BHATIA GROUP

Declaration of Consolidated Result of E-voting and Postal Ballot Papers

The Postal Ballot of **Bhatia Industries & Infrastructure Limited** held from 22nd January, 2015 (09:00 Hrs) to 21st February, 2015 (18:00 Hrs) pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read together with the Companies (Management and Administration) Rules 2014 and Clause 35B of the Listing Agreement, the Company had provided voting facility to the members to enable them to cast their votes on the resolutions proposed in the Postal Ballot Notice dated 15th January, 2015.

To enable wider participation of shareholders, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's Circular, listed companies listed on National Stock Exchange or Bombay Stock Exchange are required to provide e-voting facility to their shareholders on all shareholders resolution to be passed through Postal Ballot or at General Meetings. Since Bhatia Industries & Infrastructure Limited falls under this category, Company has provided for the same through Central Depository Services (India) Limited.

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

The consolidated results are as follows:

Sr. No.	Resolution	Type of Resolution	No. of votes in favour	% of votes in favour	No. of votes against	% of votes against
1	To Change the name of the Company from Bhatia Industries & Infrastructure Limited to Hemang Resources Limited	Special	10440510	100	-	-

Bhatia Industries & Infrastructure Ltd. Indore

BHATIA INDUSTRIES & INFRASTRUCTURE LTD.

CIN:L65922MP1993PLC007767
Regd / Corporate Office : "BCC HOUSE", 8/5, Manoramaganj, Navratan Bagh Main Road Indore - 452 001, (MP), India.
Phone: +91-731-4066101, Fax: +91-731-4066102, 2498102, Email: info@bhatiacoalindia.com
Website: www.bhatiacoalindia.com

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2	Shifting of the Registered Office from Indore in the State of Madhya Pradesh to Chennai in the State of Tamil Nadu and consequential amendment in Clause II of the Memorandum of Association	Special	10440505	100	5	NEG.

For, **Bhatia Industries & Infrastructure Limited**

Jitendra Kumar Jain
Chairman

Date: February 25, 2015

Dinesh Kumar Gupta
Practicing Company Secretary

Dinesh Kumar Gupta
B.COM., LL.B. (Hons.), FCS

104, Sham Tower, 1st Floor,
Near Hotel President,
164/2, R.N.T. Marg, Indore (M. P.) 452 001
Phone : 0731 - 2526208 **Cell** : **09425059136**
email : csdineshgupta@gmail.com

Date: 25.02.2015

The Chairman
Bhatia Industries & Infrastructure Limited,
BCC House, 8/5 Manoramaganj,
Navratan Bagh Main Road,
Indore 452001

Dear Sir,

Sub: **Passing of Resolutions through Postal Ballot.**

I Dinesh Kumar Gupta, a Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of **BHATIA INDUSTRIES & INFRASTRUCTURE LIMITED (CIN: L65922MP1993PLC007767)** (the Company) vide their resolution dated 15th January, 2015 as a Scrutinizer for the purpose of Scrutinizing the e-voting process and postal ballot process under the provision of Section 108 and 110 of the Companies Act, 2013 (the 2013 Act) respectively read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (Rules) and Clause 35B of the Listing Agreement on the proposed Resolutions to be passed through postal ballot.

The Management of the company is responsible to ensure the compliance of the requirement of the Companies Act, 2013 and Rule relating to voting through postal ballot means on the proposed resolution contained in the notice of postal ballot. My responsibility as a scrutinizer for the postal ballot process is restricted to making a scrutinizer's report for the "Votes cast in favour" or "against" the resolution stated above, based on the forms received from the shareholders by casting of their votes through postal ballot.

I report that I have received the Postal Ballot forms from the shareholders during the period starting from Thursday 22nd January, 2015 (at 9.00 A.M.) till Saturday 21st February, 2015(at 6.00 P.M.). All the Postal Ballot forms together with all votes cast by E-voting through CDSL received up to 6:00 P.M. Saturday 21st February, 2015, being the last date fixed by the Company for receipt of the ballot forms/e-voting, were considered for my Scrutiny.

The Votes cast were unblocked by me as Scrutinizer on 21st February, 2014 around 7.00 P.M. in the presence of two witnesses, Mr. Deepak Prajapat R/o 601, Gram Simrol, District Indore (M.P.) and Mr. Hemant Kumar Gupta R/o 1179 B, Scheme No. 71, Indore (M.P.) who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Deepak Prajapat

Hemant Kumar Gupta

The summary of the Postal Ballot/e-voting for each resolution is given below:

Resolution Number	1
Nature of Resolution	Special Resolution
Subject Matter	To change the name of the Company from "Bhatia Industries & Infrastructure Limited" to "Hemang Resources Limited."
Total No. of Shareholders	1180
Total No. of Shares	1,32,00,000

The summary of the Postal Ballot:

Particulars	**No. of Postal Ballot Forms**	**No of Shares**
A) Total Shareholders who exercised their votes through Postal Ballots	18	7614
B) Invalid Postal Ballot forms (On account of signature mismatch, unsigned, incorrectly completed, mutilated, for/against option not indicated etc.)	5	2801
C) Total Shareholder whose votes were Valid	13	4813
D) Physical Postal Ballot Forms With assent (favour) for the Resolution	13	4813
E) Physical Postal Ballot Forms With dissent (against) for the Resolution	0	0

The summary of the e-voting:

Particulars	**No. of e-votes**	**No. of e-votes contained**	**Percentage of total**
A) Total Shareholders who exercised their votes through e-Voting	19	10435697	100
B) Invalid votes	0	0	0
C) Total Shareholder whose votes were Valid	19	10435697	100
D) e-Voting Ballot With assent (favour) for the Resolution	19	10435697	100
E) e-Voting Ballot Forms With dissent (against) for the Resolution	0	0	0

The Consolidated summary of the Postal Ballots & e-voting:

Particulars	**No. of votes**	**No. of shares**	**Percentage of total**
Total Postal ballot with Assent in physical and electronic mode	32	10440510	100
Total Postal ballot with Dissent in physical and electronic mode	0	0	0

Percentage of votes cast in favor: 100%
Percentage of votes cast against: NIL

RESULTS:

As the number of votes casted in favor of the Resolution i.e. 100% is more than three times the number of votes cast against, I report that the Special Resolution as set out in the Notice of Postal Ballot dated 15th January, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date for the announcement of results.

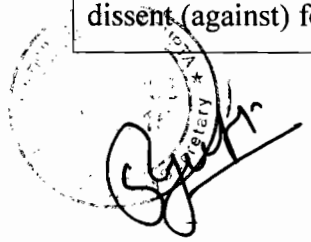
Resolution Number	2
Nature of Resolution	Special Resolution
Subject Matter	Shifting of the Registered Office from Indore in the State of Madhya Pradesh to Chennai in the State of Tamil Nadu and consequential amendment in Clause II of the Memorandum of Association
Total No. of Shareholders	1180
Total No. of Shares	1,32,00,000

The summary of the Postal Ballot:

Particulars	**No. of Postal Ballot Forms**	**No of Shares**
A) Total Shareholders who exercised their votes through Postal Ballots	18	7614
B) Invalid Postal Ballot forms (On account of signature mismatch, unsigned, incorrectly completed, mutilated, for/against option not indicated etc.)	5	2801
C) Total Shareholder whose votes were Valid	13	4813
D) Physical Postal Ballot Forms With assent (favour) for the Resolution	12	4808
E) Physical Postal Ballot Forms With dissent (against) for the Resolution	1	5

The summary of the e-voting:

Particulars	**No. of e-votes**	**No. of e-votes contained**	**Percentage of total**
A) Total Shareholders who exercised their votes through e-Voting	19	10435697	100
B) Invalid votes	0	0	0
C) Total Shareholder whose votes were Valid	19	10435697	100
D) e-Voting Ballot With assent (favour) for the Resolution	19	10435697	100
E) e-Voting Ballot Forms With dissent (against) for the Resolution	0	0	0



The Consolidated summary of the Postal Ballots & e-voting:

Particulars	No. of votes	No. of shares	Percentage of total
Total Postal ballot with Assent in physical and electronic mode	31	10440505	100 (approx.)
Total Postal ballot with Dissent in physical and electronic mode	1	5	0 (approx.)

Percentage of votes cast in favor: 100% (approx.)
Percentage of votes cast against: 0% (approx.)

RESULTS:

As the number of votes casted in favor of the Resolution i.e. 100% (approx.) is more than three times the number of votes cast against, I report that the Special Resolution as set out in the Notice of Postal Ballot dated 15th January, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date for the announcement of results.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You
Yours faithfully,

Dinesh Kumar Gupta
Practicing Company Secretary