

MEWAR HI-TECH ENGINEERING LIMITED

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

CIN: U29299RJ2006PLC022625

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

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

ORDINARY BUSINESS:

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

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

SPECIAL BUSINESS:

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

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

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

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

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

Date : 06.09.2017

Place: Udaipur

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

Notes: -

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

9) Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s 170 of the Companies Act, 2013 will be available for Inspection by the members at the AGM.

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

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

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

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

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

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

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

(d) Copy of the Annual Report.

General Information:

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

FOR THE ATTENTION OF THE MEMBERS:

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

Phones: 91-22-62638200 email: investor@bigshareonline.com Website: www.bigshareonline.com

2. SENDING NOTICES AND DOCUMENTS TO SHAREHOLDERS THROUGH EMAIL:

As a part of "Green Initiative" in Corporate Governance, the Ministry of Corporate Affairs has allowed sending communication to the shareholders through electronic mode. Accordingly, we propose to send documents like notices convening general meetings, Annual Reports, etc to the email addresses of the

shareholders. For this purpose, shareholders holding shares in demat form are requested to register their email IDs with their Depository Participants.

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

ITEM NO: 4

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

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

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

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

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

Shri Chatsingh Harisingh Rathore, Managing Director, Smt. Reena Rathore, Wholetime Director and Shri Vaibhav Singh Rathore, Wholetime Director & CFO and their relatives are may be deemed to be interested in the resolution set out respectively at Item No. 4 of the Notice, to the extent of their equity shareholding interest, if any, and Directorship in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

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

Date: 06.09.2017

Place: Udaipur

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

ROUTE MAP TO THE AGM VENUE

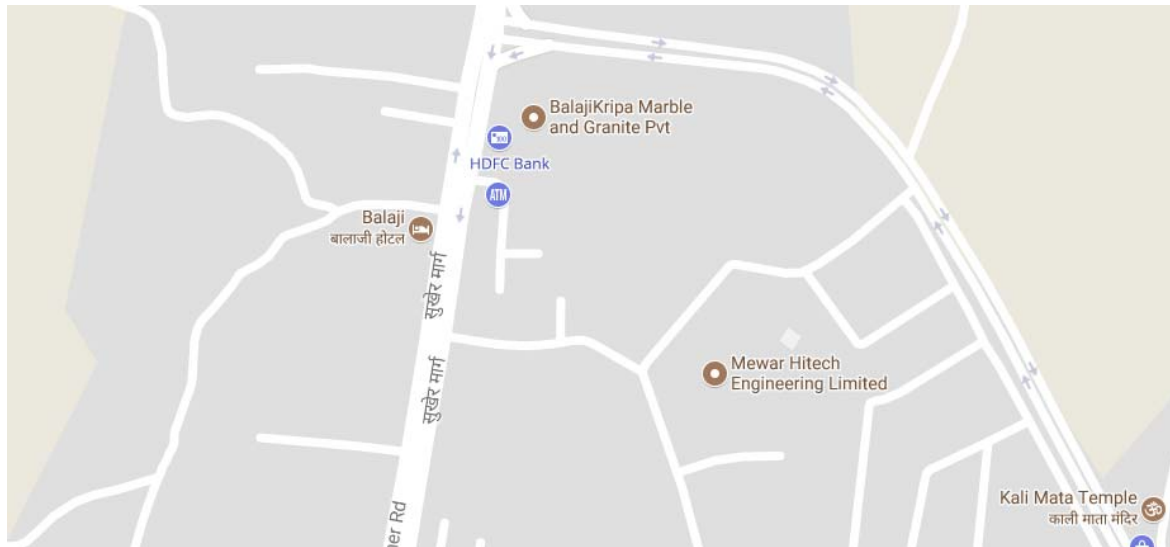
Mewar Hi-Tech Engineering Limited

(CIN: U29299RJ2006PLC022625)

Date: 30.09.2017

Time: 11.00 A.M.

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



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

CIN: U29299RJ2006PLC022625

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

ATTENDANCE SLIP 11TH ANNUAL GENERAL MEETING

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

If any (in Block Letter(s))

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

3. Name of Proxy holder :

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

5. Number of Shares held :

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

Signature of Member/Proxy

Note: –

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

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CIN: U29299RJ2006PLC022625

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PROXY FORM

Form No: MGT-11

11th Annual General Meeting

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

Name of the Member(s) :

Registered address :

E-mail id :

Folio no. / Client id :

DP ID :

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

1. Name:

Address:

E-mail Id:

Signature:.....

Or failing him

2. Name:

Address:

E-mail Id:

Signature:.....

or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

or failing him

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

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

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

AFFIX
REVENUE
STAMP

Signature of shareholder

Signature of Proxy holder(s)

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

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