

HEMANG RESOURCES LIMITED

(Formerly known as "Bhatia Industries & Infrastructure Limited")

CIN: L65922MP1993PLC007767

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

E-mail: cs@bhatiacoalindia.com, Phone: +91-(731) 4200211 Fax: +91-(731) 4030102

Website: www.bhatiacoalindia.com/BIIL/index.htm

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting of the Members of Hemang Resources Limited (Formerly "Bhatia Industries and Infrastructure Limited") will be held on Monday, the 10th day of August, 2015 at 12.30 P.M at 4-4/5, Manoramaganj, Navratan Bagh Main Road, Indore- 452001 (M.P.) to transact the following business:

SPECIAL BUSINESS:

ITEM No. 1: APPOINTMENT OF STATUTORY AUDITORS TO FILL THE CASUAL VACANCY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) read with the applicable provisions of the Companies (Audit and Auditors) rules, 2014, M/s Jain & Thakker (FRN: 014829S), Chartered Accountants, Chennai be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s R.S.Bansal & Co., Chartered Accountants, Indore to hold office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2016 on such remuneration as may be fixed by the Board of Directors in Consultation with them;

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, and things as may be deemed necessary for giving effect to this resolution."

By Order of the Board
For Hemang Resources Limited
(Formerly Bhatia Industries & Infrastructure Limited)

Sd/-
Ramandeep Kaur Bhatia
Company Secretary

Place: Indore
Date: 14/07/2015

* It is to inform that Central Government has vide order dated 12th June 2015 approved the alteration in Clause II of Memorandum of Association in respect of shifting of Registered Office of Company from State of Madhya Pradesh to State of Tamilnadu, within Jurisdiction of Registrar of Companies Chennai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE ENCLOSED PROXY FORM, IF INTENDED TO BE USED, SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED IN NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.
A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER
2. The business set out in the notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e- voting are given in this under Note no. 18. The Company will also send communication relating to remote e- voting which inter alia would contain details about User ID and password alongwith a copy of this notice to the members separately.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members / proxies should bring Attendance Slips duly filled, for handing over at the venue of the meeting.
5. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of notice.
6. The documents referred to in the accompanying Notice and Explanatory Statement thereto, will be open for inspection by members, at the Registered Office of the Company on all working days except Sundays and Public holidays, between 11.00 a.m. and 2.00 p.m. upto the date of the Extra-ordinary General Meeting.
7. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

8. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act,2013 and the Companies (Management and Administration) Rules,2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide vote on resolutions proposed to be passed in the meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e- voting').
9. The facility for voting either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have already cast their vote by remote e-voting shall not be able to exercise their voting right at the meeting. However there is no restriction to the members who have already exercised their voting right through remote e-voting to attend the meeting.
10. The Company has engaged the services of Central Depository Services (India) Limited(CDSL) as the Agency to provide e-voting facility.
11. The Board of Directors of the Company has appointed Mr. Dinesh Kumar Gupta, a Practicing Company Secretary, CP No.- 4715 Indore as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
12. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owner(in case of electronic shareholding) as on the cut-off date i.e. 04th August, 2015.
13. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date,i.e. 04th August, 2015 only shall be entitled to avail the facility of remote e-voting.
14. Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e.04th August, 2015, may follow the same instruction as mention below for remote e-voting.
15. The remote e-voting facility will be available during the following period:
Commencement of e-voting: From 10.00 AM on August 06, 2015.
End of e-voting: Up to 05.00 PM on August 09, 2015

The remote e-voting will not be allowed beyond the aforesaid date and time.

16. The Scrutinizer, after scrutinizing the votes cast at the meeting 10th August,2015 and through remote e-voting, will not later than three days of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared alongwith the consolidated scrutinizer's report shall be placed on the website of the Company www.bhatiacoalindia.com/BIIIL/AnnualResult.htm and on the website of CDSL www.cdslindia.com . The results shall simultaneously be communicated to the Stock Exchange.
17. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. 10th August, 2015.

18. Instructions and other information relating to remote e- voting:

- (i) The voting period begins on 10.00 AM on August 06, 2015 and ends on 05.00 PM on August 09, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 04th August 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should 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 DP ID 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 sequence number which is printed on Postal Ballot / Attendance Slip indicated 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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 i.e, Hemang Resources 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 and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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) for which they wish to vote on.
 - 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.

19. The route map and prominent landmark for easy location of the venue of the meeting is uploaded as Company's website along with the notice

ANNEXURE TO THE NOTICE

Explanatory Statement under Section 102(1) of the Companies Act,2013

Item No. 1

M/s R.S. Bansal & Co., Indore, have tendered their resignation from the position of Statutory Auditors due to otherwise engagement in other Professional Work, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act,2013("Act"). Casual Vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. Jain &Thakker, (FRN:014829S), Chartered Accountants,Chennai, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s R.S. Bansal, Chartered Accountants, Indore.

M/s Jain &Thakker.,(FRN:014829S) Chartered Accountants, Chennai, have conveyed their consent to be appointed as the Statutory Auditors of the Company alongwith a confirmation that, their appointment, if made by the members would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

By Order of the Board
For Hemang Resources Limited
(Formerly Bhatia Industries & Infrastructure Limited)

Place: Indore
Date: 14/07/2015

Sd/-
Ramandeep Kaur Bhatia
Company Secretary

Form No. MGT-11

Proxy Form

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

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CIN : L65922MP1993PLC007767

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

Name of the member(s)	
Registered Address	
Email ID	
Folio No./ Client ID	
DP ID	

I/we being the member(s) of _____ shares 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, on my / our behalf at the Extra-Ordinary General Meeting of the Company to be held on Monday, the 10th day of August, 2015 and at any adjournment thereof in respect of following resolutions:

Resolution No.

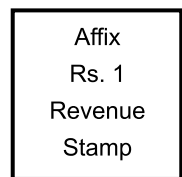
Special Business

1. Appointment of Statutory auditors to fill the casual vacancy

Signed this _____ day of _____ 2015

Signature of Shareholder : _____

Signature of Proxy holder(s) : _____



* It is to inform that Central Government has vide order dated 12th June 2015 approved the alteration in clause II of Memorandum of Association in respect of shifting of Registered Office of Company from State of Madhya Pradesh to State of Tamilnadu, within Jurisdiction of Registrar of Companies Chennai.

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Website: www.bhatiacoalindia.com/BIIL/index.htm

EXTRA-ORDINARY GENERAL MEETING ON MONDAY THE 10TH DAY OF AUGUST, 2015

ATTENDANCE SLIP

Serial :

Registered Folio / DP ID & Client ID	
Name and address of the Shareholder	
Joint Holder(s)	
No. of Shares Held	

I hereby record my presence at the Extra-ordinary General Meeting of the Company being held at 4-4/5, Manoramaganj, Navratan Bagh Main Road, Indore- 452001 (M.P.) on Monday, the 10th day of August, 2015 at 12.30 PM

.....
Member's Folio ID/DP ID/ Client ID Member's / Proxy name in Block Letters Member's/Proxy Signature

Note: Please complete and sign the attendance slip and hand it over at the Attendance Verification Counter at the Entrance of the Meeting Hall.

ELECTRONIC VOTING PARTICULAR

EVSN (Electronic Voting Sequence Number)	USER ID	Default Pan / Sequence Number *
150714015		

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

Note:

Please read the instructions printed under the Note no. 18 to the Notice of Extra-Ordinary General Meeting dated July 14, 2015. The voting period starts from 10.00 a.m. on Thursday, August 06, 2015 and ends at 5.00 p.m. on Sunday, August 09, 2015. The voting module shall be disabled by CDSL for voting thereafter.

* It is to inform that Central Government has vide order dated 12th June 2015 approved the alteration in Clause II of Memorandum of Association in respect of shifting of Registered Office of the Company from State of Madhya Pradesh to State of Tamil nadu with in jurisdiction of Registrar of Companies Chennai.