HEMANG RESOURCES LIMITED

(Formerly Known as "Bhatia Industries & Infrastructure Limited")
CIN : L65922TN1993PLC101885

Declaration of Consolidated Result of E-voting and Poll

Twenty Second Annual General Meeting of **Hemang Resources Limited** (Formerly, Bhatia Industries & Infrastructure Limited) held on Wednesday the 30th day of September, 2015 at 11.00 A. M. at Plot No. 4,6th Avenue, Harington Road, Chepet, Chennai, Tamil Nadu – 600031. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and administration) Amendment Rules, 2015 (Rules) and Clause 35B of the Listing Agreement, the Company had provided e-voting facility to the members to enable them to cast their vote electronically on the resolutions proposed in the Notice of the AGM. The e-voting was open from 26th September, 2015 (10.00 A.M.) to 29th September, 2015 (05.00 P.M.)

The members attending the Annual General Meeting either in person or proxy, and who have not cast their vote through electronic mode were also provided with the facility to cast their vote through poll pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014. There were 16 members personally present and out of them 16 members casted their votes through poll.

Based on the report of the scrutinizers, I declare all the resolutions as set out in the Notice of Annual General Meeting as passed with requisite majority.

The consolidated results are as follows:

Item No. of Notice	**Voting Type**	**Votes in Favor of the Resolution**		**Votes against the resolution**		**Invalid votes**	
		Nos.	**%**	**Nos.**	**%**	**Nos.**	**%**
Item No.1 of the Notice (As an Ordinary Resolution)	E-Voting	8863805	83.56	Nil	-	Nil	-
	Poll	1743616	16.44	-	-	-	-
	Total	**10607421**	**100.00**	0	0	0	0
Item No.2 of the Notice(As an Ordinary Resolution	E-Voting	8863805	83.56	Nil	-	Nil	-
	Poll	1743616	16.44	-	-	-	-
	Total	**10607421**	**100.00**	0	0	0	0
Item No.3 of the Notice(As an Ordinary Resolution	E-Voting	8863805	83.56	Nil	-	Nil	-
	Poll	1743616	16.44	-	-	-	-
	Total	**10607421**	**100.00**	0	0	0	0

HEMANG RESOURCES LIMITED

Registered Office : Plot No.4, 6th Avenue, Harington Road, Chetpet, Chennai - 600 031 Tamil Nadu
Phone : +94-44-4590050, 4590051 FAX : +91-44-45590057, e-mail : karkrecha@bhatiacoalindia.com
Website : www.bhatiacoalindia.com/BIIL/index.htm.

Item No.4 of the Notice(As an Special Resolution	E-Voting	8863805	83.56	Nil	-	Nil	-
	Poll	1743616	16.44	-	-	-	-
	Total	**10607421**	**100.00**	0	0	0	0
Item No.5 of the Notice(As an Special Resolution	E-Voting	8863805	83.56	Nil	-	Nil	-
	Poll	1743616	16.44	-	-	-	-
	Total	**10607421**	**100.00**	0	0	0	0
Item No.6 of the Notice(As an Ordinary Resolution	E-Voting	8863805	83.56	Nil	-	Nil	-
	Poll	1743616	16.44	-	-	-	-
	Total	**10607421**	**100.00**	0	0	0	0
Item No.7 of the Notice(As an Ordinary Resolution	E-Voting	8863805	83.56	Nil	-	Nil	-
	Poll	1743616	16.44	-	-	-	-
	Total	**10607421**	**100.00**	0	0	0	0
Item No.8 of the Notice(As an Special Resolution	E-Voting	8863805	83.56	Nil	-	Nil	-
	Poll	1743616	16.44	-	-	-	-
	Total	**10607421**	**100.00**	0	0	0	0
Item No.9 of the Notice(As an Ordinary Resolution	E-Voting	8863805	83.56	Nil	-	Nil	-
	Poll	1743616	16.44	-	-	-	-
	Total	**10607421**	**100.00**	0	0	0	0

For, Hemang Resources Limited
(Formerly, Bhatia Industries & Infrastructure Limited)

HEMANG RESOURCES LIMITED

T. Balaji Achar
Chairman of Meeting

Date: 3rd October, 2015

AJIT JAIN CS **AJIT JAIN & Co.**

M. Com., L.L.B. (Hons.), FCS
☎ : (Off. & Res.) : 0731-2497031, 4064510, 2493855
Mobile : 94250-53710, E-mail : ajitjain84@gmail.com

COMPANY SECRETARIES
'PREM VILLA' 84, Kailash Park Colony,
Near Geeta Bhawan, INDORE - 452 001

CONSOLIDATED REPORT OF SCRUTINIZER ON E-VOTING PROCESS AND BALLOT

[Pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,
22nd Annual General Meeting of the Equity Shareholders of Hemang Resources Limited (formerly known as 'Bhatia Industries & Infrastructure Limited) having CIN: L65922TN1993PLC101885, held on 30th September 2015 at 11.00 AM at the registered office of the company at Plot No. 4, 6th Avenue, Harington Road, Chetpet, Chennai, Tamil Nadu-600031.

Dear Sir,

Sub: Scrutinizer's Report on E-voting & Poll Process conducted pursuant to the provision of Section 108 & 109 of the Companies Act, 2013 ('the Act') read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 for Annual General Meeting.

The Board of Directors of Hemang Resources Limited ('the Company') vide resolution passed on 1st September, 2015 has provided the Members of the Company, a facility to exercise their right on the resolution as set out in the notice of 22nd Annual General Meeting held on 30th September, 2015 by way of electronic means as required under the provision of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014.

I, Ajit Kumar Jain, Company Secretary in Practice having Membership No. 3933 has been appointed as the scrutinizer by the Board of Directors of the Company vide resolution passed on 14th August, 2015 as required under Section 108 & 109 of the Companies Act, 2013 read with Rule 20(ix) & 21 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the e-voting & poll process in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as contained in the notice convening the 22nd Annual General Meeting of the company held on 30th September, 2015.

The management of the Company is responsible to ensure the compliance with the required of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the notice for the 22nd Annual General Meeting of the Members of the

AJIT JAIN & CO. FCS 3933 C.P.No. 12876 INDORE COMPANY SECRETARIES

Company. My responsibility as a scrutinizer for the e-voting process is restricted to ensure that the e-voting process is conducted in a fair and transparent manner and make a scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by company.

The notice dated 1st September, 2015 convening the Annual General Meeting of the Company to be held on 30th September, 2015 along with the statement setting out material facts under section 102 of the Companies Act, 2013 was sent to members of the Company.

The members of the Company holding shares on the commencement of Cut-off date (23.09.2015) were entitled to vote on the resolutions proposed as set out in the Annual General Meeting.

In this regard, I submit my report as under:

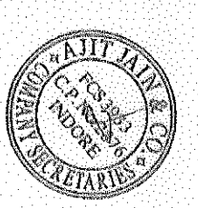
1. The e-voting period remained open from Saturday, 26th September, 2015 (10.00 am) and ends on Tuesday, 29th September, 2015 (5.00pm).

2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses Ms. Simran Ajmani & Ms. Radhika Dave not in the employment of the Company.

3. The details containing list of shareholders who vote for or against each of the resolutions that were put to vote were downloaded from e-voting website of CDSL (www.evotingindia.com).

4. Pursuant to clause 35B of the Listing Agreement entered by the Company, the Company has also provided facility of voting through the physical ballot from to those members who do not have access to the e-voting facility. This report does not include the result of voting through the physical ballot forms.

5. And for Poll Voting as per Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rules, 2014, after the time fixed for closing of the poll by the Chairman, I find no ballot polling was exercised by members.



6. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

7. I have scrutinized the votes casted through electronics a means for the purpose of this report. The result of the voting is as under:

Item No. 1: Ordinary Resolution

To receive, consider and adopt the audited Balance Sheet as at March 31, 2015:

Item No. (of AGM Notice)	Voting Type	Votes in favor of resolution		Votes against resolution		Invalid	
		No.	%	No.	%	No.	%
1	E-Voting	8863805	83.56	Nil	-	Nil	-
	Poll	1743616	16.44				
	Total	10607421	100%	0	-	0	-

Item No. 2: Ordinary Resolution

To declare dividend of ₹ 2.00 per share on 2% Cumulative Redeemable Preference Shares of the Company

Item No. (of AGM Notice)	Voting Type	Votes in favor of resolution		Votes against resolution		Invalid	
		No.	%	No.	%	No.	%
2	E-Voting	8863805	83.56	Nil	-	Nil	-
	Poll	1743616	16.44				
	Total	10607421	100%	0	-	0	-

Item No. 3: Ordinary Resolution

AJIT JAIN & CO. COMPANY SECRETARIES FCS 4923 C.P. No. 3176 INDORE

To appoint M/s Jain & Thakkar, Chartered Accountants as Statutory Auditors of the Company.

Item No. (of AGM Notice)	Voting Type	Votes in favor of resolution		Votes against resolution		Invalid	
		No.	%	No.	%	No.	%
3	E-Voting	8863805	83.56	Nil	-	Nil	-
	Poll	1743616	16.44				
	Total	10607421	100%	0	-	0	-

Item No. 4: Special Resolution

To make appointment of Mr. Shashikant Vyankatesh Chaoji (DIN-03464544) as Independent Director of the Company for a period of five years.

Item No. (of AGM Notice)	Voting Type	Votes in favor of resolution		Votes against resolution		Invalid	
		No.	%	No.	%	No.	%
4	E-Voting	8863805	83.56	Nil	-	Nil	-
	Poll	1743616	16.44				
	Total	10607421	100%	0	-	0	-

Item No. 5: Special Resolution

To make appointment of Mr. Chitranjan Singh Kahlon (DIN: 02823501) as Independent Director of the Company for a period of five years.

Item No. (of AGM Notice)	Voting Type	Votes in favor of resolution		Votes against resolution		Invalid	
		No.	%	No.	%	No.	%

AJIT JAIN & CO. COMPANY SECRETARIES FCS 2933 C.P. No. 2876 INDORE

5	E-Voting	8863805	83.56	Nil	-	Nil	-
	Poll	1743616	16.44				
	Total	10607421	100%	0	-	0	-

Item No. 6: Ordinary Resolution

Appointment of Ms. Komal Thakkar (DIN: 07062825) as Whole Time Director for period of three years from 13.02.2015 till 09.07.2015.

Item No. (of AGM Notice)	Voting Type	Votes in favor of resolution		Votes against resolution		Invalid	
		No.	%	No.	%	No.	%
6	E-Voting	8863805	83.56	Nil	-	Nil	-
	Poll	1743616	16.44				
	Total	10607421	100%	0	-	0	-

Item No. 7: Ordinary Resolution

To make confirmation of appointment of Mr. Prem Prakash Agrawal (DIN: 00038545) as Director of the Company.

Item No. (of AGM Notice)	Voting Type	Votes in favor of resolution		Votes against resolution		Invalid	
		No.	%	No.	%	No.	%
7	E-Voting	8863805	83.56	Nil	-	Nil	-
	Poll	1743616	16.44				
	Total	10607421	100%	0	-	0	-

Item No. 8: Special Resolution

To take approval to make Alteration in Articles of Association of the Company.

AJIT JAIN & CO. COMPANY SECRETARIES FCS 3931 C.P. No. 2376 INDORE

Item No. (of AGM Notice)	Voting Type	Votes in favor of resolution		Votes against resolution		Invalid	
		No.	%	No.	%	No.	%
8	E-Voting	8863805	83.56	Nil	-	Nil	-
	Poll	1743616	16.44				
	Total	10607421	100%	0	-	0	-

Item No. 9: Ordinary Resolution

To make appointment of Mr. Tamraparni Balaji Achar (DIN: 06404420) as Whole-time Director of the Company.

Item No. (of AGM Notice)	Voting Type	Votes in favor of resolution		Votes against resolution		Invalid	
		No.	%	No.	%	No.	%
9	E-Voting	8863805	83.56	Nil	-	Nil	-
	Poll	1743616	16.44				
	Total	10607421	100%	0	-	0	-

Conclusion:

All the 9 resolutions have secured majority votes in favor, therefore the resolutions be considered to have been carried with requisite majority.

Thanking You,

Yours faithfully,
For Ajit Jain & Co.

A. K. Jain

Ajit Jain
Practicing Company Secretary
FCS 3933
CP 2876

AJIT JAIN & CO. COMPANY SECRETARIES FCS 3933 CP 2876 INDORE

Place: Indore
Date: 01.10.2015

HEMANG RESOURCES LIMITED

Acknowledged by

(CHAIRMAN OF MEETING)