ANNUAL REPORT 2019-20

CORPORATE INFORMATION'S
MEWAR HITECH ENGINEERING LIMITED
CIN NO : 29299RJ2006PLC022625

MEWAR HITECH ENGINEERING LIMITED

BOARD OF DIRECTORS

Shri.Chattar singh Harisingh Rathore	**Chairman And Managing Director**
Smt. Reena Rathore	**Whole Time Director**
Shri. Vaibhav Singh Rathore	**Whole Time Director & CFO**
Shri. Munish Chandra Goyal (w.e.f. 16/07/2018)	**Independent Director**
Shri . Ajit Singh Rathore (w.e.f. 16/07/2018)	**Independent Director**
Shri Ghanshyam Joshi (w.e.f. 26/09/2019)	**Independent Director**

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mrs. RIMIKA TALESARA

Email- investor@kingsoncrusher.com

REGISTRAR AND SHARE TRANSFER AGENT

BIG SHARE SERVICES PVT. LTD

E-3 ANSA INDUSTRIAL ESTATE, SAKI VIHAR ROAD

SAKINAKA MUMBAI - 400072

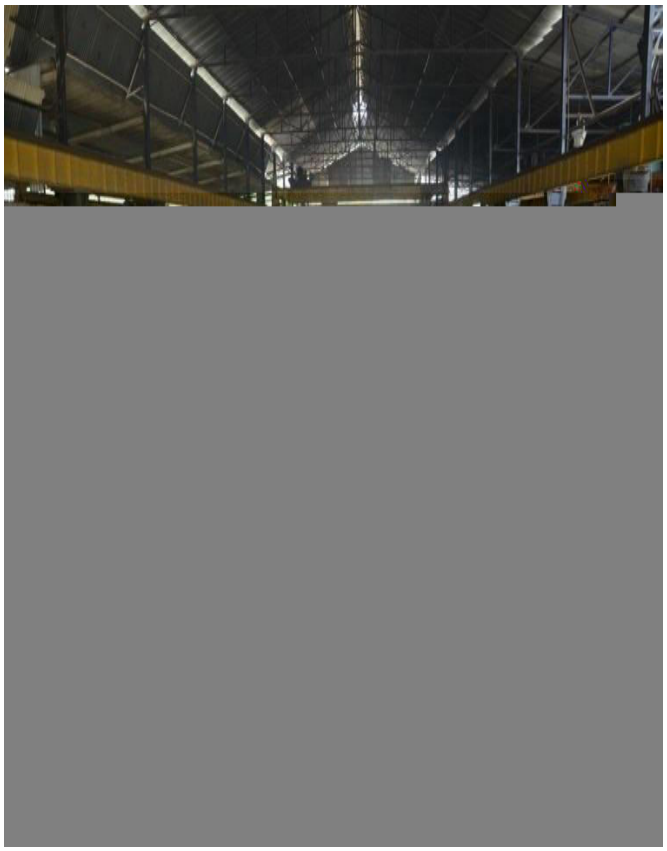
BANKER:
Corporation Bank,
HDFC Bank
State Bank of India

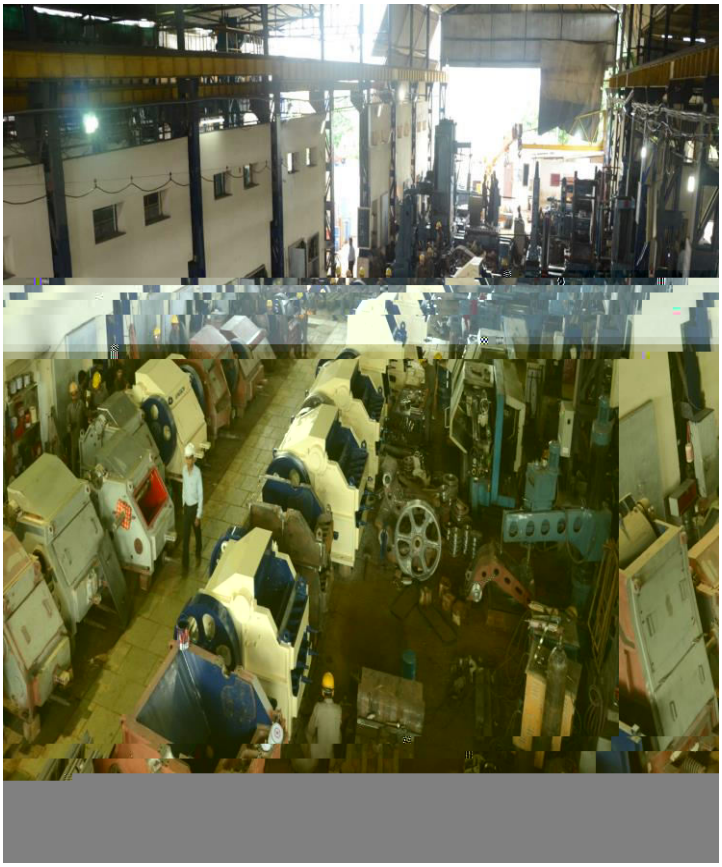
AUDITOR:
M/s Sagar Golchha & Co.
Chartered Accountant
Udaipur, Rajasthan-313001

SCRUTINIZER:
Divanshu Mittal & Associates
Company Secretary
Jaipur, Rajasthan-302018

REGISTERED OFFICE:
1 Hawa Magri Industrial Area
Sukher Udaipur 313001

ABOUT MEWAR HI-TECH





* Manufacturing unit of Mewar Hi-Tech Engineering Pvt. Ltd. comprising of various machineries like Cone Crushers, Jaw Crusher, HPS, VSI and Vibrating Screens, etc.

NOTICE

Notice is hereby given that the 1 th Annual General Meeting of the e bers will be held on Monday, 28th Day of Septe ber, 2020 at 11:00 A.M., through the Video Conferencing ("VC")/ Other Audio Visual Means ("O AVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited Balance Sheet as on 31st March, 2020, Profit & Loss Account and Cash Flow State ent for the year ended on that date together with the Board Report and Auditor's report thereon.

2. To reappoint Mr. Vaibhav Singh Rathore (DIN: 03 38 3) as Whole Ti e Director and CFO, who is liable to retire from his office by rotation and being eligible, offers himself for re-appointment under section 152 (6) of the Co panies Act 2013.

SPECIAL BUSINESS:

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

   "RESOLVED THAT Mr. Vaibhav Singh Rathore, Whole Ti e Director and CFO of the co pany who is liable to retire by rotation in ter s of Section 152 of Co panies Act, 2013 and being eligible be and is hereby re-appointed as Whole Ti e Director and CFO of the Co pany whose office shall be liable to retire by rotation".

   "**RESOLVED FURTHER THAT** the Board of Directors of the Co pany be and are hereby authorized to do all acts, deeds and things and take all such steps as ay be necessary, proper or expedient to give effect to this resolution."

For & on behalf of the Board of Directors
Mewar Hi-Tech Engineering Limited
CIN: L29299RJ2006PLC022625

Date: 6.09.2020
Place: Udaipur

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

NOTES:

1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the relevant business set out in the Notice is annexed.

2) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed; the government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM) and dispensed personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 1 /2020 dated April 08, 2020, Circular No. 1 /2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said Circulars, the 22nd Annual General Meeting (AGM) of the members be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the AGM through VC/OAVM only. For this, the link of the zoo meeting for attending AGM will be shared to all the [illegible] nistVC/bedin59 the Member

8) Corporate members are requested to send at investor@kingsoncrusher.co in before e-voting/attending annual general meeting, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, pursuant to Sec 113 of the Companies Act, 2013.

9) 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 Tuesday, 22nd September, 2019 to Monday, 28th September, 2019 (both days inclusive) for the purpose of Annual General Meeting of the Company.

10) In accordance with the provisions of Section 101 of Companies Act, 2013, read with Rule 18 of Companies (Management and Administration Rules), 201 and Regulation 36 of the SEBI (LODR) Regulations, 2015, Copies of the Notice of the 1 th AGM, Annual Report 2020, 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 e mail addresses, physical copies of the Annual Report 2020 are being sent by the permitted mode.

11) Members may note that the notice of the 1 th AGM, the Annual Report 2020 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.co

12) 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 1 th AGM of the Company.

13) 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.

1) 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.

15) The e bers desirous of obtaining any infor ation with regard to the audited annual accounts of the Co pany for the financial year 2019-2020 or on any other related subject are requested to write to the Co pany at ail ID- investor@kingsoncrusher.co at least 15 days before the date fixed for the AGM, so that the infor ation required could be kept ready.

16) As per Regulation 0 of SEBI isting Regulations, as a ended, securities of listed co panies can be transferred only in de aterialized for with effect fro April 1, 2019, except in case of request received for trans ission or transposition of securities. In view of this and to eli inate all risks associated with physical shares and for ease of portfolio anage ent, e bers holding shares in physical for are requested to consider converting their holdings to de aterialized for . Me bers can contact the Co pany or Co pany's Registrars and Transfer Agents. Me bers ay also refer to Frequently Asked Questions ("FAQs") on Co pany's website investor@kingsoncrusher.co .

1) As per the provisions of Section 2 of the Act, the facility for aking no ination is available for the Me bers in respect of the shares held by the . Me bers who have not yet registered their no ination are requested to register the sa e by sub itting For No. SH-13.

18) In case of joint holders attending the AGM, the Me ber whose na e appears as the first holder in the order of na es as per the Register of Me bers of the Co pany will be entitled to vote.

19) The Board of Directors has appointed M/s Divanshu Mittal and Associates, Practicing Co pany Secretaries as the Scrutinizer to scrutinize the voting at the AGM and re ote e-voting process in a fair and transparent anner.

FOR THE ATTENTION OF THE MEMBERS:

1. Me bers are requested to send inti ations of any changes in their addresses, applications for de at of shares, applications for transfer of shares and any related correspondence to the Co pany's share transfer agents Bigshare Services Private i ited, E-3 Ansa Industrial Estate,Saki-Vihar Road, Sakinaka Mu bai Maharashtra- 000 2.Contact No.: 022-62638200 e-ail ID: investor@bigshareonline.co Website: www.bigshareonline.co

2. SENDING NOTICES AND DOCUMENTS TO SHAREHOLDERSTHROUGH EMAIL:

As a part of "Green Initiative" in Corporate Governance, the Ministry of Corporate Affairs has allowed sending co unication to the shareholders through electronic ode. 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.

For & on behalf of the Board of Directors
M/s Mewar Hi-Tech Engineering Limited
CIN: L29299RJ2006PLC022625

Date: 6.09.2020
Place: Udaipur
Sd/-

(Rimika Talesara)
Company Secretary
M. No. A43461

MEWAR HI-TECH ENGINEERING LIMITED
1, HAWA WAGRI, INDUSTRIAL AREA SUMER, UDAIPUR (RAJ.)
CIN: 29299RJ2006PC022625
Ph. No.: 029 -2 023 ; Fax No. 029 -2 023 ,
E- ail Id: accounts@kingsoncrusher.co ; Website: www. ewarhitech.co

Additional Information required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (relating to Corporate Governance) and Secretarial Standard on General Meetings, with respect to the appointment & re-appointment of Directors is as under:

Name of the Director	VAIBHAV SINGH RATHORE
Director Identification Number	03438743
Date of Birth	03/04/1990
Age	31
Date of Appointment	24/02/16
Brief resume of the Director including Qualification, nature of expertise in specific functional areas	MBA in Marketing and Finance
No. of shares held in the Company	67840
Directorships and Committee memberships held in other companies	Director in one (1) company - Mewar Marmo Engineering Pvt. Ltd
Inter-se relationships between Directors, Manager and KMPs	Son of Mr. Chatrsingh Harisingh Rathore
Nationality	INDIAN
No. of Board Meetings held during the Year	14
No. of Board meetings attended during the year.	14
Remuneration sought to be paid	6,00,000
Remuneration Last drawn	6,00,000

*Chair an of the Co ittee For other details such as the nu ber of eetings of the board attended during the year, re uneration drawn and relationship with other directors and key anagerial personnel in respect of above directors, please refer to the Corporate Governance Report which is a part of this Annual Report.

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

Date: 6.09.2020
Place: Udaipur

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

MEWAR HI-TECH ENGINEERING LIMITED
1, HAWA MAGRI INDUSTRIAL AREA SURAJPUR, UDAIPUR (RAJ.)
CIN: L29299RJ2006PLC022625
Tel. No.: 029 -2 023 ; Fax No. 029 -2 023 ,
E-mail Id: accounts@kingscrusher.com ; Website: www. ewarhitech.com

DIRECTOR'S REPORT

To, The Members,
Your Directors have pleasure in presenting their 1 th Annual Report on the business and operations of the Company and the audited accounts for the Financial Year ended on 31st March, 2020.

1. FINANCIAL PERFORMANCE

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

(Amount in Rs.)

Particulars	For the financial year ended 31st March, 2020 (Rs.)	For the financial year ended 31st March, 2019 (Rs.)
Business Income	52, ,29, 96	60,2 ,69,9
Other Income	9, 9, 06	16, 3,3 9
Total Income	53,2 ,08,902	60, 1,13,326
Profit before depreciation taxation	1,6 ,9 , 0	1, 2,81,921
Less: Depreciation	1,0185,069	
Less: Taxation	28,96,630	38,90,68
Profit after taxation	**34,15,741**	**6,71,642**
Balance brought forward from the previous year	30 9 39	2,98,0 , 9
Total balance carried to Balance Sheet	**34,15,741**	**6,71,642**

2. OPERATION AND STATE OF COMPANY'S AFFIARS:

The company has generated Rs. 52, ,29, 96/- as revenue from the operations in the current financial year i.e., 2019-2020. The company is engaged in the business of manufacturing and

asse bling of wide range of crushers, screens and custo ized size reduction equip ent. The Board of Directors had evolved and adopted a code of conduct based on the principal of good Corporate Governance and best anage ent practices being followed globally.
During the year under review your co pany did satisfactory. Directors expect that the co pany will achieve new heights in the ensuing year.

3. DIVIDEND:

During the year under review the directors of the co pany felt prudent to retain the earnings for the year to be plougned back in the business, which shall result in further aug entation of the co pany's growth and shareholders wealth.

4. CHANGES IN THE NATURE OF BUSINESS:

There is no change in the nature of business in co parison to i ediate preceding year.

5. CHANGE IN SHARE CAPITAL:

The Co pany has 39,03,600 Equity Shares of Rs. 10/- each a ounting to Rs. 3,90,36,000.

During the year under review, the Co pany has not issued any shares. Thus, there is no change in the Share Capital of the Co pany.

6. TRNASFER TO RESERVES:

Any a ount carried forward in reserve showing in the financial state ents of the co pany.

7. MANAGEMENT DISCUSSION AND ANALYSIS:

Pursuant to SEBI (LODR) Regulations, 2015 Report on Manage ent Discussion and Analysis for s an integral part of the Board Report. The Manage ent Discussion and Analysis report is annexed as Annexure.

8. DIRECTOR'S RESPONSIBILITY STATEMENT:

In pursuance of provisions of Section 13 (5) referred to in clause (c) of sub-section (3) of Section 13 of the Co panies Act, 2013, and based on the infor ation provided by the anage ent, your Directors hereby confir that:

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed with proper explanation relating to aterial departures;

(b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

(c) They have taken proper and sufficient care 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 fraud and other irregularities.

(d) They have prepared the annual accounts of the Company on a going concern basis.

(e) They have laid down Internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively.

(f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2019-2020.

9. CORPORATE SOCIAL RESPONSIBILTY:

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable. 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.
Further, the Company has voluntarily spent certain amounts towards the Society.

10. 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.

11. 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.

12. CONSOLIDATED FINANCIAL STATEMENTS:

The Company has no Subsidiary or Joint Venture therefore; question of consolidated financial statement does not arise.

13. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

The company has entered into the transaction with its related party on the arm length price in ordinary course of business and same has been reviewed by the Audit committee pursuant the Provision of Regulation 23 of SEBI (LODR) Regulations, 2015 and Rule 6A of (Meeting of Board and its power) Rules, 2014.

All the related party transactions on arm length price and in ordinary course of business due to which the provision of section 188 of the companies act, 2013 not applicable on the company and the details of Related Party Transaction disclosed in Notes of Accounts.

14. PARTICULARS OF EMPLOYEES AND REMUNERATION:

The information required pursuant to Section 19 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 with respect of the employees of the Company is enclosed herewith as Annexure.

15. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant the Provision of Section 160, 149 and 152 of the companies act, 2013 the Remuneration and Nomination Committee has recommended and propose the name of Mr. Ghanshya Joshi (DIN: 08 906 6) to appoint as an Independent Director of the company for the period of Five years who qualifies for being appointed as an independent director.
During the year the company has appointed to Mr. Ghanshya Joshi (DIN: 08 906 6) has been appointed in the annual general meeting of the company held in the financial year 2018-2019.

During the financial year Mr. Vaibhav Singh Rathore retires from the post of directorship of the company by rotation and being eligible and offer himself for reappointment.

The brief profile, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the Director eligible for appointment/ re-appointment for as part of the Corporate Governance Report.
The company has Independent Directors on the Board and also one women director as per the requirements of section 19 of the Companies Act, 2013.

16. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Company has received necessary declaration from each Independent Director of the company under Section 19( ) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their Independence as laid down in Section 19(6).

17. INTERNAL AUDITORS

The company has M/s A C Chabra & Associate, Chartered Accountant (Firm Registration Number: 003988C) & A C Chabra & Associate as an internal Auditors as per provision of section 138 of the Companies Act, 2013 and has completed the internal Audit as per the scope defined by the Audit Committee.

18. STATUTORY AUDITORS

M/S Sagar Golchha & Co., Chartered Accountants (FRN: 00 55C) acts as the Statutory Auditors of the Company and audited the financial statements for the year ended 31St March, 2019, who was appointed in the Annual General Meeting of the Company which was held on 30th day of September, 201 to hold office for a period of 5 (five) consecutive years till the conclusion of the Annual General Meeting which will be held at the end of F.Y. 2022, at such remuneration for each financial year as may be decided by the directors of the company in due consultation with the Statutory Auditors of the Company.

19. SECRETARIAL AUDITOR

M/s P Talesara & Associates, Practicing Company Secretary, Udaipur was appointed as the Secretarial Auditor of the Company for the financial year 2019-2020 by the Board of Directors pursuant to provisions of Companies Act, 2013 and rules there under. Secretarial audit report as provided by M/s P Talesara & Associates, Practicing Company Secretary is annexed to this Report.

20. AUDIT REPORTS

The statutory auditor's report, the secretarial audit report and internal audit reports for the year ending 2019-2020 have been obtained by the company. Secretarial audit report and statutory audit is a part to this report.

21. BOARD MEETINGS

During the Financial Year 2019-2020, the Board of directors met 1 times. The details of the Board Meeting and the attendance of the directors are provided in the corporate governance report.

22. NOMINATION AND REMUNERATION COMMITTEE & AUDIT COMMITTEE:

The Nomination & Remuneration Committee and Audit Committee consist of adequate composition of Non Executive Independent Directors of which details are mentioned in the Corporate Governance Report as per the requirement of SEBI (LODR) Regulation, 2015.

All the recommendations of the Audit committee were accepted by the Board during the FY 2019-2020.

23. 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, 2020.

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

(a) **Conservation of Energy:** The Company's operations are not energy-intensive and involve 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:** During the year the company has not received any foreign exchange earnings and also there is no foreign exchange outgo 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.

25. EXTRACT OF ANNUAL RETURN:

Pursuant to the provisions of Section 92(3) read with Section 13 (3)(a) of the Companies Act, 2013, the Annual Return is set out as an Annexure to this Board Report in prescribed Form MGT-9 which forms part of this Annual Report. We are hosting the Annual Return on the web link of the company i.e. www.mewarhitech.com.

26. 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.

27. 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.

28. 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 for sexual harassment at work place and has a policy on prevention, prohibition and redressal of sexual harassment at work place in the line of provisions of Sexual Harassment of women at work place (Prevention, Prohibition and Redressal), Act, 2013 and the rules framed there under. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. No complaint of sexual harassment was received during the financial year 2019-20

29. 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.

30. 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.

31. LISTING WITH STOCK EXCHANGES

The Company confirms that it has paid the Annual Listing Fees for the year 2019-20 to BSE Ltd where the Company's shares are listed.

32. INVESTOR COMPLAINTS AND COMPLIANCE:

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

33. EARNINGS PER SHARE (EPS):

The earnings per share (EPS) is Rs.0.88 per share as at March 31st 2020 as against Rs.0.1 per share as at March 31st 2019.

34. 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.

Date: 5/09/2020

Place: Udaipur

For & on Behalf of Board of Directors
Mewar Hi-Tech Engineering Limited
CIN: L29299RJ2006PLC022625

Sd/-
Smt. Reena Rathore
Whole Time Director
DIN: 01748907

Sd/-
(Chattarsingh Rathore)
Managing Director
DIN: 01748904

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 16 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 retirement 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

Report on Corporate Governance for the year ended 2019-2020

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:

The Corporate Governance code is a professional system framed for directing and controlling the Organization. The purpose is to ensure compliance of local statutes and ensure safeguard and value addition in long term to the interest of its members, creditors, customers and employees. The Company has initiated the practice of incorporating the Corporate Governance Report in the Annual report in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A concerted attempt has been made to bring in transparency and professionalism to ensure ethical standard in business activities while implementing the Corporate Governance Code. The management places on record that the mandatory compliances to constitute various committees as required by SEBI (LODR), Regulations 2015, are in place.

1. 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.

2. BOARD OF DIRECTORS

The Company is fully compliant with the Corporate Governance Norms in terms of constitution of the Board which is well blended with a good combination of Executive and Independent Directors. The Board has complete access to any information within the Company & of any employee of the Company.

Pursuant to SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015, the Board meets at least once in every quarter to review quarterly/annual financial results and other items on the agenda and gap between two Board Meetings is not more than 120 Days. The Board is apprised of all the important information relating to the business of the Company including those listed in SEBI (Listing Obligation and Disclosure Requirements), 2015.

COMPOSITION & CATEGORY OF DIRECTORS:

During the Financial Year the Board of Directors comprised of Six Directors:

Three is Independent Director
One Whole Time Director
One CFO & Whole Time Director
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.

Attendance of Directors at Board Meetings during the financial year and at the last AGM and Number of Directorships/Committee positions of Directors as on 31st March, 2020, were as under:

Name of the Director	Category	No. of Meetings held	Number of other Directorships	Number of Committee positions held in other companies*	
				Member	Chairman
Shri Chattarsingh Harisingh Rathore,	Managing Director	1	02	0	0
Smt. Reena Rathore	Whole Time Director	1	01	0	0
Shri Vaibhav Singh Rathore	CFO &Whole Time Director	1	01	0	0
Shri. Ajit Singh Rathore	Independent Director		0	0	0

Shri. Vunish Chandra Goyal	Independent Director		01	0	0
Shri Ghanshya Joshi	Independent Director		0	0	0

Note: Shri Ghanshya Joshi has been appointed as independent director of the company for the period of five years in the annual general meeting held in the financial year 2019-2020.

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 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.

Independent Directors

The Company has 3 (Three) Independent Directors on its Board. All the Directors viz. Ajit Singh Kathure, Vunish Chandra Goyal and Ghanshya Joshi were appointed are not liable to retire by rotation. Their appointments were made in terms of the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

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. 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 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.

Meetings of Independent Directors:

A separate Meeting of Independent Directors was held on 11.11.2019 where they reviewed the performance of the non-executive directors and the Board as a whole, the Chairman of the Company, overall performance of the Board and assessed the quality, quantity and timeliness of flow of information between the Company, management and the Board.

3. Board Committees Composition of Board Committees:

Audit Committee

The Audit Committee pursuant to the provisions of Section 177 of the Companies Act, 2013 at the Board level acts as a link between the Auditors, the Management and the Board of Directors and oversees the financial reporting process. The Audit Committee interacts with the Internal Auditors, Statutory Auditors, Secretarial Auditors and reviews and recommends their

appointment and remuneration, terms of appointment. The Audit Committee is provided with all necessary assistance and information for enabling the to carry out its function effectively.

THE TERMS OF REFERENCES OF THE AUDIT COMMITTEE ARE AS UNDER:

Overseeing of the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statements are correct, sufficient and credible.

1) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditor and the terms of appointment with fixation of audit fees.
2) Approval of payment to Statutory Auditors for any other services rendered by the .
3) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
   - Matters required to be included in the director's responsibility statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 13 of the Companies Act, 2013;
   - Changes, if any, in accounting policies, significant adjustment made in the financial statements arising out of audit findings.
   - Disclosure of any related party transactions and qualifications in the draft audit report.
   - Compliance of listing and other legal requirements relating to financial statements.
) Reviewing with the management the quarterly financial statements before submission to the Board for approval.
5) Reviewing with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
6) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading department, reporting structure coverage and frequency of internal audit.
)

Shri Munish Chandra Goyal	Non-Executive & Independent Director	Chairman

The Committee's composition meets with requirements of Section 1 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 1 of the Companies Act, 2013. 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 committee

The terms of reference of the committee inter alia include the following:

1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
3) devising a policy on diversity of Board of Directors;
) identifying 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 of directors their appointment and removal.
5) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6) Any other matter as the Board may decide from time to time.

COMPOSITION of COMMITTEES

<u>Nomination and Remuneration Committee:</u>

During the year under review the Nomination and Remuneration Committee was not met during the year. Further, the Composition of the Nomination and Remuneration Committee Meeting is as follows:

Name	Category	Designation
Shri Ajit Singh Rathore	Non-Executive & Independent Director	Member
Shri Ghanshya Joshi	Non-Executive & Independent Director	Member
Shri Munish Chandra Goyal	Non-Executive & Independent Director	Chairman

Stakeholders Relationship Committee:

During the year under review the Nomination and Remuneration Committee was not met during the year. Further, the Composition of the Nomination and Remuneration Committee Meeting is as follows:

Name	Category	Designation
Shri Ajit Singh Rathore	Non-Executive & Independent Director	Member
Shri Ghanshya Joshi	Non-Executive & Independent Director	Member
Shri Munish Chandra Goyal	Non-Executive & Independent Director	Chairman

Investor Grievance Redressal:

SEBI vide Circular Ref: CIR/CFD/DIL/7/2011/2/2011 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 the 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.

Directors/KMP Remuneration

Sr. No.	Name	Amount of remuneration
1.	Shri Chattarsingh Harisingh Rathore (Managing Director)	12,00,000/- PA.
2.	Shri Vaibhav Rathore (CFO and Whole Time Director)	600,000/- PA.
3.	Mrs. Reena Rathore (Whole Time Director)	Nil
.	Miss Shrika Talesara (Company Secretary)	2,29,315/- PA.

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, 2020.

Details of shareholding of Directors as on 31st March, 2020:
The shareholding details of the Directors as at March 31st 2020 are included in MGT-9 forming part of the Director's Report.

4. CODES AND STANDARDS

Vigil Mechanism:
Pursuant to the provisions of section 1 (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 2019-2020.

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.

5. 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 are attached in financial statements of the company.

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.

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 INE95 U01011.

Total number of Shares held in dematerialized form with CDSL & NSDL as on 31st March, 2020 is 3 82000 Shares i.e. 89.20% of total shares of Company. Members are requested to convert their shares in demat form for easy transaction.

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.

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 2019-2020, 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. Members who hold share in physical form are requested to contact Miss RUMIKA TAMESARA, Company Secretary and Compliance officer, or at the registered office of the Company or Big Share Services Pvt. Ltd. (Registrar and Share Transfer Agent).

The annual report also contains a section on "Shareholder's Information" which inter alia provides information relating to the AGM date, time and venue, and other corporate governance information as required under SEBI (LODR) Regulations, 2015, The Company has designated the e-mail id - investor@kingsoncrusher.co 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.

6. 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 2020, 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.

7. 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.

8. 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.

9. COMPLIANCE CERTIFICATE OF THE AUDITORS:

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

10. COMPLIANCE:

The Company has complied with the mandatory requirements as stipulated under Regulation 3 (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.

11. 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.

12. THE BOARD:

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

13. GENERAL BODY MEETINGS

The last three Annual General Meetings of the Company were held as under:

Financial Year	Date	Time	Venue
2018-2019`	26th September, 2019	11.00 A.M.	1, Hawa Magri Industrial Area, Sukher, Udaipur (Raj.).
201 -18	29th September, 2018	11.00 A.M	1, Hawa Magri Industrial Area, Sukher, Udaipur (Raj.).
2016-1	30th September, 201	11.00 A.M.	1, Hawa Magri Industrial Area, Sukher, Udaipur (Raj.)

There was no resolution passed by the shareholders through postal ballot, in the financial year 2019-20

14. GENERAL SHAREHOLDER INFORMATION

Day, Date and Time	Monday, 28th Day of September, 2020 at 11:00 A.M.
Mode of Meeting	Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")

- **Financial Year** : 01st April, 2019 to 31st March, 2020
- **Date of Book Closure** : Tuesday, 22nd September, 2020 to Monday, 28th September, 2020 (both days Inclusive)
- **Listing on Stock Exchange** : BSE Limited
  25th floor Phiroze Jeejeebhoy Towers, Dalal Street Fort, Mumbai- 00001
- **Stock Codes (for shares)** : 5 0150
- **Symbol (for shares)** : [illegible]
- **ISIN Number** : INE95 U01011

- **Registrar and Transfer Agents Share Transfer System** : Bigshare Services Pvt. Ltd E-3 Ansal Industrial Estate Sakivihar Road Sakinaka Mumbai MH 400 072 Tel No.: 011 - 29961281 / 29961282
- **Payment of Listing Fees** : Annual listing fees as applicable has been duly paid

The Company's shares are traded on SME (BSE). Physical Shares which are lodged with the Registrar and Transfer Agents/ or with the Company for transfer are processed and returned to the Shareholders duly transferred within the time limit stipulated under the listing Agreement subject to the documents being in order. Members holding shares in physical form are requested to get the dematerialized for easy transactions on stock exchange.

DECLARATION OF CODE OF CONDUCT

This is to confirm that the Company has adopted a code of conduct for its Board of Directors and Senior Management Personnel. This Code is available at the Company's Registered Office and website.

I confirm that Board of Directors and Senior Management Personnel of the Company have, in respect of the financial year ended March 31, 2020, affirmed compliance with the Code of Conduct as applicable to them.

For & on behalf of the Board of Directors:
Mewar Hi-Tech Engineering Limited

Date: 6.09.2020
Place: Udaipur

Sd/-
(Chattarsingh Rathore)
Managing Director
DIN: 01748904

Sd/-
(Smt. Reena Rathore)
Director
DIN: 01748907

CEO/CFO CERTIFICATION

Under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors
Mewar Hi-Tech Engineering Limited

We, Chattarsingh 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 auditor 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.

. 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 Directors
M/s Mewar Hi-Tech Engineering Limited

Date 6.09.2020
Place: Udaipur

Sd/-
(ChattarsinghHarisingh Rathore)
Managing Director
DIN: 01748904

Sd/-
(Vaibhav Singh Rathore)
WTD cum CFO
DIN: 03438743

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, 2020 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.

For M/s SAGAR GOLCHHA& Co.
Chartered Accountants
FRN NO. 007755C

Date: 6.09.2020
Place: Udaipur

Sd/-
(CA Sagar Golchha)
Partner
M.No. 076797

Annexure-III

MANAGEMENT DISCUSSION & ANALYSIS REPORT

BUSINESS OVERVIEW:

Your Company is a reputed and well known Udaipur based Company having its presence in construction services industry, since many years.

Your Company is committed to excellence in quality of its equipment and dedicated to customers and associates. We are committed to provide the best quality crushers, screens & customized size reduction equipment and satisfactory after sales services at competitive prices. We timely deliver outstandingly quality equipment to meet customer requirement. We provide professional advice to our customer, find innovative solutions to their specific requirements and treat the us our business partners, out professional approach, after sales service and timely supply of spare parts at most reasonable prices make us ideal choice as business partners.

OPPORTUNITIES:

The management believes that Government of India's efforts to improve economic growth in the Country by providing opportunities for start-ups and infrastructure development is giving hopes to entrepreneurs for exploring new opportunities. The Company is also looking to tap such opportunity at the right moment.

The 'Make in India' is another initiative of the present government that will have a far-reaching impact on the crushing industry. To reap the resulting benefits, industry leaders are currently drawing up strategies involving quick plant deliveries, easy scalability, and mobile crushing solutions that promise minimum relocation costs.

THREATS:

Any growing economy offers a host of opportunities. The challenge comes from the fact that competition also keeps increasing alongside and this is becoming all the more prominent with the continuous arrival of newer entrepreneurs in the market. While this is good for the larger population and the economy, it does put pressure on profitability of business. Not only newer entrepreneurs, technological advancement and the onset of on-line services have made it much easier to conduct businesses without too much need for supporting brick and mortar infrastructure. Not to mention that there is support from conducive government policies to anybody wanting to start a new business.

The rising cost of raw aterials is a ajor hurdle facing the crushing and screening industry. Setting up a crushing unit involves high cost and unavailability of raw aterial on ti e only adds to the cost. Another challenge facing this industry involves strict govern ent regulations. Ban on ining activities in the past had dealt a severe blow to the industry. Since environ ental issues involving quarries in various states are yet to be entirely resolved, overall de and will continue to suffer.

SEGMENT REPORTINGS:

The Co pany is exclusively engaged in anufacturing of construction equip ents and revenues are ainly derived fro this activity. Accounting Standard 1 regarding Seg ent-wise Reporting issued by the Institute of Chartered Accountants of India and notified under the Co panies (Accounting Standards) Rules, 2006 does not apply to your Co pany since revenues are derived fro only one seg ent.

OUTLOOK:

This industrial sector is on the cusp of a recovery supported by an i prove ent in acroecono ic funda entals and policy environ ent. The co bination of strong sales, weak arket conditions that support rapid business develop ent and a strengthening co ercial arket provide us with a great opportunity to generate strong free cash flows and disproportionately scale our business in Financial Year 2019-20. Our perfor ance for the year underlines the effectiveness of our resilient and differentiated business odel that is anchored by the strength of the Vewar Hi-Tech Engineering i ited brand and the ability that gives us to attract partners and custo ers across. Our presence in Udaipur is strong brand equity and large nu bers of new projects are handled by us which leads us to a good position in arket.

RISKS AND CONCERNS:

Your Co pany is exposed to internal and external risks. The internal risks relates to the risks within the Co pany due to change in anage ent, personnel and policies, lapses / inadequacy in existing infrastructure facilities, delinquencies on the part of e ployees, staff attrition, isfeasance etc. The external risks can be associated to those factors which are not within the control of the Co pany like change in interest rates, govern ent regulations, co petition fro others operating in si ilar business etc.

RISK MANAGEMENT:

Co prehensive risk anage ent practices for an integral part of the operations of Co pany. With ups and downs, volatility and fluctuations in the business in which Co pany operates, is exposed to a slew of co plex, variable risks and uncertainties in the nor al course of business.

Since such variations can cause deviations in the results from operations and affect our financial state, the focus on risk management is high. 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 etc., which help the Company move forward with vigour.

INTERNAL CONTROL SYSTEMS & ADEQUACY:

Company has always focused on maintain a strong internal control system which is commensurate with our size and nature of business. The Company's internal controls are structure in a manner that ensure reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, executing transactions with proper authorization and ensuring compliance of corporate policies, laws, accounting standards 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. Suggestions for improvements are considered and the Audit Committee follows up on implementation of corrective actions. The Company also meets the Company's Statutory Auditors to ascertain, inter alia, their views on the adequacy of internal control systems and keeps the Board of Directors posted with its observations.

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 co it ent of the e ployees towards perfor ance of your Co pany during the year. In pursuance of the Co pany's co it ent to develop and retain the best available

Talent, the Co pany continued to offer in house training progra to staff e bers in executive develop ent, leadership and anage ent skills.
The Co pany had organized various training progra s for upgrading the skill and knowledge of its e ployees in different operational areas. The Co pany also sponsored its e ployees at various levels to attend various se inars and progra s conducted by various organizations and institutions so as to update their knowledge and to keep the abreast of all the develop ents in their respective fields. E ployee relations re ained cordial and the work at sphere re ained congenial during the year.

CAUTIONARY STATEMENT:

State ents in this report on Manage ent Discussion and Analysis describing the co pany's objectives, projections, esti ates, expectations or predictions ay be "forward looking state ents" within the eaning of applicable laws or regulations. These state ents are based on certain assu ptions and expectations of future events. Actual results could differ aterially fro those expressed or i plied. I portant factors that could ake a difference to the Co pany's operations include economic conditions affecting global and do estic de and–supply, finished goods price in the do estic and overseas arkets in which the Co pany operates, raw- aterials cost and availability, changes in Govern ent regulations, tax regi es, economic develop ents within or outside India and other factors such as litigation and industrial relations, natural cala ities, etc. over which the co pany does not have any direct control. The Co pany assu es no responsibility to publicly a end, odify or revise any forward-looking state ents, on the basis of any subsequent develop ents, infor ation or events or due to change in internal or external factors.

ANNEXURE -IV
Form No.MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2020

[Pursuant to Section 92(3) *of the Companies Act, 2013* and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L29299RJ2006PLC022625
Registration Date	08.06.2006
Name of the Company	MEWAR HI-TECH ENGINEERING LIMITED
Category/Sub-Category of the Company	COMPANY LIMITED BY SHARES/INDIAN NON-GOVERNMENT COMPANY
Address of the Registered office and contact detail	1HAWA MAGRI, INDUSTRIAL AREA, SURAJPUR, UDAIPUR, RAJASTHAN - 313001
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	**BIGSHARE SERVICES PRIVATE LIMITED** E-3 ANSA INDUSTRIAL ESTATE SAKI VIHAR ROAD SAKI NAKA MUMBAI 400 072 Email:investor@bigshareonline.com Website: www.bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1.	Manufacture of other special purpose machinery, equipment n.e.c. including part and accessories.	29299	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
--	--	--	--	--	--

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity

(i) Category-wise Share Holding

Category of Shareholders	*No. of Shares held at the beginning of the year[As on 01-April-2019]*				*No. of Shares held at the end of the year[As on 31-March-2020]*				*% Change during the year*
	Demat	*Physical*	*Total*	*% of Total Shares*	*Demat*	*Physical*	*Total*	*% of Total Shares*	
A. Promoters									
(1) Indian									
a) Individual / HUF	**2046400**	**--**	**2046400**	**52.42 %**	**2046400**	**--**	**2046400**	**52.42 %**	**0%**
b) Central Govt	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**
c) State Govt(s)	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**
d) Bodies Corp.	**116000**	**--**	**116000**	**2.97 %**	**116000**	**--**	**116000**	**2.97%**	**0%**
e) Banks / FI	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**
f) Any other	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**
Total shareholding of	**2162400**	**__**	**2162400**	**55.40 %**	**2162400**	**--**	**2162400**	**55.40%**	**0%**

Promoter (A)									
B. Public Shareholding									
1. Institution	--	--	--	--	--	--	--	--	--
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Venture Capital Funds	--	--	--	--	--	--	--	--	--
d) Insurance Company	--	--	--	--	--	--	--	--	--
e) FIIs	--	--	--	--	--	--	--	--	--
f) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
Sub-total (B)(1):-	--	--	--	--	--	--	--	--	--
3.Central/ State Government(S)									
a) Central Govt	--	--	--	--	--	--	--	--	--
b) State Govt(s)	--	--	--	--	--	--	--	--	--
SUB TOTAL (B)(2)	--	--	--	--	--	--	--	--	--
3. Non-Institutions									

a) Bodies Corp.	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**
i) Indian	**84000**	**--**	**84000**	**2.15 %**	**45000**	**--**	**45000**	**1.15%**	**(1.0 %)**
ii) Overseas	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**
b) Individuals	**-**	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	**222000**	**42400**	**264400**	**6.77 %**	**258200**	**21200**	**279400**	**7.15%**	**0.38 %**
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	**756000**	**636800**	**1392800**	**35.68 %**	**1013400**	**400400**	**1413800**	**36.22 %**	**0.54 %**
c) Others (Specify)	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**
Non Resident Indians	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**
Overseas Corporate Bodies	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**
Foreign Nationals	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**
Clearing	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**

Members									
Trusts	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**
Foreign Bodies - D R	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**
HUF	**--**	**--**	**--**	**--**	**3000**	**--**	**3000**	**0.077 %**	**0.07 7%**
Sub-total (B)(3):-	**1062000**	**679200**	**1741200**	**44.60 %**	**1319600**	**421600**	**1741200**	**44.60 %**	**0%**
Total Public Shareholding (B)=(B)(1) + (B)(2)+ (B)(3)	**1062000**	**679200**	**1741200**	**44.60 %**	**1319600**	**421600**	**1741200**	**44.60 %**	**--**
C. Shares held by Custodian for GDRs & ADRs	**--**	**--**	**--**	**--**	**-**	**--**	**--**	**-**	**--**
Grand Total (A+B+C)	**3224400**	**679200**	**3903600**	**100%**	**3482000**	**421600**	**3903600**	**100%**	**--**

(ii) ***Shareholding of Promoters***

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	
1.	[illegible]	8,9 ,000	22.90%	--	8,9 ,000	22.90%	--	--

2.	GHATTARSINGH HARISINGH RATHORE	628560	16.10%	--	--	--	--	(16.10)%
3.	GHATTARSINGH HARISINGH RATHORE	392000	10.0 %	--	1020560	26.1 %	--	16.10%
.	NEWAR TECHNOCAST PRIVATE	116000	2.9 %	--	116000	2.9 %	--	--
5.	VAIBHAV SINGH RATHORE	6 8 0	1. %	--	6 8 0	1. %	--	--
6.	SHIV SINGH RATHORE	2 000	0.61%	--	2 000	0.61%	--	--
.	FATAH SINGH RATHORE	2 000	0.61%	--	2 000	0.61%	--	--
8.	TEJ SINGH RATHORE	8000	0.20%	--	8000	0.20%	--	--
9.	HARI SINGH	8000	0.20%	--	8000	0.20%	--	--
	Total	**2162400**	**55.40%**	**--**	**2162400**	**55.40 %**	**--**	0%

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

Particulars	**Shareholding**		**Cumulative (WHAT IS THIS) Shareholding during the year**	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	**2162400**	**55.40%**	**2162400**	**55.40%**
REENA RATHORE	8,9 ,000	22.9%	8,9 ,000	22.9%
GHATTARSINGH HARISINGH RATHORE	628560	16.10%	628560	16.10%
GHATTARSINGH HARISINGH RATHORE	392000	10.0 %	392000	10.0 %

[illegible]WA[illegible] T[illegible]CH[illegible] CAST [illegible] VAT[illegible] [illegible]TED	116000	2.9 %	116000	2.9 %
VAI[illegible]AV SI[illegible]GH [illegible]ATH[illegible]	6 8 0	1. %	6 8 0	1. %
SH[illegible] V SI[illegible]GH [illegible]ATH[illegible]	2 000	0.61%	2 000	0.61%
[illegible]ATA[illegible] SI[illegible]GH [illegible]ATH[illegible]	2 000	0.61%	2 000	0.61%
T[illegible] SI[illegible]GH [illegible]ATH[illegible]	8000	0.20%	8000	0.20%
[illegible] A[illegible] SI[illegible]GH	8000	0.20%	8000	0.20%
At the end of the year	**2162400**	**55.40%**	**2162400**	**55.40%**
[illegible]A [illegible]ATH[illegible]	8,9 ,000	22.90%	8,9 ,000	22.90%
G[illegible] ATTA[illegible] SI[illegible]GH [illegible] A[illegible] SI[illegible]GH [illegible]ATH[illegible]	--	--	--	--
G[illegible] ATTA[illegible] SI[illegible]GH [illegible] A[illegible] SI[illegible]GH [illegible]ATH[illegible]	1020560	26.1 %	1020560	26.1 %
[illegible]WA[illegible] T[illegible]CH[illegible] CAST [illegible] VAT[illegible] [illegible]TED	116000	2.9 %	116000	2.9 %
VAI[illegible]AV SI[illegible]GH [illegible]ATH[illegible]	6 8 0	1. %	6 8 0	1. %
SH[illegible] V SI[illegible]GH [illegible]ATH[illegible]	2 000	0.61%	2 000	0.61%
[illegible]ATA[illegible] SI[illegible]GH [illegible]ATH[illegible]	2 000	0.61%	2 000	0.61%
T[illegible] SI[illegible]GH [illegible]ATH[illegible]	8000	0.20%	8000	0.20%
[illegible] A[illegible] SI[illegible]GH	8000	0.20%	8000	0.20%

(iv) ***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. 01.04.2017	Change in shareholding	Shareholding at the end of the Year i.e. 31.03.2018

				Shareholding & Reason				
1.	Smt. Rajshree Ranawat	216000	5.53%	-	-	-	216000	5.53%
2.	Shri Shivraj Singh Shaktawat	56000	11.68%	-			56000	11.68%
3.	M/s Kalcast India	120000	3.0 %	-	-	-	120000	3.0 %
.	Shri Shanti Lal Jain	98000	2.51%	-	-	-	98000	2.51%
5.	Shri Heera Lal Dangi	90000	2.30%	-	-	-	90000	2.30%
6.	Shri Addul Hafiz	80000	2.05%	-	-	-	80000	2.05%
.	Vikas Chubisa	66000	1.69%	-			66000	1.69%
8.	Nikhav Securities Limited	66000	1.69%	-	-	-	66000	1.69%
9.	Rajendra Singh Panwar	000	1.13%		-	-	000	1.13%
10.	Vijay Pat Singh Rathore	2000	1.08%	-	-	-	2000	1.08%

V. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Shareholding of Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the	No. of shares	% of total shares of

		company		the company
At the beginning of the year				
[illegible]	89 000	22.9%	8,9 ,000	22.9%
[illegible]	628560	16.10%	628560	16.10%
[illegible]	6 8 0	1. %	6 8 0	1. %
[illegible]	--	--	--	--
[illegible]	--	--	--	--
[illegible]	--	--	--	--
At the end of the year				
[illegible]	89 000	22.9%	8,9 ,000	22.9%
[illegible]	1020560	26.1 %	1020560	26.1 %
[illegible]	6 8 0	1. %	6 8 0	1. %
[illegible]	--	--	--	--
[illegible]	--	--	--	--
[illegible]	--	--	--	--
[illegible]	--	--	--	--

VI. INDEBTEDNESS

Indebtedness of the Company including interest outstanding /accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
Principal Amount	2 ,23,600	105320189.89	--	10 3 89.89
Change in Indebtedness during the financial year				
* Addition/ Reduction	(5,88,000)			

	Commission - as % of profit - others, specify - others, specify	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total (A)	**1200000**	**NIL**	**600000**	**1800000**
	Ceiling as per the Act				

B. Remuneration to other Directors

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

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	--	Vasrika Talesara	Vaibhav Singh Rathore	--
	(a) Salary as per provisions contained in	--	2,29,315/-	--	2,29,315/-

	section 1 (1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 1 (2) Income-tax Act, 1961	--	--	--	--
	(c) Profits in lieu of salary under section 1 (3) Income-tax Act, 1961	--	--	--	--
2	Stock Option	--	--	--	--
3	Sweat Equity	--	--	--	--
	Commission	--	--	--	--
	- as % of profit	--	--	--	--
	others, specify…	--	--	--	--
5	Others, please specify	--	--	--	--
	Total	**--**	2,29,315/-	--	2,29,315/-

VIII. 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	No Penalty, Punishment, Compounding offences during the F.Y.				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	No Penalty, Punishment, Compounding offences during the F.Y.				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	No Penalty, Punishment, Compounding offences during the F.Y.				
Punishment					
Compounding					

Date: 6.09.2020
Place: Udaipur

For & on Behalf of Board of Directors
Mewar Hi-Tech Engineering Limited
CIN: L29299RJ2006PLC022625

Sd/-
(ChattarSingh Harsingh Rathore)
Managing Director
DIN: 01748904

Sd/-
Smt. Reena Rathore
Whole Time Director
DIN: 01748907

Sd/-
(Vaibhav Singh Rathore)
Whole Time Director & CFO
DIN: 03438743

PANKAJ KUMAR SHARMA

Company Secretaries
B-4, Pink Tower, Lal Kothi,
Tonk Road, Jaipur, Raj 302012

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2020

[Pursuant to section 204(1) of the Companies Act, 2013 and ruleNo.9 of the Companies (Appointment and Remuneration of Personnel)Rules, 2014]

To,
The Members,
MEWAR HI-TECH ENGINEERING LIMITED,
CIN: L29299RJ2006PLC022625
Regd. Office: 1, Hawa Nagri, Industrial Area Sukher,
Udaipur, Rajasthan-313001

I 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 (name of the company)(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 my opinion thereon.
Based on my verification of the MEWAR HI-TECH ENGINEERING LIMITED (name 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2020complied 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by MEWAR HI-TECH ENGINEERING LIMITED ("the Company") for the financial year ended on 31.03.2020 according to the provisions of:

I. The Companies Act, 2013 (the Act) and the rules made there under for specified Sections and Rules notified and came into effect from respective dates and a list of documents verified is as per Annexure A

II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under 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, 201 ; (**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**)
i. The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015.

VI. The Company has complied with the following laws specifically applicable to the Company:(as certified by the Management)

a) Water (Prevention & control of pollution) Act 19 and Air (Prevention & control of pollution) Act 1981
b) Labor laws pertaining to ESI and PF, Factories Act, Payment of Bonus Act, Minimum wages Act, payment of Wages Act, etc.
c) Negotiable Instrument Act, 1881
d) Code of Civil Procedure, 1908

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

(i) Secretarial Standards issued by the Institute of Company Secretaries of India.
(ii) The Listing Agreements entered into by the Company with BSE Stock Exchange(s).
During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I 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 as on close of the financial year. Following changes took place in the composition of the Board of Directors:

Mr. Ghanshya Joshi was appointed as Independent director of the company w.e.f. 26.09.2019

Adequate notice has been given to all the directors to schedule the Board Meetings, Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance by way of hand delivery and a system exists for meaningful participation at the meeting. All Decisions at board meeting and Committee meetings have been carried out as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I 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.

I have relied on the Representation made by the Company and its officers for systems and mechanism formed by the company for compliances under other Acts, laws and Regulations applicable to the Company.

In case of Direct and Indirect Tax Laws like Income Tax Act and GST Act, I have relied on the Reports given by the Internal Auditors of the Company.

Pankaj Kumar Sharma

Company Secretary
M. No.: ACS 51462
CP No.:19365

Date: 06th Day of September, 2020
Place: Jaipur
UDIN: A051462B000672533

Annexure-A: List of Documents verified under Co. Act 2013
1. Memorandum and Articles of Association of the Company
2. Annual Return for the Financial year ended 31.03.2019
3. Minutes of the meetings of the Board of Directors, Audit Committee and Nomination and Remuneration Committee along with Attendance Register maintained during the financial year under Report

. Minutes of general board meetings held during the financial year under Report
5. All statutory Registers
6. Agenda papers sent for the Board Meetings and Committee Meetings

. Declaration received from the Directors of the company pursuant to the provisions of section 184 of the companies Act, 2013 and attachments thereto during the financial year under Report.
8. E-Forms filed by the company, from time-to-time, under applicable provisions of the Companies Act, 2013 and attachments thereto during the financial year under Report.

Pankaj Kumar Sharma

Company Secretary
M. No.: ACS 51462
CP No.: 19365

Date: 06th Day of September, 2020
Place: Jaipur
UDIN: A051462B000672533

Appendices A

To,
The Me bers,
MEWAR HI-TECH ENGINEERING LIMITED,

My Report of given date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices I followed, provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation and standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Pankaj Kumar Sharma

CS PANKAJ KUMAR SHARMA
M.No.: 51462
COP No. 19365
Practising Company Secretary

Company Secretary
M. No.: ACS 51462
CP No.: 19365

Date: 06th Day of September, 2020
Place: Jaipur
UDIN: A051462B000672533

SAGAR GOLCHHA & Co.

CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Members of Mewar Hi-Tech Engineering Limited, Udaipur

Report on the Financial Statements

Opinion

Mewar Hi-Tech Engineering Limited, Reg. Off :-- 1- Hawa Magri, Industrial Area, Sukher, Udaipur "
"

[Subject to comments in Note-1 & 2 of Accounting Policy & Note on Account]

Basis for Opinion

'

Key Audit Matters

<u>The following has been considered as Key Audit Matters:-</u>

- ❖
- ❖
- ❖
- ❖
- ❖

Management′s Responsibility for the Financial Statements

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“ ”

′

,

Auditors′ Responsibility

,

Other Matter

Report on Other Legal and Regulatory Requirements

, “ ”

“ ”

“ ”

,

,

Place: Udaipur

Dated: July3, 2019

For: SAGAR GOLCHHA & CO.

Chartered Accountants
Firm Regn No.- 007755C

[CA. Sagar Golchha]
M.No.- 076797
Proprietor

The Annexure – A referred to in our Independent Auditors′ Report to the members of the Mewar Hi-Tech Engineering Limited, , Udaipur on the financial statements for the year ended 31 March 2019, we report that:

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

Mewar Hi-Tech Engineering Limited “ ”

Management′s Responsibility for Internal Financial Controls

′

,

Meaning of Internal Financial Controls over Financial Reporting

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Opinion

[Subject to comments in Note-1 & 2 of Accounting Policy & Note On Account]

Place: Udaipur **For: SAGAR GOLCHHA & CO.**

Dated: July3, 2019 **Chartered Accountants**
Firm Regn No.- 007755C
[CA. Sagar Golchha]
M.No.- 076797
Proprietor

<u>The Annexure – B referred to in our Independent Auditors′ Report to the members of the Mewar Hi-Tech Engineering Limited on the financial statements for the year ended 31 March 2019, we report that:</u>

′

1.

a.

b.

c.

		′		

2.

3.

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5.

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7.

Name of the statute	Nature of dues	Amount Payable (in Rs)	Period to which the amount relates (F.Y.)	Forum where dispute is pending /Remarks

8.

9.

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15.

16.

Place: Udaipur **For: SAGAR GOLCHHA & CO.**

Dated: July3, 2019 **Chartered Accountants**
Firm Regn No.- 007755C

[CA. Sagar Golchha]
M.No.- 076797
Proprietor

MEWAR HITECH ENGINEERING LIMITED

01- HAWA MAGRI, INDUSTRIAL AREA, SUKHER, UDAIPUR

CIN U29299RJ2006PLC022625

BALANCE SHEET AS AT MARCH 31, 2020

	PARTICULARS	NOTE		F.Y. 2019-20 (Rs.)	F.Y. 2018-19 (Rs.)
	EQUITY & LIABILITIES:				
(1)	SHARE HOLDERS FUNDS				
		2.01			
		2.02			
(2)	SHARE APPLICATION MONEY	2.03			
(3)	NON CURRENT LIABILITIES				
		2.04			
(4)	CURRENT LIABILITIES				
		2.05			
		2.06			
		2.07			
		2.08			
			T O T A L	507,827,020	479,191,135
	ASSETS:				
(1)	NON CURRENT ASSETS:				
		2.09			
		2.10			
		2.11			

(2)	**CURRENT ASSETS**			
		2.12		
		2.13		
		2.14		
		2.15		
(3)	**MISC EXPENDITURE**	**2.16**		
			T O T A L	**507,827,020**	**479,191,135**
		1 & 2		

FOR : MEWAR HITECH ENGINEERING LTD.

For: M/s SAGAR GOLCHHA & Co.
CHARTERED ACCOUNTANTS
FIRM REG. NO. - 007755C

[C.S.Rathore]
DIN - 01748904
(Director)

[CA Sagar Golchha]
Proprietor
[M.N.076797]
Udaipur, 03 July 2019

[Reena Rathore]
DIN - 01748907
(Director)

PARTICULARS	NOTE		F.Y. 2019-20 (Rs.)	F.Y. 2018-19 (Rs.)
I. INCOME				
	2.17			
	2.18			
Total Revenue (a&b)		T O T A L	532,408,902	604,113,326
II. EXPENDITURE				
	2.19			
	2.20			
	2.21			
	2.22			
	2.23			
	2.09			
	2.24			
Total Expenses (a to g)		T O T A L	526,096,531	599,550,997
III. PROFIT BEFORE TAX	(I-II)		6,312,371	4,562,329
IV TAX EXPENSES				
V	(III-IV)		3,415,741	671,642

VI	**EARNING PER EQUITY SHARE Basic & Diluted**	**1 & 2**

FOR : MEWAR HITECH ENGINEERING LTD.

For: M/s SAGAR GOLCHHA & Co.
CHARTERED ACCOUNTANTS
FIRM REG. NO. - 007755C

[C.S.Rathore]
DIN - 01748904
(Director)

[CA Sagar Golchha]
Proprietor
[M.N.076797]
Udaipur, 03 July 2019

[Reena Rathore]
DIN - 01748907
(Director)

NOTES TO THE BALANCE SHEET:	F.Y.2019-20(Rs.)	F.Y. 2018-19 (Rs.)

NOTE- 2.01

SHARE CAPITAL

	45,000,000	**45,000,000**
	39,036,000	**39,036,000**

The reconciliation of the number of shares outstanding and the amount of share capital as at March 31,2019 and March 31,2018 is set out below:

Particulars	As at March. 31, 2020		As at March 31, 2019	
	No. of Shares	Rs.	No. of Shares	Rs.
	3,903,600	**39,036,00**	**3,903,600**	**39,036,000**

NOTE- 2.02

RESERVES & SURPLUS

SECURITY PREMIUM

PROFIT & LOSS

T O T A L	**69,671,439**	**68,999,797**

NOTE- 2.03

SHARE APPLICATION MONEY:

T O T A L	**0**	**0**

NOTE- 2.04

LONG TERM BORROWINGS

(A) SECURED

Small Industrial Development Bank of India

[Agt Hyp. of VTL Machine 500mm]

T O T A L (A)	**1,247,600**	**1,835,600**

(B) UNSECURED

(a) Term Loans from Banks

Dewan Housing Finance Corporation Ltd

Fullerton India credit Co.Ltd (Business Loan - 30. Lakh)

Aditya Birla Finance Ltd (30. Lakh)

ICICI Bank Ltd (50. Lac)

IDFC First Bank Ltd (51. Lac)

Kotak Mahindra Bank Ltd (30. Lac)

T O T A L (B)	**100,175,591**	**103,104,765**
T O T A L (A+B)	**101,423,191**	**104,940,365**

**Segregation of Long Term & Short term Borrowings are on discretion of Management.*

NOTE- 2.05

SHORT TERM BORROWINGS

SECURED

Loans Repayable on Demand 'From Banks

T O T A L	**119,993,193**	**94,363,742**

Working capital loan are secured by hypothecation of present and future stock of raw material, finished good, work in progress, store spare, book debts etc.

NOTE- 2.06

TRADE PAYABLE

(a) Trade Creditors

More Than 180 Days

T O T A L (a)	**130,024,804.40**	**124,261,625**

(b) Advance From Customers

Less Than 180 Days

T O T A L (b)	**19,290,313**	**24,008,626**
T O T A L (a+b)	**149,315,117**	**148,270,251**

NOTE- 2.07	**F.Y. 2019-20 (Rs.)**	**F.Y. 2018-19 (Rs.)**

OTHER SHORT TERM LIABILITIES

Current Maturities of Long Term Debt

T O T A L	**2,803,425**	**7,136,488**

NOTE- 2.08

SHORT TERM PROVISIONS

T O T A L	**14,731,720**	**19,318,081**

NOTE- 2.10

NON CURRENT INVESTMENTS

T O T A L	**1,129,245**	**1,688,712**

NOTE- 2.11

LONG TERM LOANS & ADVANCES

	F.Y. 2019-20 (Rs.)	F.Y. 2018-19 (Rs.)
Other Advances		
T O T A L (a)	**19,560,284**	**3,719,721**
Security Deposits		
T O T A L (b)	**688,502**	**52,909**
T O T A L	**20,248,786**	**3,772,630**

(a+b)		

NOTE- 2.12

INVENTORIES

(Inventories are valued and certified by the Management.)	**T O T A L**	**268,215109**	**252,920910**

NOTE- 2.13

TRADE RECEIVABLES

Trade Debtors

More Than 180 Days

T O T A L (a)	**99,249,448**	**96,163,901**

More Than 180 Days

Less Than 180 Days

T O T A L (b)	**8,876,516**	**7,767,813**
T O T A L (a+b)	**108,125,964**	**103,931,714**

NOTE- 2.14		F.Y. 2018-19 (Rs.)	F.Y. 2017-18 (Rs.)
CASH & CASH EQUIVALENTS			
Balance With Banks			
	T O T A L (a)	**23066**	**1,457,273**
Cash in Hand	**T O T A L (b)**	**2,170,324**	**1,175,369**
	T O T A L (a+b)	**2,193,390**	**2,632,642**

NOTE- 2.15

SHORT TERM LOANS & ADVANCES

T O T A L (a)	**5,830,991**	**1,379,720**

(b) Security Deposits

T O T A L (b)	**11,312,104**	**11,597,921**
T O T A L (a+b)	**17,143,095**	**12,977,641**

NOTE- 2.16	**F.Y. 2019-20 (Rs.)**	**F.Y. 2018-19 (Rs.)**

MISCELLANEOUS EXPENDITURES

T O T A L	**20,478,413**	**24,298,839**

NOTES TO THE PROFIT & LOSS STATEMENT:	**2019-20(Rs.)**	**2018-19 (Rs.)**

NOTE- 2.17

REVENUE FROM OPERATIONS

Supplies of Goods

	521,456,624	**616,042,447**
Supply of Services		
	533,420,051	**626,195,408**
T O T A L	**527,429,496**	**602,469,947**

NOTE- 2.18

OTHER INCOME

T O T A L	**4,979,406**	**1,643,379**

NOTE- 2.19

RAW MATERIAL CONSUMED

** It includes goods for trading also.* **T O T A L**	**388,050,347**	**441,876,725**

NOTE- 2.20

INCREASE/(DECREASE) IN FINISHED GOODS / WIP

T O T A L	**5,130,669**	**36,569,295**
	2019-20	**2018-19**
NOTE- 2.21	**(Rs.)**	**(Rs.)**

MANUFACTURING & DIRECT EXPENSES

T O T A L	**36,847,433**	**37,807,145**

NOTE- 2.22

EMPLOYEE BENEFIT EXPENSES

T O T A L	**16,422,933**	**17,354,563**

NOTE- 2.23

FINANCE COST

T O T A L	**2,88,90,518**	**20,813,987**

NOTE- 2.24

	2019-20 (Rs.)	2018-19 (Rs.)

OTHER EXPENSES

T O T A L	**40,569,561**	**30,884,192**