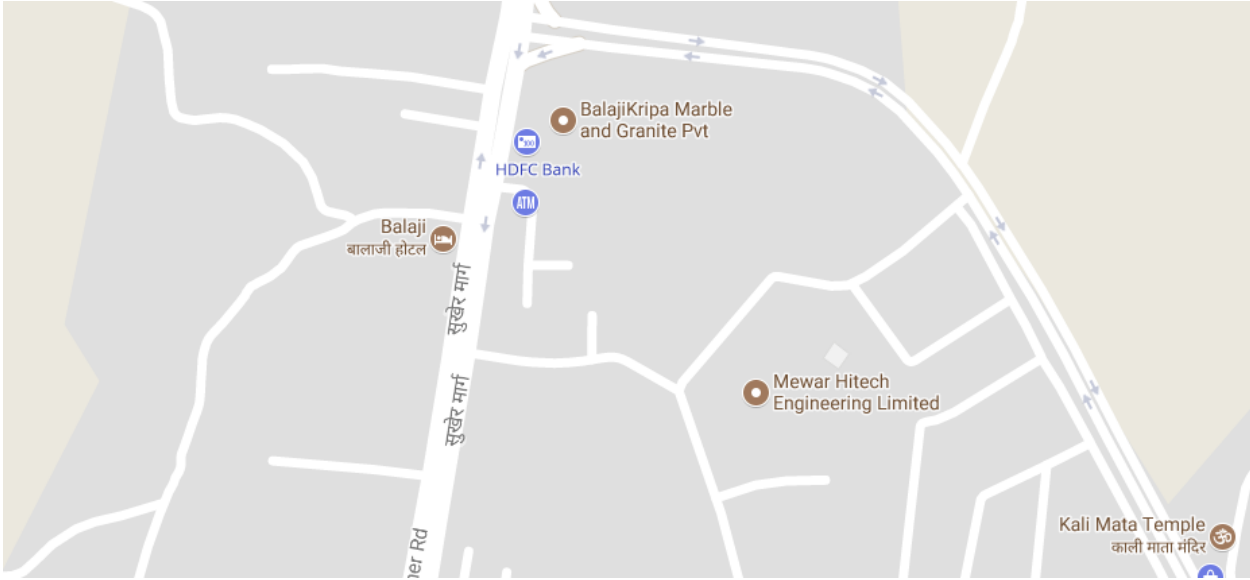
Mewar Hi-Tech Engineering Limited

(CIN: U29299RJ2006PLC022625)

Date: 30.09.2017

Time: 11.00 A.M.

**Venue: 1, Hava Magri, Industrial Area, Sukher,
Udaipur, Rajasthan 313001**



MEWAR HI-TECH ENGINEERING LIMITED

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CIN: U29299RJ2006PLC022625

Mail Id: accounts@kingsoncrusher.com Ph. No.: 0294-2440234

ATTENDANCE SLIP 11TH ANNUAL GENERAL MEETING

1. Name(s) of Member(s) including joint holders:

If any (in Block Letter(s))

2. Registered Address of the Sole/First :
Named Member

3. Name of Proxy holder :

4. Registered Folio No. /*DP ID No. and :
Client ID No

5. Number of Shares held :

I/We hereby record my/our presence at the Eleventh Annual General Meeting of the Members of Mewar Hi-Tech Engineering Limited held on Saturday, 30th September, 2017 at 11.00 A.M. at 1, Hawa Magri, Industrial Area, Sukher, Udaipur, Rajasthan 313001.

Signature of Member/Proxy

Note: –

1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall.
2. Members/Proxy Holders/Authorized Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favor.

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PROXY FORM

Form No: MGT-11

11th Annual General Meeting

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

Name of the Member(s) :

Registered address :

E-mail id :

Folio no. / Client id :

DP ID :

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

1. Name:

Address:

E-mail Id:

Signature:.....

Or failing him

2. Name:

Address:

E-mail Id:

Signature:.....

or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

or failing him

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual general meeting of the company, to be held on Saturday, 30th September, 2017 at 11.00 A.M. at 1, Hawa Magri, Industrial Area, Sukher, Udaipur, Rajasthan 313001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business	
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended on 31 st March, 2017 together with the reports of the Board of Directors and Auditors thereon.
2.	To appoint a Director in place of Smt. Reena Rathore (DIN : 1748907), who retires by rotation in terms of section 152(6) of Companies Act, 2013 and being eligible, offers herself for reappointment.
3.	To consider the appointment of Auditor of the company, and in this connection, to pass, with or without modification(s) the following resolution as ordinary resolution:
Special Business	
4.	To approve proposed related party transactions

Signed this..... day of....., 2017

AFFIX REVENUE STAMP

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, not less than 48 hours before the commencement of the Meeting.

This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any, under which the Proxy Form is signed, not less than 48 hours before the time for holding the meeting.

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Information required under Regulation 36(3) of the Listing Regulations (relating to Corporate Governance) and Secretarial Standard on General Meetings, with respect to the Directors retiring by rotation and being eligible seeking re-appointment is as under:

Name of the Director	Smt. Reena Rathore (Whole Time Director)
Director Identification Number	01748907
PAN	AEMPR7748N
Date of Birth, Age	19.04.1969, 48 Years
Date of Appointment	Appointed as director as on 08.06.2006 and Appointed as Whole Time Director as on 24.02.2016
Brief resume of the Director including Qualification, nature of expertise in specific functional areas	She was appointed as director as on 08.06.2006 and appointed as Whole Time Director as on 24.02.2016. She has around 11 years experience in the business of manufacturing of industrial products and having rich knowledge to clear bottle necks and improve efficiency. Also she acts as mentor and guiding figure to the management and staff of the company.
No. of shares held in the Company	894000 Equity Shares
Directorships and Committee memberships held in other companies	She has held directorship in the following other companies: 1. Mewar Technocast Private Limited
Inter-se relationships between Directors, Manager and KMPs	Shri Chatsingh Harisingh Rathore, Husband-Wife Shri Vaibhav Singh Rathore, Son-Mother
Nationality	Indian
No. of Board Meetings held during the Year	15
No. of Board meetings attended during the year.	15
Terms & Conditions of appointment	Re-appointment of Smt. Reena Rathore as Executive Director who is liable to retire by rotation.
Remuneration sought to be paid	Rs. 6.00 Lacs
Remuneration Last drawn	Rs. 6.00 Lacs

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DIRECTOR'S REPORT

To The Members,

The Director's have great pleasure in presenting the 11th Annual Report of the working of the Company together with the audited accounts for the year ended 31st March 2017.

1. FINANCIAL PERFORMANCE

The Company's financial performances for the year under review along with previous year's figures are given hereunder:

Particulars	(Rs. In Lacs)	
	For the financial year ended 31st March, 2017 (Rs.)	For the financial year ended 31st March, 2016 (Rs.)
Gross Receipt	3700.72	2494.17
Total Income	92.31	7.96
Profit before depreciation & taxation	210.20	139.10
Less: Depreciation	117.89	131.14
Less: Taxation	43.57	2.00
Profit after taxation	48.75	5.96
Add: Balance brought forward from previous year	125.28	119.33
Less: NAV Reversed/Used to bonus share	0.00	0.00
Surplus available for appropriation	174.03	125.29
Appropriations :-		
General Reserves	0.00	0.00
Proposed Dividend	0.00	0.00
Tax on Dividend	0.00	0.00
Additional depreciation on fixed asset	0.00	0.00
Balance carried to Balance sheet	174.03	125.29

2. OPERATION AND STATE OF COMPANY'S AFFIARS

During the year under review your company did satisfactory. Directors expect that the company will achieve new heights in the ensuing year.

3. DIVIDEND

Your Directors felt it prudent to retain the earnings for the year under review to be ploughed back in business, which shall result in further augmentation of the Company's growth and shareholders' wealth

4. CHANGES IN THE NATURE OF BUSINESS

There is no change in the nature of business in comparison to immediate preceding year.

5. CHANGE IN SHARE CAPITAL

The changes took place in the share capital of the company during the year. The share capital has been enhanced by issue of fresh share capital on premium through initial public issue.

6. TRNASFER TO RESERVES

No amount of profit has been transfer to any specific reserve.

7. MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to SEBI (LODR) Regulations, 2015, Report on Management Discussion and Analysis is annexed.

8. SUBSIDIARY COMPANIES

The Company does not have any subsidiary.

9. DIRECTOR'S RESPONSIBILITY STATEMENT

In pursuance of section 134 (3) (c) of the Companies Act, 2013, and based on the information provided by the management, your Directors hereby confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed;
- (b) Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of the Company as at March 31st 2017 and of the profit of the Company for the year ended on that date;
- (c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- (d) The annual accounts of the Company have been prepared on a going concern basis.

- (e) Internal controls have been laid down to be followed by the Company and such internal controls were adequate and were operating effectively.
- (f) Systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

10. CORPORATE SOCIAL RESPONSIBILITY POLICY:

Pursuant to the provisions of section 135 and schedule VII of the Companies Act, 2013 at present the CSR provisions are not applicable to the Company.

11. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There are no material changes after the balance sheet date which may materially affect the financial position of the company or having any material impact on the operations of the Company.

12. CHANGES IN SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

The Company has no subsidiaries, joint ventures or associates during the year and therefore no details are required to be given.

13. CONSOLIDATED FINANCIAL STATEMENTS:

The Company has no Subsidiary, Associate or Joint Venture therefore, question of consolidated financial statement do not arise.

14. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All material related party transactions entered into by the Company with the material related parties during the year under review has been examined and approved by the Audit Committee and Board of Directors. The Company shall place respective resolution before shareholders for their approval during the ensuing Annual General Meeting. Details of all material transactions have been disclosed in financial statements of the Company annexed with this Annual Report.

The Form AOC – 2 pursuant to Section 134(3)(h) of the Companies Act, 2013 read with the Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out as Annexure to this report.

15. INFORMATION PERSUENT TO RULE- OF THE COMPANIES (APPOINTMENT AND REMUNERATION) OF MANAGERIAL PERSON, RULE, OF THE COMPANIES ACT, 2013

None of the employee is in receipt of remuneration in excess of the limits prescribed under Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 i.e. the company has not employed any employee for any post that has paid remuneration in excess of Rs. 60,00,000/- per annum or in excess of Rs. 5,00,000/- per month.

16. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the financial year Smt. Reena Rathore retire from the post of directorship of the company by rotation and being eligible and offer herself for reappointment.

17. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Company has received necessary declaration from each Independent Director of the company under Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their Independence as laid down in Section 149(6).

18. STATUTORY AUDITORS

M/s Ankit Lawati & Associates, Chartered Accountants, Udaipur (Firm Registration No.015350C) retiring statutory auditor of the company show their unwillingness for reappointment hence board of directors of the company is proposed to appoint M/s Sagar Golchha & Co., Chartered Accountants, Udaipur (Firm Registration No. 007755C), as Statutory Auditor for a period of 5 years in the Annual General Meeting.

Their continuance of appointment and payment of remuneration are to be confirmed and approved in board meeting. The Company has received a certificate from the above Auditors to the effect that if they are appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

19. SECRETARIAL AUDITOR

M/s Deepak Vijaywargey & Associates, Practicing Company Secretary, Udaipur was appointed as the Secretarial Auditor of the Company for the financial year 2016-2017 by the Board of Directors pursuant to provisions of Companies Act, 2013 and rules there under. Secretarial audit report as provided by M/s Deepak Vijaywargey & Associates, Practicing Company Secretary is annexed to this Report.

20. QUALIFICATIONS IN AUDIT REPORTS

There are no qualifications, reservations or adverse remarks or disclaimer made—

- (a) By the statutory auditor in his audit report; and
- (b) By the company secretary in practice in his secretarial audit report;

21. BOARD MEETINGS

The Board of Directors meet 15 times during this financial year 2016-2017.

22. COMPOSITION OF AUDIT COMMITTEE

The Audit Committee consists of adequate composition of Executive and Non-Executive Independent Directors of which details are mentioned in the Corporate Governance Report.

23. COMPOSITION OF NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee consists of adequate composition of Non Executive Independent Directors of which details are mentioned in the Corporate Governance Report.

24. PARTICULARS OF LOANS, GAURANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013, if any, apart from the loans made, guarantee given or security provided by the Company in the ordinary course of business, if any, are given in the Notes to accounts forming part of the Audited Financial Statements for the year ended March 31, 2017.

25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

- (a) Conservation of Energy: The Company's operations are not energy-intensive and involves low energy consumption. However, adequate measures have been taken to conserve the consumption of energy.
- (b) Technology Absorption: Operations of the company do not involve any kind of special technology and there was no expenditure on research & development during this financial year. However, your company continuously upgrading its technology (computer technology and telecom infrastructure) to ensure it is connection with its clients across the global.
- (c) Foreign Exchange Earnings and outgo: Foreign Exchange Earnings of Rs. 3,84,82,766 during the year and no outgo amount during the year.
- (d) Human Resource Development & Industrial Relations:

Your Company continues to take new initiatives to further align its HR policies to meet the growing needs of its business. People development continues to be a key focus area of the Company. The industrial relations in all the units of the Company remained cordial and peaceful throughout the year.

26. EXTRACT OF ANNUAL RETURN:

As provided under Section 92(3) of the Act, the extract of annual return is given in Annexure in the prescribed Form MGT-9, which forms part of this report.

27. BUSINESS RISK MANAGEMENT

The Board of Directors of the Company identifies & evaluates the business risks and opportunities. The directors of the Company take pro-active steps to minimize adverse impact on the business objectives and enhance the Company's competitive advantage. Presently no material risk has been identified by the directors except of general business risks, for which the Company is leveraging on their expertise and experience.

28. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its future operations.

29. NUMBER OF CASES FILED, IF ANY, AND THEIR DISPOSAL U/S 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance towards any action on the part of any of its official, which may fall under the ambit of 'Sexual Harassment' at workplace, and is fully committed to uphold and maintain the dignity of every women employee of the Company. The Company's Sexual Harassment Policy provides for protection against sexual harassment of Women at workplace and for Prevention and redressed of such complaints. During the financial year no case of Sexual Harassment were reported.

30. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There were no qualifications, reservations or adverse remarks made either by the Auditors in their respective Audit Reports or by the company secretary in their secretarial report.

31. DIRECTORS

The board of directors are duly constituted and detail of directors are as under:

S.NO.	PARTICULARS	APPOINTMENT	DESIGANATION	CESSATION
1	Shri Chatter Singh Rathore	08.06.2006	Managing Director	N.A.

2	Smt Reena Rathore	08.06.2006	Whole Time Director.	N.A.
3	Shri Vaibhav Singh Rathore	24.02.2016	Whole Time Director cum C.F.O	N.A.
4	Shri Mahendra Singh Singhvi	24.02.2016	Independent Director	N.A.
5	Shri Pratap Singh Talesara	24.02.2016	Independent Director	N.A.
6	Shri Virendra Prakash Rathi	24.02.2016	Independent Director	N.A.

32. SHARES

(a) Buy Back Of Securities

The Company has not bought back any of its securities during the year under review.

(b) Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

(c) Bonus Shares

The company has not issued bonus shares during the year under review.

(d) Employees Stock Option Plan

The Company has not provided any Stock Option Scheme to the employees.

33. LISTING WITH STOCK EXCHANGES

The Company confirms that it has paid the Annual Listing Fees for the year 2016-17 to BSE SME where the Company's shares are listed.

34. INVESTOR COMPLAINTS AND COMPLIANCE:

During the year, company has not received any investor complaints and as on date no complaints are pending.

35. EARNINGS PER SHARE (EPS):

The earnings per share (EPS) is Rs. 1.25 per share as at March 31st 2017 as against Rs. 0.21 per share as at March 31st 2016.

36. OTHER MATTERS:

There is no information to be given in respect of Independent Directors u/s 149(6), remuneration of independent directors u/s 178(1) & (3), formal annual evaluation of Board, pursuant to section 134(3)(d),(e),(p) of the Companies Act, 2013 and all other applicable information to be reported in directors report are either nil or not applicable on the Company.

37. ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, Government Authorities, customers, vendors and members during the year under review. Your directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For & on behalf of the Board of:

M/s Mewar Hi-Tech Engineering Limited

Date: 06.09.2017

Place: Udaipur

Sd/-

(Chatsingh Rathore)

Managing Director

Din: 01748904

Sd/-

(Smt. Reena Rathore)

Director

Din: 01748907

Annexure-I

Policy for Selection and Appointment of Directors and their Remuneration

CRITERIA OF SELECTION OF NON-EXECUTIVE DIRECTORS

The Non-executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of marketing, finance, taxation, law, governance and general management.

In case of appointment of Independent Directors, the Nomination & Remuneration Committee shall satisfy itself with regard to the independent nature of the Directors vis-a-vis the Company so as to enable the Board to discharge its function and duties effectively.

The Nomination & Remuneration Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

The Nomination & Remuneration Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- i. Qualification, expertise and experience of the Directors in their respective fields;
- ii. Personal, Professional or business standing;
- iii. Diversity of the Board.

In case of re-appointment of Non-executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

REMUNERATION

The Non-executive Directors may be paid sitting fees for each meeting of the Board attended by them, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and reimbursement of expenses for participation in the Board Meetings.

EXECUTIVE DIRECTOR – CRITERIA FOR SELECTION / APPOINTMENT

For the purpose of selection of the Executive Director, the Nomination & Remuneration Committee shall identify persons of integrity who possess relevant expertise, experience & leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board. The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

REMUNERATION FOR THE EXECUTIVE DIRECTOR:

At the time of appointment or re-appointment, the Executive Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination & Remuneration Committee and the Board of Directors) and the Executive Director within the overall limits prescribed under the Companies Act, 2013.

The remuneration of Executive Director shall be subject to the approval of the Members of the Company in General Meeting.

The remuneration of the Executive Director comprises of fixed and variable component as per the provisions of Companies Act, 2013. The fixed component comprises salary, allowances, perquisites, amenities and retiral benefits.

REMUNERATION POLICY FOR THE SENIOR MANAGEMENT EMPLOYEES

In determining the remuneration of the Senior Management Employees, the Nomination & Remuneration Committee shall ensure the relationship of remuneration and performance benchmark is clear. The Executive Director will carry out the individual performance review based on the respective defined objectives, qualification, expertise, experience and other factors whilst recommending the annual increment and performance incentive to the Nomination & Remuneration Committee for its review and approval.

Annexure-II

Management Discussion & Analysis Report

ECONOMIC OVERVIEW AND INDUSTRY OVERVIEW

Introduction

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF). The Government of India has forecasted that the Indian economy will grow by 7.1 per cent in FY 2016-17. As per the Economic Survey 2016-17, the Indian economy should grow between 6.75 and 7.5 per cent in FY 2017-18. The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, Reserve Bank of India's (RBI) inflation focus supported by benign global commodity prices.

India's consumer confidence index stood at 136 in the fourth quarter of 2016, topping the global list of countries on the same parameter, as a result of strong consumer sentiment, according to market research agency, Nielsen.

Moody's has affirmed the Government of India's BAA3 rating with a positive outlook stating that the reforms by the government will enable the country perform better compared to its peers over the medium term.

Market size

India's gross domestic product (GDP) grew by 7 per cent year-on-year in October-December 2016 quarter, which is the strongest among G-20 countries, as per Organization for Economic Co-operation and Development (OECD) Economic Survey of India, 2017. According to IMF World Economic Outlook Update (January 2017), Indian economy is expected to grow at 7.2 per cent during FY 2016-17 and further accelerate to 7.7 per cent during FY 2017-18.

The tax collection figures between April 2016 and January 2017 show an increase in net Indirect taxes by 16.9 per cent and an increase in net Direct Taxes by 10.79 per cent year-on-year, indicating a steady trend of healthy growth. The total number of e-filed Income Tax Returns rose 21 per cent year-on-year to 42.1 million in 2016-17 (till 28.02.17), whereas the number of e-returns processed during the same period stood at 43 million.

Corporate earnings in India are expected to grow by over 20 per cent in FY 2017-18 supported by normalization of profits, especially in sectors like automobiles and banks, while GDP is expected to grow by 7.5 per cent during the same period, according to Bloomberg consensus.

India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM.

India's labor force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labor force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves stood at US\$ 366.781 billion as on March 17, 2017 as compared to US\$ 360 billion by end of March 2016, according to data from the RBI.

Recent Developments

With the improvement in the economic scenario, there have been various investments leading to increased M&A activity. Some of them are as follows:

M&A activity in India more than doubled year-on-year to reach US\$ 61.26 billion in 2016-17. Early-stage start-ups in India are expected to raise US\$ 800 million in 2017, due to greater focus on profitability and sustainable growth, as per a report by InnoVen Capital.

- NITI Aayog, Department of Industrial Policy & Promotion (DIPP) and Confederation of Indian Industry (CII) launched an "India Innovation Index" in line with the Global Innovation Index (GII) to rank states based on innovation by capturing innovation data from all Indian states and updating them regularly.
- The Union Cabinet, Government of India, has approved the Central Goods and Services Tax (CGST), Integrated GST (IGST), Union Territory GST (UTGST), and Compensation Bill.
- The Union Cabinet has approved a memorandum of understanding (MoU) between India and United Arab Emirates (UAE), aimed at enhancing cooperation in the field of small and medium enterprises (SMEs) between the two countries, and thereby providing an opportunity for the Indian SMEs to improve and innovate further.
- The Union Cabinet has approved a MoU between India and the African Asian Rural Development Organisation (AARDO), to implement capacity building programmes for rural development.
- The Union Cabinet has approved a MoU between India and Hungary, aimed at improving bilateral cooperation in the field of water management, which is expected to develop relations between public and private organizations concerning water resources of both the countries.
- The Government of India and the Government of the United States of America have signed a MoU to enhance cooperation on energy security, clean energy and climate change through increased bilateral engagement and further joint initiatives for promoting sustainable growth.
- The Government of India plans to auction 280 mines with an estimated mineral value of over Rs 10 lakh crore (US\$ 153.64 billion) in the fiscal year 2017-18, and also use drone technology to prepare topography maps and inspect mines.
- Indian merchandise exports registered a growth of 17.48 per cent year-on-year in February 2017 at US\$ 24.49 billion, according to the data from Ministry of Commerce & Industry
- Retail price inflation for February 2017 was reported at 3.65 per cent, compared to 5.26 per cent a year ago, as per CSO.

- India's industry output grew 2.74 per cent year-on-year in January 2017, led by a good performance in the capital goods sector which registered a 10.7 per cent year-on-year growth.

Government Initiatives

The Government of India announced demonetization of high denomination bank notes of Rs 1000 and Rs 500, with effect from November 8, 2016, in order to eliminate black money and the growing menace of fake Indian currency notes, thereby creating opportunities for improvement in economic growth.

In the Union Budget 2017-18, the Finance Minister, Mr Arun Jaitley, verified that the major push of the budget proposals is on growth stimulation, providing relief to the middle class, providing affordable housing, curbing black money, digitalization of the economy, enhancing transparency in political funding and simplifying the tax administration in the country.

India's unemployment rate has declined to 4.8 per cent in February 2017 compared to 9.5 per cent in August 2016, as a result of the Government's increased focus towards rural jobs and the Mahatma Gandhi National Rural Employment Guarantee Act (MGNREGA) scheme.

The Government of Maharashtra has set a target to double farm income by 2022 through measures like large scale micro irrigation, water conservation, expansion of formal cash credit coverage, crop insurance and agriculture diversification, as per Mr Vidyasagar Rao, Governor of Maharashtra.

Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP from the current 17 per cent. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

Some of the recent initiatives and developments undertaken by the government are listed below:

- Finance Minister Mr Arun Jaitley has stated that start-ups incorporated after March 31, 2016, can avail a three-year tax holiday in the first seven years of their existence, instead of five years, and reduced the tax rate for enterprises with a turnover up to Rs 50 crores (US\$ 7.68 million) to 25 per cent instead of the earlier 30 per cent.
- The Ministry of Corporate Affairs (MCA) has launched a Simplified Proforma for Incorporating Company Electronically (SPICE), aimed at providing speedy services for incorporation to bring ease of doing business in the country on a par with global norms.

- The Government of India has unveiled a new Urban Development strategy for the next 20 years, aimed at development of rural and urban areas, providing housing for the urban poor and ensuring gender equity in the country among other objectives.
- The Government of India has raised Rs 30,000 crore (US\$ 4.61 billion) through disinvestment proceeds, the highest amount raised via stake sales, and further aims to meet the disinvestment target of Rs 56,500 crore (US\$ 8.68 billion) for the year, as per Mr Neeraj Gupta, Secretary, Department of Investment and Public Asset Management (DIPAM).
- The Government of India along with its investment promotion agency, Invest India, are in discussion with around 300 Indian and foreign companies to channelize investments worth US\$ 62 billion, which will help create over 1.7 million job opportunities in India.
- The Union Cabinet, Government of India, has approved Rs 10,000 crore (US\$ 1.53 billion) initial corpus for the Fund of Funds for Start-ups (FFS) established in June 2016.
- The Ministry of Housing and Urban Poverty Alleviation, Government of India, has approved the construction of 1,17,814 affordable houses for the urban poor and will provide an assistance of Rs 1,816 crore (US\$ 279 million) under the Prime Minister's Awas Yojana (Urban).
- The Ministry of Women and Children Development, Government of India, plans to implement the Integrated Child Development Services (ICDS) Scheme, Scheme for Adolescent Girls (AGs) and Maternity Benefit Programme (MBP), which aim to deal with the problem of malnutrition in the country, for which the Government has released funds worth Rs 23,092 crore (US\$ 3.53 billion) to States and Union Territories.
- Mr Arvind Panagariya, Vice Chairman, Niti Aayog, has stated that the three-year action plan of the Niti Aayog to boost industry and growth by bringing reforms especially in the areas of agriculture, education and healthcare, will likely start from FY 2017-18.
- The Government of India has certified 20 private organisations as incubators under the Startup India Action Plan, which is expected to promote entrepreneurship, provide pre-incubation training and a seed fund for high growth start-ups in the country.
- The Ministry of Commerce and Industry plans to establish India as a hub for world class designing by setting up four National Institute of Design (NIDs) across the country, aimed at providing skills to empower India's human capital towards world class designing.

Under the Digital India initiative numerous steps have been taken by the Government of India. Some of them are as follows:

- The Government of India plans to revamp two of its digital initiatives, the United Payment Interface (UPI) and Unstructured Supplementary Service Data (USSD), to enable consumers to easily make transactions digitally, with or without an Internet connection, and thereby strengthen its push towards making India a digital economy.
- Prime Minister, Mr Narendra Modi has launched the Bharat Interface for Money (BHIM) app, an Aadhaar-based mobile payment application that will allow users to make digital payments without having to use a credit or debit card.

- The Government of India has launched a digital employment exchange which will allow the industrial enterprises to find suitable workers and the job-seekers to find employment. The core purpose of the initiative is to strengthen the communication between the stakeholders and to improve the efficiencies in service delivery in the MSME ministry. According to officials at the MSME ministry over 200,000 people have so far registered on the website.
- The Ministry of Human Resource Development recently launched Kendriya Vidyalaya Sangthan's (KVS) e-initiative 'KV ShaalaDarpan' aimed at providing information about students electronically on a single platform. The program is a step towards realising Digital India and will depict good governance.
- The Government of India announced that all the major tourist spots like Sarnath, Bodhgaya and Taj Mahal will have a Wi-Fi facility as part of digital India initiative. Besides, the Government has started providing free Wi-Fi service at Varanasi ghats.
- The Government of India has launched an initiative to create 100 smart cities as well as Atal Mission for Rejuvenation and Urban Transformation (AMRUT) for 500 cities with an outlay of Rs 48,000 crore (US\$ 7.47 billion) and Rs 50,000 crore (US\$ 7.34 billion) crore respectively. Smart cities are satellite towns of larger cities which will consist of modern infrastructure and will be digitally connected.
- The number of internet users in India is expected to reach 730 million by 2020, supported by fast adoption of digital technology, according to a report by NASSCOM.

Road Ahead

According to The World Bank, the Indian economy will likely grow at 7 per cent in 2016-17, followed by further acceleration to 7.6 per cent in 2017-18 and 7.8 per cent in 2018-19. Demonetisation is expected to have a positive impact on the Indian economy, which will help foster a clean and digitised economy in the long run, according to Ms Kristalina Georgieva, Chief Executive Officer, The World Bank.

India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040, according to a report by PricewaterhouseCoopers. Also, the Prime Minister, Mr Narendra Modi has stated that India has become the world's fastest growing large economy, and is expected to grow five-fold by 2040, owing to a series of policy measures.

SEGMENT REPORTING

The Company is exclusively engaged in manufacturing of construction equipments and revenues are mainly derived from this activity. Accounting Standard 17 regarding Segment-wise Reporting issued by the Institute of Chartered Accountants of India and notified under the Companies (Accounting Standards) Rules, 2006 does not apply to your Company since revenues are derived from only one segment.

RISKS AND CONCERNS

Your Company is exposed to internal and external risks. The internal risks relates to the risks within the Company due to change in management, personnel and policies, lapses / inadequacy in existing infrastructure facilities, delinquencies on the part of employees, staff attrition, misfeasance etc. The external risks can be associated to those factors which are not within the control of the Company like change in interest rates, government regulations, competition from others operating in similar business etc.

RISK MANAGEMENT

Comprehensive risk management practices form an integral part of the operations of company. The nature of business the company is engaged in exposes it to a slew of complex and variable risks. The rapid and continuous changes in the business environment have ensured that the organization becomes increasingly risk focused to achieve its strategic objectives. Company policies ensure timely identification, management and mitigation of relevant risks, such as credit Risk, liquidity risk, interest rate risk, operational risk, reputational and regulatory risks, which help the company move forward with vigour.

INTERNAL CONTROL SYSTEMS & ADEQUACY

Company has an adequate system of internal control in place which has been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliance with regulations and for ensuring reliability of financial reporting. Company has documented procedures covering all financial and operating functions. Company has robust internal audit program, where the internal auditors, an independent firm of chartered accountants, conduct a risk-based audit with a view to not only test adherence to laid down policies and procedures but also to suggest improvements in processes and systems. Internal audit observations and recommendations are reported to the Audit Committee, which monitors the implementation of such recommendations.

INFORMATION TECHNOLOGY

Your Company is developing ERP Software which is a step towards aligning technology to the projected business growth. All our operations will be in the “central data base platform” from the coming financial year. The steps taken to upgrade Information Technology platform will facilitate your Company to serve the customer (s) in an efficient manner and which is an integral part of the control mechanism.

DISCUSSION ON FINANCIAL PERFORMANCE AND OPERATIONAL HIGHLIGHTS

The financial and other operational performance of the Company for the year under review has been discussed in detail in the Directors’ Report. The Cash-Flow Statement and the Balance Sheet are annexed to this Annual Report.

HUMAN RESOURCES

Human resource development is considered vital for effective implementation of business plans. The Company aims to align HR practices with business goals, motivate people for higher performance and build a competitive working environment. Productive high performing employees are vital to the company's success. The Board values and appreciates the contribution and commitment of the employees towards performance of your Company during the year. In pursuance of the Company's commitment to develop and retain the best available talent, the Company continued to offer in house training program to staff members in executive development, leadership and management skills. The Company had organized various training programs for upgrading the skill and knowledge of its employees in different operational areas. The Company also sponsored its employees at various levels to attend various seminars and programs conducted by various organizations and institutions so as to update their knowledge and to keep them abreast of all the developments in their respective fields. Employee relations remained cordial and the work atmosphere remained congenial during the year.

RELATED PARTY TRANSACTIONS

Transactions with related parties entered into by the Company in the normal course of business were placed before the Audit Committee. None of the transactions with any of the related parties were in conflict with the interests of the Company. The details of transactions with the Company and related parties are given for information under notes to accounts.

CAUTIONARY STATEMENT

Statements in this Directors' Report and Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. These statements are based on certain assumptions and expectations of future events over which the Company has no direct control. Important factors that could make a difference to the Company's operations.

Statements in this report, describing the company's objectives, estimations, projections, expectations are "forward looking statements" based on the management's current expectations and beliefs concerning future developments and their potential effect upon the Company. Several factors could make significant difference to the company's operations. These include economic conditions affecting demand and supply, Government regulations and taxation, natural calamities, etc. over which the company does not have any direct control. Company assumes no responsibility in case the actual results differ materially due to change in internal or external factors.

Report on Corporate Governance

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the report containing the details of Corporate Governance systems and processes at the company is as follows:

At the company, Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success, and we remain committed to maximizing stakeholders' value, be it shareholders, employees, customers, investors or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all. We have a defined policy framework for ethical conduct of businesses.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The company is committed to ensure high standards of transparency and accountability in all its activities. The best management practices and high levels of integrity in decision making are followed to ensure long term wealth generation and creation of value for all the stakeholders. The company follows all the principles of corporate governance in its true spirit and at all times.

BOARD OF DIRECTORS

Composition & Category of Directors:

As at 31st March, 2017 the Board of Directors comprises of six directors, who bring in a wide range of skills and experience to the board. Out of the Six Directors, three are Independent Directors, Two Whole Time Director, and One Managing Director. The independent directors have confirmed that they satisfy the criteria prescribed for an independent director as stipulated in the provisions of Section 149(6) of the Companies Act, 2013. All directors are appointed by the members of the Company. The directors bring to the board a wide range of experience and skills. The composition of the board is in conformity with (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Category	Name of Directors
Promoter Directors	Shri Chatsingh Harisingh Rathore, Managing Director
	Smt. Reena Rathore, Whole Time Director
	Shri Vaibhav Singh Rathore, Whole Time Director cum CFO
Independent Directors	Shri Mahendra Singh Singhvi

	Shri Pratap Singh Talesara
	Shri Virendra Prakash Rathi

Responsibilities

The board of directors represents the interest of the Company's shareholders, in optimizing long-term value by providing the management with guidance and strategic direction on the shareholders' behalf. The board has a formal schedule of matters reserved for its consideration and decision, which includes reviewing corporate performance, ensuring adequate availability of financial resources, regulatory compliance, safeguard interest of shareholders and reporting to shareholders.

Role of Independent directors

Independent directors play an important role in deliberations at the board meetings and bring to the Company their wide experience in the fields of finance, Marketing and accountancy. This wide knowledge, their field of expertise and boardroom practices helps foster varied, unbiased, independent and experienced perspectives. The Company benefits immensely from their inputs in achieving its strategic direction. The Audit Committee, the Nomination & Remuneration Committee and the Stakeholder's Relationship Committee have a majority of independent directors. These committees function within the defined terms of reference in accordance with the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and as approved by the board, from time to time. Board members ensure that their work in other capacities do not impinge on their fiduciary responsibilities as directors of the Company.

Appointment of Independent Directors

The Company has 3 (three) Independent Directors on its Board. All the Directors viz. Shri Mahendra Singh Singhvi, Shri Pratap Singh Talesara and Shri Virendra Prakash Rathi were appointed are not liable to retire by rotation. Formal letters of appointment were issued to the independent directors in terms of the provisions of the Companies Act, 2013.

All Independent Directors of the Company, at the time of their first appointment to the Board and thereafter at the first meeting of the Board in every financial year, give a declaration that they meet with the criteria of independence as provided in section 149 of the Companies Act, 2013. In the opinion of the Board, each independent director possesses appropriate balance of skills, experience and knowledge, as required.

Familiarization Program for Independent Directors:

The objective of a familiarization program is to ensure that the non-executive directors are updated on the business environment and overall operations of the Company. This enables the non executive directors to make better informed decisions in the interest of the Company and its stakeholders. A familiarization program was conducted for non-executive directors on areas such as the core functions of the Company, overview of the industry, financials and the performance of the Company.

Evaluation of Directors and Board:

With the objective of enhancing the effectiveness of the board, the Nomination & Remuneration Committee formulated the methodology and criteria to evaluate the performance of the board and each director. The evaluation of the performance of the board is based on the approved criteria such as the board composition, strategic planning, role of the Chairman, non-executive directors and other senior management, assessment of the timeliness and quality of the flow of information by the Company to the board and adherence to compliance and other regulatory issues.

The independent directors also held a separate meeting to review the performance of the non-executive directors, the Chairman of the Company and the overall performance of the board.

Meetings of Independent Directors:

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. The Independent Directors of the Company met once during the year to review the performance of Non- Independent Directors and the Board as a whole, review the performance of the Chairperson of the Company and access the quality, quantity and timeliness of flow of information between the company management and the Board.

Board Committees Composition of Board Committees:

Audit Committee Compositions:

The Composition of Audit Committee comprises as follows:

- ◆ Shri Virendra Prakash Rathi-Chairman of the Committee
- ◆ Shri Pratap Singh Talesara-Member
- ◆ Shri Mahendra Singh Singhvi- Member

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirement), Regulations, 2015 .Members of the Audit Committee are financially literate and have relevant finance / audit exposure.

Powers and Roles of the Committee:

The audit committee assists the board in the dissemination of financial information and in overseeing the financial and accounting processes in the company. The terms of reference of the audit committee covers all matters specified in SEBI (LODR) Regulations, 2015 and also those specified in section 177 of the Companies Act, 2013. The terms of reference broadly include review of internal audit reports and action taken reports, assessment of the efficacy of the internal control systems/ financial reporting systems and reviewing the adequacy of the financial policies and practices followed by the company. The audit committee reviews the compliance with legal and statutory requirements, the half yearly and annual financial statements and related party transactions and reports its findings to the Board. The committee also recommends the appointment of internal auditor, statutory auditor. The committee also looks into those matters specifically referred to it by the Board.

Nomination and Remuneration

The Composition of Nomination & Remuneration committee comprises as follows:

- Shri Mahendra Singh Singhvi- Chairman of the Committee
- Shri Virendra Prakash Rathi—Member
- Shri Pratap Singh Talesara- Member

The Committee's composition meets with the provisions of the Companies Act, 2013 and Regulation 19 of SEBI (LODR), Regulations, 2015.

The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under SEBI (LODR) Regulations, 2015 and Section 178 of the Companies Act, 2013, besides other terms as may be referred by the Board.

The role of the Nomination and Remuneration Committee inter alia, includes formulation of criteria for determining qualifications, positive attributes and independence of a director and recommendation to the Board of the remuneration policy; formulation of criteria for evaluation of Independent Directors and the Board; devising a policy on Board diversity; and identification of persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

Investor Grievance Redressal:

SEBI vide Circular Ref: CIR/OIAE/2/2011 dated June 3, 2011 informed the company that they had commenced processing of investor complaints in a web based complaints redress system "SCORES". Under this system, all complaints pertaining to companies are electronically sent through SCORES and the companies are required to

view the complaints pending against them and submit Action Taken Report (ATRs) along with supporting documents electronically in SCORES. During the year company did not receive any complaints from investors.

Remuneration policy:

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is annexed to the Directors' Report. Further, the Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors.

The Company's remuneration policy is directed towards rewarding performance based on review of achievements periodically. The remuneration policy is in consonance with the existing industry practice.

Director's Remuneration

Non-Executive Directors:

During the financial year 2016-2017, no payment is made to Non Executive Directors.

Executive Director:

Detail of the remuneration paid to the Whole Time Director during the year is provided in MGT-9.

Transactions with Non-executive Directors:

There was no pecuniary relationship or transactions of the non-executive director's vis-à-vis the company during the Financial Year ended 31st March, 2017.

Details of shareholding of Directors as on 31st March, 2017:

The shareholding details of the directors as at March 31st 2016 are included in MGT-9 forming part of the Director's Report.

Codes and Standards

Vigil Mechanism:

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and as per Regulation 22 of SEBI (LODR) Regulations, 2015, Company have made a formal Vigil Mechanism Policy which provides detailed procedure to protect the interest of employees of the company. The Audit Committee oversees the vigil mechanism. No employee has been denied access to the Audit Committee.

Prevention of Insider Trading:

Your Company has formulated and adopted a Code for Prevention of Insider Trading Practices in accordance with the model code of conduct as prescribed under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended. The code is applicable to all directors, senior employees and their dependents. The said persons are restricted from dealing in the securities of the Company during the 'restricted trading periods' notified by the Company, from time to time.

Code of Conduct for the Board of Directors and the Senior Management:

The standards for business conduct provide that the directors and the senior management will uphold ethical values and legal standards as the company pursues its objectives, honesty and personal integrity will not be compromised under any circumstances. As provided under Regulation 5 of SEBI (LODR) Regulations, 2015, the Board members and senior management personnel have affirmed compliance with the code of conduct for the financial year 2016-2017.

A declaration signed by the Company's Managing Director is published in this Report.

Declaration under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Your Directors state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Declaration by Board:

Board hereby confirms that company has devised proper systems to ensure compliance of all laws applicable to the company.

Disclosures**Related Party Transaction:**

There have been no materially significant related party transactions with the company's promoters, directors, the management, their subsidiaries or relatives which may have potential conflict with the interests of the company at large. The necessary disclosures regarding the transactions are given in the notes to accounts.

Details of RPT in form AOC 2 attached to Board Report may also be referred to.

The Company has also formulated a policy for determining the Material RPT and the details of such policies for dealing with RPT.

Accounting Treatment:

There has been no difference in the Accounting treatment.

Management Discussion and Analysis Report:

The Management Discussion and Analysis Report forms part of the Directors' Report.

Postal Ballot:

No resolution was passed by postal ballot and there is no immediate proposal for passing any resolution through Postal Ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through Postal Ballot.

Dematerialization of shares:

Company's shares are available for trading with National Securities Depository Ltd. (NSDL) and with Central Depository Services (India) Limited (CDSL). The ISIN allotted to company's equity shares is INE957U01011.

Means of Communication:

The main source of information for the shareholders is the Annual Report which includes inter alia, the Director's Report, the shareholder's information and the audited financial results. Company recognizes the importance of regular dialogue with its shareholders to ensure that the Company's strategy is clearly understood.

Shareholders have an opportunity to attend the Annual General Meeting at which the business outlook is presented and relevant aspects of the company's operations are discussed. In addition, the registered office as well as the Registrar's office (RTA), serves as a contact point for shareholders on issues such as share transfers, dividends and announcements. Along with the financial results, other information as per the listing regulations such as Annual Report and Shareholding Pattern, are being uploaded on BSE website under "BSE Listing Centre". The Company does not make any presentation to analysts or to institutional investors.

The Ministry of Corporate Affairs (MCA) and the Companies Act, 2013, has taken a "Green Initiative" in corporate governance by allowing paperless compliances by the Companies through electronic mode. The SEBI (LODR) Regulations, 2015 and the Companies Act, 2013 permits companies to send soft copies of the annual report to all those shareholders who has registered their e-mail addresses with the Company/Depository participant. The Company has been requesting the shareholders holding shares in demat form to register/update their e-mail addresses to the company/depository participants. Accordingly, the annual report for 2016-2017, notice for AGM etc., are being sent in electronic mode to shareholders who have registered their e-mail addresses with the Company/depository participants. For those shareholders who have not opted for the above, the same are being sent in physical form.

The annual report also contains a section on “Shareholder’s Information” which inter alia provides information relating to the AGM date, time and venue, shareholding pattern, distribution of shareholding, top shareholders, monthly high and low quotations of the equity share during the year and other corporate governance information as required under SEBI (LODR) Regulations, 2015, The Company has designated the e-mail id investor@kingsoncrusher.com to enable the shareholders to register their grievances.

MD and CFO Certification:

The Managing Director / Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of SEBI (LODR) Regulations, 2015. The annual certificate given by the Managing Director and the Chief Financial Officer is published in this Report.

Subsidiary Companies:

The company has no Subsidiary Companies.

General Shareholder Information:

Outstanding ADRs/GDRs/ Warrants

The company does not have any GDRs/ ADRs/ Warrants or any convertible instruments.

Commodity Price Risk/ Foreign Exchange Risk/ Hedging Activities

Company does not have any Commodity Price Risk or Foreign Exchange Risk and Hedging activities.

Registrar and Share Transfer Agents:

Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments (Next To Keys Hotel), Marol Maroshi Road, Andheri East, Mumbai (Mah.)- 400 059. Phones: 91-22-62638200 email: investor@bigshareonline.com Website: www.bigshareonline.com are the registrars for the demat segment and also the share transfer agents of the company, to whom communications regarding share transfer and dematerialization requests must be addressed. All matters connected with share transfer, transmission, dividend payment is handled by the share transfer agent. Share transfers are processed within 15 days of lodgment.

Corporate Benefits to Investors:**Dividend Declared: NIL**

Information in respect of unclaimed dividends due for remittance into Investor Education and Protection Fund (IEPF) is given below:

Under the provisions of the Companies Act, 2013, dividends that remain unclaimed for a period of seven years from the date of declaration are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. There are no Unpaid/ Unclaimed Dividend as on 31.03.2017.

Shareholders holding shares in electronic form are requested to deal only with their Depository Participant in respect of change of address, nomination facility and furnishing bank account number, etc.

Request to Investors:

Shareholders are requested to follow the general safeguards/procedures as detailed hereunder in order to avoid risks while dealing in the securities of the company.

As required by SEBI, it is advised to the shareholders to furnish details of their bank account viz account number, name and address of their bank for incorporating the same in the dividend warrants/Cheques etc. This would avoid wrong credits being obtained by unauthorized persons.

Reconciliation of Share Capital:

A quarterly audit was conducted by a practicing company secretary, reconciling the issued and listed capital of the company with the aggregate of the number of shares held by investors in physical form and in the depositories and the said certificates were submitted to the stock exchanges within the prescribed time limit. As on 31st March 2017, there was no difference between the issued and listed capital and the aggregate of shares held by investors in both physical form and in electronic form with the depositories.

Information to Shareholders:

A brief resume of the director reappointed together with the nature of his experience and details of the other directorships held by him is annexed to the Notice convening the Annual General Meeting.

Nomination Facility:

Most of the shares of the company are in demat form and shareholders are requested to contact their Depository Participants for availing nomination facility.

Compliance Certificate of the Auditors:

Certificate from the Company's Auditors, M/s. Ankit Lawati & Associates, confirming compliance with conditions of Corporate Governance as stipulated in SEBI (LODR) Regulations, 2015, is attached to this Report.

Non Mandatory Requirements:

The Company is moving towards a regime of unqualified financial statements. The Company shall endeavor to adopt the non-mandatory requirements as and when necessary.

Compliance:

The Company has complied with the mandatory requirements as stipulated under Regulation 34(3) and 53 of SEBI (LODR) Regulations, 2015. The Company has submitted the quarterly compliance status report to the stock exchanges within the prescribed time limit, as and when required.

Going Concern:

The directors are satisfied that the Company has adequate resources to continue its business for the foreseeable future and consequently consider it appropriate to adopt the going concern basis in preparing the financial statements.

The Board:

Independent Directors possess the requisite qualification and experience to contribute effectively to the company in their capacity as independent director.

Audit Qualifications:

The statutory financial statements of the company are unqualified.

Separate posts of Chairman and MD:

The Company has appointed only MD of the Company.

Reporting of Internal Auditor:

The Internal Auditor of the company directly reports to the Audit Committee.

Declaration by Managing Director on Code of Conduct under Regulation 18(3) of SEBI (LODR) Regulations, 2015.

To,
The Members,

I, hereby declare that to the best of my knowledge and information, all the Board Members and Senior Management Personnel have affirmed compliance with the code of conduct for the year ended March 31st 2017.

Date: 06.09.2017

Place: Udaipur

**For & on behalf of the Board of:
M/s Mewar Hi-Tech Engineering Limited**

Sd/-

(Chatsingh Rathore)

Managing Director

Din: 01748904

Sd/-

(Smt. Reena Rathore)

Director

Din: 01748907

Annexure: IV

Certificate by Managing Director (MD) and Chief Financial Officer (CFO) to the Board.

We, Chatsingh Harisingh Rathore, Managing Director and Vaibhav Singh Rathore, Whole Time Director cum CFO of Mewar Hi-Tech Engineering Limited, certify that:

1. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) These statements together present a true and fair view of the state of affairs of the company and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept overall responsibility for establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and that we have disclosed to the statutory auditors and the audit committee, deficiencies in the design or operations of such internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these of the Board. The auditors and audit committee are apprised of any corrective action taken with regard to significant deficiencies in the design or operation of internal controls.
4. We indicate to the auditors and to the audit committee:
 - a) Significant changes in internal control over financial reporting during the year;
 - b) Significant changes in accounting policies during the year; and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware of and which involve management or other employees having significant role in the company's internal control system and financial reporting. However, during the year there was no such instance.

For & on behalf of the Board of:

M/s Mewar Hi-Tech Engineering Limited

Date: 06.09.2017

Place: Udaipur

Sd/-

(Chatsingh Rathore)

Managing Director

Din: 01748904

Sd/-

(Vaibhav Singh Rathore)

WTD cum CFO

Din: 03438743

Annexure: V

Auditor's Certificate on Corporate Governance

To,

The Members of

Mewar Hi-Tech Engineering Limited,

Udaipur (Raj.)

We have examined the compliance of conditions of corporate governance by **Mewar Hi-Tech Engineering Limited** ("the Company"), for the year ended on 31st March, 2017 as stipulated in Chapter IV of SEBI (LODR) Regulations, 2015 of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited with respect to procedures and implementation thereof adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of SEBI (LODR) Regulations, 2015

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 06.09.2017

Place: Udaipur

For M/s Ankit Lawati & Associates

Chartered Accountants

Sd/-

(CA Ankit Lawati)

Partner

FRN: 015350C

M.No.: 410089

FORM NO. MGT-9**EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2017****Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.****I. REGISTRATION & OTHER DETAILS:**

1.	CIN	U29299RJ2006PLC022625
2.	Registration Date	08.06.2006
3.	Name of the Company	Mewar Hi-Tech Engineering Limited
4.	Category/Sub-category of the Company	Company limited by shares and Indian Non Government company
5.	Address of the Registered office & contact details	1 Hawa Magri, Industrial Area Sukher, Udaipur (Raj.) – 313001 Mail Id: accounts@kingsoncrusher.com Ph. No.: 0294-2440234
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments (Next To Keys Hotel), Marol Maroshi Road, Andheri East, Mumbai (Mah.)-400059. Phones:91-22-62638200 email:investor@bigshareonline.com Website: www.bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturing of construction equipments		100%
2			
3			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES- All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1		N.A.	
2			
3			

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2016]				No. of Shares held at the end of the year[As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/	0	2014400	2014400	70.89%	2014400	0	2014400	51.61%	-19.28%
b) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Bodies Corp.	0	116000	116000	4.08%	116000	0	116000	2.97%	-1.11%
e) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Any other	0	0	0	0.00%	0	0	0	0.00%	0.00%
Total shareholding of Promoter	0	2130400	2130400	74.97%	2130400	0	2130400	54.58%	-20.39%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	0.00%
g) FIs	0	0	0	0.00%	0	0	0	0.00%	0.00%
h) Foreign Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%

i) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub-total (B)(1):-	0	0	0	0.00%	0	0	0	0.00%	0.00%
2. Non-Institution									
a) Bodies Corp.									
i) Indian	0	0	0	0.00%	90000	0	90000	2.30%	2.30%
ii) Overseas	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	0	668800	668800	23.54%	486000	668800	1154800	29.58%	6.04%
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	0	42400	42400	1.49%	365750	42400	408150	10.46%	8.97%
c) Others (specify)									
Non Resident Indians	0	0	0	0.00%	0	0	0	0.00%	0.00%
Overseas as Corporate Bodies	0	0	0	0.00%	0	0	0	0.00%	0.00%
Foreign Nationals	0	0	0	0.00%	0	0	0	0.00%	0.00%
Clearing Members	0	0	0	0.00%	120250	0	120250	3.08%	3.08%
Trusts	0	0	0	0.00%	0	0	0	0.00%	0.00%
Foreign Bodies - D R	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub-total (B)(2):-	0	711200	711200	25.03%	1062000	711200	1773200	45.42%	20.39%
Total Public Shareholding	0	0	0	0.00%	0	0	0	0.00%	0.00%
C. Shares held by Custodian for GDRs &	0	0	0	0.00%	0	0	0	0.00%	0.00%
Grand Total (A+B+C)	0.00	2841600	2841600	100.00%	3192400	711200	3903600	100.00%	0.00%

B) Shareholding of Promoter-

SN	Shareholder's Nam	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	Shri Chatsingh Harisingh Rathore	628560	22.12%	0.00	628560	16.10%	0.00	-6.02%
2.	Smt. Reena Rathore	894000	31.46%	0.00	894000	22.90%	0.00	-8.56%
3.	Mewar Technocast Pvt. Ltd.	116000	4.08%	0.00	116000	2.97%	0.00	-1.11%
4.	Shri Shiv Singh Rathore	24000	0.85%	0.00	24000	0.61%	0.00	-0.24%
5.	Shri Vaibhav Singh Rathore	67840	2.39%	0.00	67840	1.74%	0.00	-0.65%
6.	Fateh Singh Rathore	24000	0.84%	0.00	24000	0.62%	0.00	-0.22%
7.	Shri Tej Singh Rathore	8000	0.28%	0.00	8000	0.21%	0.00	-0.07%
8.	Shri Hari Singh Rathore	8000	0.28%	0.00	8000	0.21%	0.00	-0.07%
9.	Rathore Infra	360000	12.67%	0.00	360000	9.22%	0.00	1.65%

C) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Name of Shareholder	Shareholding at the beginning of the Year i.e. 01.04.2016		Change in shareholding			Shareholding at the end of the Year i.e. 31.03.2017	
		No. of share hold	% of holding	Date	Increase/ decrease in shareholding	Reason	No. of share hold	% of holding
1.	Shri Chatsingh Harisingh Rathore	628560	22.12%	-	-	-	628560	16.10%

2.	Smt. Reena Rathore	894000	31.46%	-	-	-	894000	22.90%
3.	Mewar Technocast Pvt. Ltd.	116000	4.08%	-	-	-	116000	2.97%
4.	Shri Shiv Singh Rathore	24000	0.85%	-	-	-	24000	0.61%
5.	Shri Vaibhav Singh Rathore	67840	2.39%	-	-	-	67840	1.74%
6.	Fateh Singh Rathore	24000	0.84%	-	-	-	24000	0.62%
7.	Shri Tej Singh Rathore	8000	0.28%	-	-	-	8000	0.21%
8.	Shri Hari Singh Rathore	8000	0.28%	-	-	-	8000	0.21%
9.	Rathore Infra	360000	12.67%	-	-	-	360000	9.22%

D) Shareholding pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of Shareholder	Shareholding at the beginning of the Year i.e. 01.04.2016		Change in shareholding			Shareholding at the end of the Year i.e. 31.03.2017	
		No. of share hold	% of holding	Date	Increase/ decrease in shareholding	Reason	No. of share hold	% of holding
1.	Smt. Rajshree Ranawat	216000	7.60%	-	-	-	216000	5.53%
2.	Shri Shivraj Singh Shaktawat	0	0.00%	-	Increase	Transfer	204000	5.23%
3.	M/s Rolcast India	120000	4.22%	-	-	-	120000	3.07%
4.	Shri Shanti Lal Jain	98000	3.45%	-	-	-	98000	2.51%
5.	Shri Heera Lal Dangi	0	0.00%	-	Increase	Transfer	90000	2.30%
6.	Shri Addul Hafiz	80000	2.82%	-	-	-	80000	2.05%
7.	Indra Securities Private Limited	0	0.00%	-	Increase	Transfer	72250	1.85%
8.	Shri Sunil D Panchmatiya	0	0.00%	-	Increase	Transfer	72000	1.84%
9.	Rikhav Securities Limited	0	0.00%	Allotment on 10.10.2016	Increase	Allotment & transfer of share	54000	1.38%
10.	Rajendra Singh Panwar	44000	1.55%	-	-	-	44000	1.13%

E) Shareholding of Directors and Key Managerial Personnel:

1. Shri Chatrsingh Harisingh Rathore, Managing Director

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year i.e. 01.04.2016		Cumulative Shareholding during the Year i.e. 31.03.2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	628560	22.12%	628560	16.10%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil
.0	At the end of the year	628560	22.12%	628560	16.10%

2. Smt. Reena Rathore, Whole Time Director

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year i.e. 01.04.2016		Cumulative Shareholding during the Year i.e. 31.03.2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	894000	31.46%	894000	22.90%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil
.0	At the end of the year	894000	31.46%	894000	22.90%

3. Shri Vaibhav Singh Rathore, Whole Time Director cum CFO

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year i.e. 01.04.2016		Cumulative Shareholding during the Year i.e. 31.03.2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	67840	2.39%	67840	1.74%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil
.0	At the end of the year	67840	2.39%	67840	1.74%

4. Shri Mahendra Singh Singhvi, Independent Director

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year i.e. 01.04.2016		Cumulative Shareholding during the Year i.e. 31.03.2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0.00%	0	0.00%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil
.0	At the end of the year	0	0.00%	0	0.00%

5. Shri Pratap Singh Talesara, Independent Director

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year i.e. 01.04.2016		Cumulative Shareholding during the Year i.e. 31.03.2017	

		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0.00%	0	0.00%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil
.0	At the end of the year	0	0.00%	0	0.00%

6. Shri Virendra Prakash Rathi, Independent Director

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year i.e. 01.04.2016		Cumulative Shareholding during the Year i.e. 31.03.2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0.00%	0	0.00%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil
.0	At the end of the year	0	0.00%	0	0.00%

7. Ms Rimika Talesara, Company Secretary

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year i.e. 01.04.2016		Cumulative Shareholding during the Year i.e. 31.03.2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0.00%	0	0.00%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil

.0	At the end of the year	0	0.00%	0	0.00%
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V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	12,22,50,706	6,83,35,996	Nil	19,05,86,702
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	12,22,50,706	6,83,35,996	Nil	19,05,86,702
Change in Indebtedness during the financial year				
* Addition	50,27,000	7,32,20,962	Nil	7,82,47,962
* Reduction	88,28,516	7,87,02,867	Nil	8,75,31,383
Net Change	38,01,516	54,81,905	Nil	92,83,421
Indebtedness at the end of the financial year				
i) Principal Amount	11,90,49,978	6,28,54,091	Nil	18,19,04,069
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	11,90,49,978	6,28,54,091	Nil	18,19,04,069

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Shri Chatsingh Harisingh Rathore	Smt. Reena Rathore	Shri Vaibhav Singh Rathore	---	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	24,00,000	6,00,000	12,00,000	Nil	42,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil	Nil

3	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4	Commission - as % of profit - others, specify - others, specify	Nil	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (A)	24,00,000	6,00,000	12,00,000	Nil	42,00,000
	Ceiling as per the Act	As per act	As per act	As per act	Nil	As per act

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	---	
1	Independent Directors					
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil	Nil
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	Nil	Nil	Nil	Nil	Nil

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
			Ms Rimika Talesara		
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	70,000	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income- tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil

3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total	Nil	70,000	Nil	Nil

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

**For & on behalf of the Board of:
M/s Mewar Hi-Tech Engineering Limited**

Date: 06.09.2017

Place: Udaipur

**Sd/-
(Chatsingh Rathore)
Managing Director
Din: 01748904**

**Sd/-
(Smt. Reena Rathore)**

Director

Din: 01748907

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis. **Nil**
2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Shri Chatrsingh Harisingh Rathore, Director
b)	Nature of contracts/arrangements/transaction	Director remuneration
c)	Duration of the contracts/arrangements/transaction	5 Years
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	24,00,000/-
e)	Date of approval by the Board	24.06.2017
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Shri Chatrsingh Harisingh Rathore, Director
b)	Nature of contracts/arrangements/transaction	Interest paid by company
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	8,41,131/-
e)	Date of approval by the Board	24.06.2017
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Shri Chatrsingh Harisingh Rathore, Director
b)	Nature of contracts/arrangements/transaction	Unsecured Loan (Dr.)
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	12,26,870/-
e)	Date of approval by the Board	24.06.2017
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Shri Chatrsingh Harisingh Rathore, Director
b)	Nature of contracts/arrangements/transaction	Unsecured Loan (Cr.)
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	12,26,870/-
e)	Date of approval by the Board	24.06.2017
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Shri Vaibhav Singh Rathore, Director
b)	Nature of contracts/arrangements/transaction	Director remuneration
c)	Duration of the contracts/arrangements/transaction	5 Years
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	12,00,000/-
e)	Date of approval by the Board	24.06.2017
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Shri Vaibhav Singh Rathore, Director
b)	Nature of contracts/arrangements/transaction	Interest paid by company
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	2,35,833/-
e)	Date of approval by the Board	24.06.2017
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Shri Vaibhav Singh Rathore, Director
b)	Nature of contracts/arrangements/transaction	Unsecured Loan (Dr.)
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	2,76,639/-
e)	Date of approval by the Board	24.06.2017
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
g)	Name (s) of the related party & nature of relationship	Shri Vaibhav Singh Rathore, Director
h)	Nature of contracts/arrangements/transaction	Unsecured Loan (Cr.)
i)	Duration of the contracts/arrangements/transaction	N.A.
j)	Salient terms of the contracts or arrangements or transaction including the value, if any	2,95,870/-
k)	Date of approval by the Board	24.06.2017
l)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Smt. Reena Rathore, Director
b)	Nature of contracts/arrangements/transaction	Director remuneration
c)	Duration of the contracts/arrangements/transaction	5 Years
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	6,00,000/-
e)	Date of approval by the Board	06.06.2015
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Smt. Reena Rathore, Director
b)	Nature of contracts/arrangements/transaction	Interest paid by company
c)	Duration of the contracts/arrangements/transaction	N/A
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	16,20,744/-
e)	Date of approval by the Board	24.06.2017
f)	Amount paid as advances, if any	Nil

.SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Smt. Reena Rathore, Director
b)	Nature of contracts/arrangements/transaction	Unsecured Loan (Dr.)
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	27,996/-
e)	Date of approval by the Board	24.06.2017
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
g)	Name (s) of the related party & nature of relationship	Smt. Reena Rathore, Director
h)	Nature of contracts/arrangements/transaction	Unsecured Loan (Cr.)
i)	Duration of the contracts/arrangements/transaction	N.A.
j)	Salient terms of the contracts or arrangements or transaction including the value, if any	27,996/-
k)	Date of approval by the Board	24.06.2017
l)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mewar Technocast P.Ltd, Sister concern & Shareholder
b)	Nature of contracts/arrangements/transaction	Purchase/Sale Return
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	11,74,31,170/-
e)	Date of approval by the Board	24.06.2017
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mewar Technocast P.Ltd, Sister concern & Shareholder
b)	Nature of contracts/arrangements/transaction	Office Rent
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	6,00,000/-
e)	Date of approval by the Board	24.06.2017
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mewar Technocast P.Ltd, Sister concern & Shareholder
b)	Nature of contracts/arrangements/transaction	Rent on Plant & Machinery
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	4,00,000/-
e)	Date of approval by the Board	24.06.2017
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mewar Technocast P.Ltd, Sister concern & Shareholder
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	3,56,527/-
e)	Date of approval by the Board	24.06.2017
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mewar Technocast P.Ltd, Sister concern & Shareholder
b)	Nature of contracts/arrangements/transaction	Fund Transfer (Cr.)
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	1,21,50,485/-
e)	Date of approval by the Board	24.06.2017
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mewar Technocast P.Ltd, Sister concern & Shareholder
b)	Nature of contracts/arrangements/transaction	Fund Transfer (Dr.)
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	1,21,50,485/-
e)	Date of approval by the Board	24.06.2017
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	VSR Rocks Engineering, Director's Proprietorship Firm & Shareholder
b)	Nature of contracts/arrangements/transaction	Interest
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	8,11,602/-
e)	Date of approval by the Board	24.06.2017
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Kingson Hi Tech Industries, Director's Proprietorship Firm & Shareholder
b)	Nature of contracts/arrangements/transaction	Interest paid by company
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	21,73,729/-
e)	Date of approval by the Board	24.06.2017
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
g)	Name (s) of the related party & nature of relationship	Kingson Hi Tech Industries, Director's Proprietorship Firm & Shareholder
h)	Nature of contracts/arrangements/transaction	Unsecured Loan (Dr.)
i)	Duration of the contracts/arrangements/transaction	N.A.
j)	Salient terms of the contracts or arrangements or transaction including the value, if any	20,27,123 /-
k)	Date of approval by the Board	24.06.2017
l)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Kingson Hi Tech Industries, Director's Proprietorship Firm & Shareholder
b)	Nature of contracts/arrangements/transaction	Unsecured Loan (Cr.)
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	80,11,954/-
e)	Date of approval by the Board	24.06.2017
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Rathore Infra, Director's Partnership Firm & Shareholder
b)	Nature of contracts/arrangements/transaction	Purchase/Sale Return
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	1,21,32,526/-
e)	Date of approval by the Board	24.06.2017
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
g)	Name (s) of the related party & nature of relationship	Rathore Infra, Director's Partnership Firm & Shareholder
h)	Nature of contracts/arrangements/transaction	Fund Transfer (Dr.)
i)	Duration of the contracts/arrangements/transaction	N.A.
j)	Salient terms of the contracts or arrangements or transaction including the value, if any	18,28,526/-
k)	Date of approval by the Board	06.06.2015
l)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Rathore Infra, Director's Partnership Firm & Shareholder
b)	Nature of contracts/arrangements/transaction	Fund Transfer (Cr.)
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	9,70,523/-
e)	Date of approval by the Board	06.06.2015
f)	Amount paid as advances, if any	Nil

DEEPAK VIJAYWARGEY & ASSOCIATES

5-A, Madhuvan, Near Mahaveer Complex, Udaipur (Raj.)

Phone: 0294-2418063 (O) 94141-65790 (M)

Mail Id.: deepakvijaywargey@gmail.com

FORM NO. - MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To,
The Members,
Mewar Hi-Tech Engineering Limited,
1, Hawa Magri, Industrial Area Sukher,
Udaipur, Rajasthan, India**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mewar Hi-Tech Engineering Limited (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Mewar Hi-Tech Engineering Limited (CIN:U29299RJ2006PLC022625) ("the Company") having its Registered Office at 1, Hawa Magri, Industrial Area Sukher, Udaipur, Rajasthan, India for the financial year ended on 31st March, 2017 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit Period);
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the Audit Period)
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(Not applicable to the Company during the Audit Period)
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period)
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period)

- VI. The Company has complied with the following specifically other applicable laws to the Company:
- a. Factory Act, 1948.
 - b. The Employees' Provident Funds And Miscellaneous Provisions Act, 1952
 - c. The Employees' State Insurance Act, 1948.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

We have examined all material related party transactions entered into by the Company with its promoters, KMP, Directors, Relatives and entities in which the directors are related during the year under review. All material related party transactions have been examined by the Audit Committee and Board of Directors during the year and respective resolutions has been passed during the meetings. The Management has represented to us that the Company shall place before the shareholders requisite resolution for approval during the ensuing Annual General Meeting.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were usually sent seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

There were no dissenting views on any matter.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For M/s. Deepak Vijaywargey and Associates,
Company Secretaries**

Date: 01.09.2017

Place: Udaipur

Sd/-

**Deepak Vijaywargey
Proprietor
ACS No: 18221
C P No: 6321**

MEWAR HI-TECH ENGINEERING LIMITED

1, HAWA MAGRI, INDUSTRIAL AREA SUKHER, UDAIPUR (RAJ.)

CIN: U29299RJ2006PLC022625

Mail Id: accounts@kingsoncrusher.com Ph. No.: 0294-2440234

Date: 06.09.2017

Dear Shareholder,

We are pleased to inform you that the 11th Annual General Meeting (AGM) of the Mewar Hi-Tech Engineering Limited (Company) is scheduled to be held on Saturday, 30th Day of September, 2017 at 11 A..M. at the registered office of the Company situated at 1, Hawa Magri, Industrial Area, Sukher, Udaipur (Raj.).

Section 101 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations), allows the Company to send Notice of Annual General Meeting, Audited Financial Statements along with Boards' Report, Auditors' Report and their Annexure, etc. through electronic mode to the members on their registered email addresses.

The Annual Report for the year 2016-2017 of the Company including the Notice of the said AGM of the Company is attached herewith.

Thanking you,

**Yours truly,
For Mewar Hi-Tech Engineering Limited**

**Chatsingh Rathore
Managing Director**

FORM NO.- MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Mewar Hi-Tech Engineering Limited,
1, Hawa Magri, Industrial Area Sukher,
Udaipur, Rajasthan, India

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mewar Hi-Tech Engineering Limited (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Mewar Hi-Tech Engineering Limited (CIN:U29299RJ2006PLC022625) ("the Company") having its Registered Office at 1, Hawa Magri, Industrial Area Sukher, Udaipur, Rajasthan, India for the financial year ended on 31st March, 2017 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit Period);
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the Audit Period)

- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(Not applicable to the Company during the Audit Period)
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period)
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period)

- VI. The Company has complied with the following specifically other applicable laws to the Company:
- a. Factory Act, 1948.
 - b. The Employees' Provident Funds And Miscellaneous Provisions Act, 1952
 - c. The Employees' State Insurance Act, 1948.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

We have examined all material related party transactions entered into by the Company with its promoters, KMP, Directors, Relatives and entities in which the directors are related during the year under review. All material related party transactions have been examined by the Audit Committee and Board of Directors during the year and respective resolutions has been passed during the meetings. The Management has represented to us that the Company shall place before the shareholders requisite resolution for approval during the ensuing Annual General Meeting.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were usually sent seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

There were no dissenting views on any matter.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For M/s. Deepak Vijaywargey and Associates,
Company Secretaries**

Date: 01.09.2017

Place: Udaipur

**Deepak Vijaywargey
Proprietor
ACS No: 18221
C P No: 6321**