AJIT JAIN
M.Com, L.L.B. (Hons.), FCS
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AJIT JAIN & CO.
COMPANY SECRETARIES
'PREM VILLA' 84, Kailash Park Colony,
Near Geeta Bhawan, INDORE-452 001

Secretarial Compliance Report of Hemang Resources Limited
(CIN: L65922TN1993PLC101885) for the financial year ended 31st March, 2023

To,
Board of Directors,
Hemang Resources Limited
(CIN: L65922TN1993PLC101885)
Flat A2, Harington Court, 99, Harington Court,
Chetpet, Chennai - 600031

We **AJIT JAIN & CO., PRACTICING COMPANY SECRETARY** have examined:

(a) all the documents and records made available to us and explanation provided by **Hemang Resources Limited ("the listed entity"),**

(b) the filings/submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended March 31, 2023 ("Review Period") in respect of compliance with the Provisions of:

(a) the Securities and Exchange Board of India Act, 1992("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, includes: -

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)Regulations,2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers)Regulations,2011; **- Not Applicable during the year under review**

(d) Securities and Exchange Board of India (Buyback of Securities)Regulations,2018;

- Not Applicable during the year under review

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(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity)Regulations, 2021; - **Not Applicable during the year under review**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable during the year under review**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - **Not Applicable during the year under review**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading)Regulations, 2015;

(i) (other regulations as applicable) and circulars/guidelines issued thereunder;

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status(Yes/ No/NA)	Observations /Remarks by PCS
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2.	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	None

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3.	**Maintenance and disclosures on Website:** • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website	Yes	None
4.	**Disqualification of Director:** None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	The Listed Entity has provided the required confirmation on the same and reliance has been placed on the same.
5.	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The Listed Entity does not have any Subsidiary Company.

Sr. No.	Particulars	Compliance Status(Yes/No /NA)	Observations /Remarks by PCS*
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None

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8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	None
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) &3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	**Actions taken by SEBI or Stock Exchange(s),if any:** No action(s) has been taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as provided under separate paragraph herein (**).	NA	No action were taken by SEBI or by the stock Exchange during the Review period

Sr. No.	Particulars	Compliance Status(Yes/No /NA)	Observations /Remarks by PCS
12.	**Additional Non-compliances ,if any:** No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No non – compliance has been observed during the Review period

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
1.	**Compliances with the following conditions while appointing/re-appointing an auditor**		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	Yes	M/s A V Ratnam & Co. has resigned w.e.f., 27.10.2022 and M/s A. John Moris & Co. has been appointed as Statutory Auditor due to casual vacancy w.e.f., 27.10.2022. The Limited Review Report for the quarter ended 30th September, 2022 has been signed by M/s A. John Moris & Co. dated 11th November, 2022.
2.	**Other conditions relating to resignation of statutory auditor**		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information/non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	a. No such events have occurred under which the listed entity has not given any information which has hampered the audit process.

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
	b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.	NA	b. No such events have occurred under which auditor has resigned due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.
	c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.		c. No such event has occurred
	ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		The Listed Entity has provided sufficient information as required by the Auditor.

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3.	The listed entity has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	Yes	None

(a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement(Regulations/circulars/guide-lines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Re-marks
There was no reportable event requiring compliance during the Review Period										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement(Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Re-marks
There was no reportable event requiring compliance during the Review Period										

Place: Indore
Date: 27/04/2023

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For Ajit Jain & Co.,
Company Secretaries

A. K. Jain

CS AJIT JAIN
(Proprietor)
C.P. No. 2876; F.C.S. No. 3933
UDIN: F003933E000208610
Peer Review Certificate No: 767/2020
PCS Unique ID No: S1998MP023400