

BHATIA INDUSTRIES & INFRASTRUCTURE LIMITED

(Formerly known as "BCC Finance Limited")

CIN : L65922MP1993PLC007767

Registered Office: "BCC House", 8/ 5 Manoramaganj, Navratan Bagh Main Road, Indore (M.P.)

Email: cs@bhatiacoalindia.com website: <http://bhatiacoalindia.com/BII/Inde.htm>.

Tel.: (0731) 4285331/4200211 Fax: (0731) 4030102

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given pursuant to 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, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed as special resolutions by way of postal ballot / e-voting. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a postal ballot form (the "**Form**") for your consideration. The Board of Directors of the Company (the "**Board**") has appointed Mr. Dinesh Gupta, Practicing Company Secretary, having certificate of practice no. 4715, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on Saturday, 21st day of February 2015. Postal Ballot Forms received after this date shall be strictly treated as if the reply from the members has not been received.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/Director on or before 25th day of February 2015 and the result will be communicated in accordance with the provisions of Companies Act, 2013 and the Listing Agreements, including placing thereof on the website of the Company.

RESOLUTIONS:

1. To Change the name of the Company from Bhatia Industries & Infrastructure Limited to Hemang Resources Limited

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13(2) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of Central Government, and all other statutory approvals as may be required in this matter, consent of the Company be and is hereby granted for changing the name of the Company from "**Bhatia Industries & Infrastructure Limited**" to "**Hemang Resources Limited**" as approved by the Registrar of Companies, Madhya Pradesh."

"RESOLVED FURTHER THAT the name *"Bhatia Industries & Infrastructure Limited"* wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by the name *"Hemang Resources Limited."*

"RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and are hereby severally authorized to sign and other documents with any statutory authorities and to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company."

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

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 12, 13, 110 and other applicable provisions if any, of the Companies Act, 2013 and rules made there under and subject to the confirmation of the Central Government, power vested with the Regional Director and such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force, the consent of the members be and is hereby accorded to shift the Registered office of the Company from State of Madhya Pradesh to State of Tamil Nadu, within the jurisdiction of Registrar of Companies, Chennai;

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any of the Companies Act, 2013, and subject to the confirmation by the Central Government (Now power delegated to Regional Director, North-Western Region) the existing clause II of the Company's Memorandum of Association be and it is hereby amended to read as follows:

"The Registered office of the Company will be situated in the State of Tamil Nadu, within the jurisdiction of Registrar of Companies, Chennai."

RESOLVED FURTHER THAT all the Directors and/or Company Secretary of the Company be and are hereby, jointly and/or severally authorized to sign, execute all documents and writings related to effecting the above change in the situation of the registered office of the Company, and further to do all other acts, deeds, matters and things as may be necessary to give effect to this resolution."

By Order of the Board of Directors

Place: Indore
Date: 15th January 2015

Sd/-
Ramandeep Kaur Bhatia
Company Secretary

NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special resolutions at Item Nos. 1 to 2 above, are appended herein below along with Form for your consideration.
2. The Notice is being sent to all the members, whose names appear in the Register of Members / Beneficiary Position maintained by the Depositories as on Friday, the 16th January, 2015.
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on Friday, the 16th January, 2015.
4. In compliance with the provisions of Clause 35B of the Listing Agreements, the Company is pleased to provide e-voting facility through Central Depository Services (India) Limited as an alternative, for all members of the Company to enable them to cast their votes electronically instead of dispatching physical Postal Ballot. E-voting is optional. The instructions for e-Voting are as under :
 - (i) The voting period begins on 22nd January, 2015 at 9.00 A.M. and ends on 21st February, 2015 at 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16th January, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Log on to the e-voting website www.evotingindia.com
 - (iii) Click on "Shareholders".
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● *Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

*A member is required to use the sequence number as mentioned on address sticker affixed on envelop.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
 - (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xi) Click on the EVSN for the relevant <Bhatia Industries & Infrastructure Limited > on which you choose to vote.
 - (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) Note for non-individual Shareholders & Custodians:
 - Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) on which they wish to vote.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
5. Members are requested to cast their vote on the Postal Ballot only through one mode (physical Postal Ballot Form or e-voting). In case members cast their votes through both the modes, votes cast through physical Postal Ballot Form shall only be considered and votes cast through e-voting would be rejected.

EXPLANATORY STATEMENT

Explanatory Statement for Resolutions mentioned under Item Nos. 1 to 2 pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act")

Item No. 1:

Coal is a precious natural resource of energy since ancient age and fuel for thermal power stations. Presently Company is having two lines of Business, namely coal trading division and infrastructure division. The revenue of the Company from coal trading division is more than 50% of the total revenue as under :

(` in Millions)

Year	Total Revenue	Revenue from Coal Trading
2011-2012	1509.36	1429.40
2012-2013	2650.55	2546.51
2013-2014	3039.93	2876.92

In Indian Mythology "Hemang" is a name of Lord Vishnu and we adhere to the beliefs of Lord Vishnu. Coal being an important natural resource & dealing in coal is the main object of the Company. In view of the above the Board of Directors' of the Company considered that it is desirable and necessary to change the name of the company from Bhatia industries & Infrastructure Limited to ***Hemang Resources Limited***.

The Company has received the approval from the Registrar of Companies, Gwalior (ROC) confirming the availability of the new name "***Hemang Resources Limited***". The Companies Act, 2013 requires the Company to obtain the approval of members by way of Special Resolution for the alteration of the Memorandum of Association of the Company in respect of change of name and consequential alteration in the Articles of Association. After obtaining the approval of Shareholders, an application will be made to the ROC, for change of name of company and if approved, the name will be effective from the date of ROC approval.

Your approval is sought by voting by way of Postal Ballot in terms of the provisions of Section 110 of the Companies Act, 2013 read along with the provisions of Company (Management and Administration) Rules, 2014.

The Board recommends the Resolution at Item No. 1 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution except as members.

Item No. 2:

The company's main objects are to carry on the business of:

- i. infrastructure developers, constructors, builders, contractors, sub-contractors, turn - key contractors, architectural, colonizers, decorators, processors, consultants, brokers, civil engineers, interior decorators, designers, estate agent and manager;
- ii. coal Washeries, coke oven plants and business as traders, merchants, retailers, whole sellers, stockiest, distributors, agents, brokers, importers, exporters, mine excavators, buyers, suppliers and to manufacture, allayed amalgamate convert, compound, crush, develop, exclave, explore, grade, generate, improve, dry, modify, manipulate, make, mix, mine, process, produce, prepare, preserve, prospect, and to deal in refine hard & soft coal, steam coal, white coal, synthetic coal, charcoal, coke, coal tar, carbon, black and all other coal and coal products/ by products and coal based chemicals.

As the members of the Company are aware that presently the company is in the business of Infrastructure & Coal Trading. Coal is a precious natural resource of energy since ancient age and of fuel for thermal power stations. Moreover the Company has around 95% of customer base in south region. Company having more than 85% employees base in Chennai. It would be appropriate to change the place of registered office of the Company from State of Madhya Pradesh to the State of Tamil Nadu, within jurisdiction of Registrar of Companies, Chennai, Tamil Nadu so that company can carry on its business more economically or more efficiently. Consequently Memorandum of Association be changed.

Shifting of the Registered Office requires approval of the Members of the Company by a Special Resolution, pursuant to Section 12 of the Companies Act, 2013 which is subject to the further approval of the Central Government as mentioned in Section 13 of the Companies Act, 2013 and Rule No. 30 of the Companies (Incorporation) Rules, 2014.

Your approval is sought by voting by way of Postal Ballot in terms of the provisions of Section 110 of the Companies Act, 2013 read along with the provisions of Company (Management and Administration) Rules, 2014.

The Board recommends the Resolution at Item No.2 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution except as members.

By Order of the Board
For Bhatia Industries & Infrastructure Limited

Place: Indore
Date: 15th January 2015

Sd/-
Ramandeep Kaur Bhatia
Company Secretary

BHATIA INDUSTRIES & INFRASTRUCTURE LIMITED

(Formerly known as "BCC Finance Limited")

CIN : L65922MP1993PLC007767

Registered Office: "BCC House", 8/ 5 Manoramaganj, Navratan Bagh Main Road, Indore (M.P.)

Email: cs@bhatiacoalindia.com website: <http://bhatiacoalindia.com/BIIL/Index.htm>.

Tel.: (0731) 4285331/4200211 Fax: (0731) 4030102

POSTAL BALLOT FORM

(Kindly read the instructions printed overleaf before filling the form)

- (1) Name & Registered Address of
The sole/first named Shareholder
(in block letters)
:
- (2) Name(s) of the joint holder(s)
If any (in block letters)
:
- (3) Registered Folio no./ DPID
No./Client ID No.*
(* applicable to investors holding
Share in dematerialized form)
:
- (4) Number of Shares held
:
- (5) I/We hereby exercise, my/our votes in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company dated 15th January 2015, by sending my/our assent or dissent to the said Resolution by placing the tick () mark at the appropriate box below:

Description	Type of Resolution	No. of Shares	(FOR) I/We assent to the Resolution	(AGAINST) I/We dissent to the Resolution
To Change the name of the Company from Special Bhatia Industries & Infrastructure Limited to Hemang Resources Limited.	Special			
Shifting of the Registered Office from Special 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			

Place:

Date:

Signature of the Shareholder

- Note: 1. A member is required to use the sequence number as mentioned on address sticker affixed on envelop.
2. Please read the instructions printed overleaf carefully before exercising your vote

INSTRUCTIONS

1. Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, assent or dissent of the members in respect of the Special Resolution contained in the Postal Ballot Notice is being sought through Postal Ballot process.
 2. A member desiring to exercise his/her vote by postal ballot, may send duly completed form to the Scrutinizer at 104, Shyam Tower,, 1st Floor, Near President Hotel, RNT Marg, Indore - 452001 The envelopes containing the Postal Ballot should reach the Scrutinizer not later than 6.00 p.m. on Saturday, 21st February, 2015 at 6.00 P.M.. The Postal Ballot Form received after this date and time will be strictly treated as if reply from the Member has not been received.
 3. A Member has to convey his/her assent/dissent in the Postal Ballot Form only. Assent/Dissent to the proposed resolution may be recorded by placing tick mark () in the appropriate column Postal Ballot Form bearing () mark in both the column will render the form invalid .
 4. The Postal Ballot Form should be completed and signed by the Member. An unsigned Postal Ballot Form will be rejected.
 5. In case of joint holding the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company /Depository)by the ?rst named Member and in the absence of such Member, by the next named joint holder. A Member may sign the Postal Ballot Form through an attorney; in such case certi?ed true copy of Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
 6. In case of shares held by Companies, Trusts, Societies, etc., a duly completed Postal Ballot Forms should be signed by its authorized signatories. In such cases the duly completed Postal Ballot Forms should also be accompanied by a certi?ed true copy of the Board Resolution/ Authority together with the specimen signature(s) of the duly authorized signatory(ies).
 7. A member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
 8. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy. The Scrutinizers' decision on the validity of Postal Ballot Form will be ?nal.
 9. Voting right shall be reckoned on the paid up value of shares registered in the name of Member as on Friday, the 16th day of January, 2015.
 10. A member may request for duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the date and time speci?ed above.
 11. Members are requested not to send any other paper along with the Postal Ballot Form as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper would be destroyed by the Scrutinizer.
 12. The resolution, if assented by requisite majority, shall be considered as passed.
 13. E-VOTING : The Company is pleased to provide e-voting as an alternative for the Members of the Company to enable them to cast their votes electronically instead of through Physical Postal Ballot. E-voting is optional. In case a member has voted through e-voting facility, he does not need to send a physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his vote through Physical vote, vote casted through physical Postal Ballot shall only be considered and the voting through e-voting shall not be considered by the Scrutinizer. Members are requested to refer to the Postal Ballot Notice and notes thereto, for detailed instructions with respect to voting electronically.
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