

HEMANG RESOURCES LIMITED

CIN: L65922TN1993PLC101885

Regd Office: "Flat A2, Harington Court 99, Harington Road, Chetpet, Chennai, Tamil Nadu-600031"

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

Tel.: 044-45590053, 044-28362127 Fax: 044-45590057

NOTICE OF 28th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 28TH ANNUAL GENERAL MEETING OF HEMANG RESOURCES LIMITED WILL BE HELD ON FRIDAY, 24TH SEPTEMBER, 2021, AT 11:00 A.M. IST THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS

Item No. 1: To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS

Item No. 2: To consider and approve merger of Statutory Auditor Firm from M/s. Sathish Kumar & Associates, Chartered Accountants, Chennai (FRN: 017448S) with M/s. A V Ratnam & Co., Chartered Accountants, (FRN: 003028S).

To consider and if thought fit pass the following resolution, as an **Ordinary Resolution**;

"**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), the members of the Company hereby consider and approve merger of M/s. Sathish Kumar & Associates, Chartered Accountants, Chennai (FRN: 017448S) with M/s. A V Ratnam & Co., Chartered Accountants, (FRN: 003028S) and that the Members hereby approve the appointment of M/s. A V Ratnam & Co., Chartered Accountants, (FRN: 003028S) as Statutory Auditor of the Company on the same terms and conditions including remuneration for the remaining tenure for which M/s Sathish Kumar & Associates, Chartered Accountants, Ahmedabad (FRN: 017448S) was appointed by the shareholders of the Company;

RESOLVED FURTHER THAT, the Board of Directors of the company be and are hereby authorised to do all such acts, deeds and things as are necessary to give effect to this resolution."

Item No. 3: Appointment of Mr. Nikhil Dhanotiya (DIN: 09220437) as Non-Executive Independent Director of the Company.

To consider and if thought fit pass the following resolution, as an **Ordinary Resolution**;

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) Mr. Nikhil Dhanotiya (DIN: 09220437), who was appointed as an Additional Independent Director of the Company with effect from 29th June, 2021 by the Board of Directors and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’), and in respect of whom the Company has received a notice in terms of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 152, 160 read with Schedule - IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the appointment of Mr. Nikhil Dhanotiya (DIN: 09220437), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, and who is eligible for appointment as an independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years upto the conclusion of 33rd Annual General Meeting of the Company, be and is hereby approved;

RESOLVED FURTHER THAT the Board of Director be and is hereby authorized to do all such acts, deeds and things as may necessary or expedient to give effect to the aforesaid resolution.”

Item No. 4: Appointment of Ms. Komal Thakker (DIN: 07062825) as Director and Whole Time Director of the Company.

To consider and if thought fit pass the following resolution, as an **Special Resolution;**

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Komal Jitendra Thakker (DIN: 07062825), who was appointed as an Additional Director of the Company with effect from 25th August, 2021 by the Board of Directors and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’), but who is eligible for appointment and in respect of whom the Company has received a notice in terms of Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the Company hereby accords its approval to the appointment of Ms. Komal Jitendra Thakker (DIN: 07062825), as the whole-time Director for a term of three consecutive years effective from 25th August, 2021 on the terms and conditions of appointment and remuneration as contained in the draft agreement, material terms of which are set out in the explanatory statement attached to this notice and the Board of Directors be and is hereby authorized to alter and vary such terms and conditions of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Ms. Komal Jitendra Thakker (DIN: 07062825).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may necessary or expedient to give effect to the aforesaid resolution.”

**By Order of the Board of Director
For, Hemang Resources Limited**

Sd/-

Saloni Kochar

Company Secretary & Compliance Officer

Place: Indore

Date: 25.08.2021

NOTES:

1. Amidst the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 followed by Circular No. 02/2021 dated 13th January, 2021 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and 'SEBI' Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020 followed by Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (hereinafter referred to as "SEBI Circulars") physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and AGM be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM.
2. Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with, accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not Annexed hereto. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 08th April, 2020, 13th April, 2020 and 05th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting

votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

6. Since the AGM would be held through VC/OAVC, the venue route map is not annexed to this Notice.
7. The Notice calling the AGM has been uploaded on the website of the Company in the Investor Relations Section under Annual Reports tab. The complete Annual Report is also available in the same section. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://www.evoting.nsdl.com>
8. This AGM has been convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020, MCA Circular No. 20/2020 dated 5th May, 2020 and MCA Circular No. 2/2021 dated 13th January, 2021.
9. The recorded transcript of the forthcoming AGM on 24th September, 2021 shall also be made available on the website of the Company www.bhatiacoalindia.com in the Investor Relations Section, as soon as possible after the Meeting is over.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
11. The register of members and Share Transfer Books of the Company will remain closed from 16th September, 2021 to 24th September, 2021 (both days inclusive).
12. The Members who are holding equity shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, E-mail ID: rnt.helpdesk@linkintime.co.in.
13. The Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.
14. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. deletion of name, transmission of shares and transposition of shares.

15. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") in respect of item no. 2,3,4 & 5 of the notice set out above, is annexed hereto.
16. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
17. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH.13, which is available on the website of the Company.
18. The Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 14 days before the meeting (i.e. on or before 10th September, 2021) through email on cs@bhatiacoalindia.com. The same will be replied by the Company suitably.
19. Corporate members are encouraged to attend through their authorized representatives by submitting board resolution/power of attorney/appropriate authorization letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through email at ajitjain84@gmail.com with a copy marked to evoting@nsdl.co.in to attend the AGM through VC/ OAVM and participate there at and cast their votes through e-voting.
20. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance and secretarial standard on general meetings, the information about the Directors proposed to be appointed/re-appointed at the Annual General Meeting is given in the Annexure to the Notice.
21. Additional information, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to Item No. 2, 3, and 4 of this Notice under Special Business, is also provided in the Explanatory Statement.
22. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@bhtiacoalindia.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

- (i) The remote e-voting period begins on Tuesday, 21st September, 2021 at 10.00 A.M. IST and ends on Thursday, 23rd September, 2021 at 05.00 P.M. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 17th September, 2021 i.e. cut-off date (record date), may cast their vote

electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 17th September, 2021.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider -

	<p>NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in

	the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **ajitjain** with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in or alternatively to Company at cs@bhatiacoalindia.com or call on 0731-4200200.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@bhatiacoalindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) cs@bhatiacoalindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@bhatiacoalindia.com. The same will be replied by the company suitably.

By order of the Board of Directors

Sd/-

Saloni Kochar

Company Secretary & Compliance Officer

Place: Indore

Dated: 25th August, 2021

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2: To consider and approve merger of Statutory Auditor Firm from M/s. Sathish Kumar & Associates, Chartered Accountants, Chennai (FRN: 017448S) with M/s. A V Ratnam & Co., Chartered Accountants, (FRN: 003028S).

The Members of the Company, in their 24th Annual General Meeting held on September 29, 2017, have appointed M/s. Sathish Kumar & Associates, Chartered Accountants, Chennai (FRN: 017448S) as Statutory Auditor of the Company for a term of 5 years i.e. from the conclusion of 24th Annual General Meeting till the conclusion of 29th Annual General Meeting.

M/s. Sathish Kumar & Associates, Chartered Accountants, Chennai (FRN: 017448S) has been merged with the firm into M/s. A V Ratnam & Co., Chartered Accountants, (FRN: 003028S) with effect from July 19, 2021 and the letter to that effect was received by the Company on August 11, 2021. Accordingly, the Board of Directors of the company, in their meeting held on August 13, 2021 took note of the same and recommended for noting and approval of the shareholders of the company for the Change in the name of Statutory Auditor Firm due to merger and appointment of into M/s. A V Ratnam & Co., Chartered Accountants, (FRN: 003028S) on the same terms and conditions including remuneration for the remaining tenure for which M/s. Sathish Kumar & Associates, Chartered Accountants, Ahmedabad (FRN: 017448S) was appointed by the shareholders of the Company.

The Board of Directors recommend the noting and approval of Shareholders by way of Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested in the above referred resolution except to the extent of their shareholding.

Item No. 3: Appointment of Mr. Nikhil Dhanotiya (DIN: 09220437) as Non-Executive Independent Director of the Company.

The Nomination & Remuneration Committee and the Board have recommended to the members the appointment of Mr. Nikhil Dhanotiya as Non-Executive Independent Director for a period of five consecutive years from the date of his appointment in the Company's Board.

Mr. Nikhil Dhanotiya meets the criteria as defined under Section 149(6) of the Companies Act, 2013 read with the Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and is Independent from the Company's Management.

Members are requested to consider appointment of Mr. Nikhil Dhanotiya as Director of the Company in the category of Non-Executive Independent Director.

Brief profile of Mr. Nikhil Dhanotiya are included separately in the Notice, as required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting.

The Board recommends the Resolution set out in the item no. 3 of the Notice be passed by the Members as an Ordinary Resolution.

Mr. Nikhil Dhanotiya is not related to any other Director of the Company.

None of the Directors or the Key Managerial Personnel of the Company or their relatives are deemed to be interested, financially or otherwise, in the said resolution.

Item No. 4: Appointment of Ms. Komal Jitendra Thakker (DIN: 07062825) as Director and Whole Time Director of the Company.

Ms. Komal Jitendra Thakker is working as Chief Executive Officer (CEO) of the Company. She was also appointed as an Additional Director by the Board of Directors of the Company at their meeting held on 25th August, 2021.

Members are requested to consider Ms. Komal Jitendra Thakker's appointment as Director and Whole Time Director of the Company.

Brief profile of Ms. Komal Jitendra Thakker is included separately in the Notice, as required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting.

The Board recommends the Resolution set out in the item no. 4 of the Notice be passed by the Members as Special Resolution.

Ms. Komal Jitendra Thakker is not related to any other Director of the Company.

None of the Directors or the Key Managerial Personnel of the Company or their relatives are deemed to be interested, financially or otherwise, in the said resolution.

By Order of the Board
For Hemang Resources Limited

Sd/-
Saloni Kochar
Company Secretary & Compliance Officer

Place: Indore
Date: 25.08.2021

Annexure to the item no 3 & 4 of the Notice:

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE TWENTY EIGHTH ANNUAL GENERAL MEETING

[Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Regulations & Disclosure Requirements) Regulations, 2015, and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

Name of the Director	Mr. Nikhil Dhanotiya	Ms. Komal Jitendra Thakker
DIN	09220437	07092825
Date of Birth	16.11.1994	31/05/1987
Age	27	34
Date of appointment at the present designation	29.06.2021	25.08.2021
Nature of his expertise in specific functional areas	Mr. Nikhil Dhanotiya, aged 27 years, is an associate member of Institute of Company Secretaries of India (ICSI). He is commerce graduate and has graduated Law from Vikram University, Mandsaur. He has experience in various fields such as Company law, legal, FEMA, Secretarial, Income Tax, GST & SEBI related matters, etc. Currently he is a Practicing Company Secretary and sole proprietor of M/s Nikhil Dhanotiya & Associates, Indore.	Ms. Komal Jitendra Thakker, aged 34 years, is B Com Bank Management graduate from Ethiraj College. She has experience in various fields such as Finance and Accounts etc. She has started her career in working with M/s Bhatia International Ltd as Accounts Executive. She is associated with Company for more than a decade and currently is Chief Executive Officer of the Company."
Qualification	Company Secretary and Law graduate	Commerce Graduate
List of outside directorship	NIL	NIL
Relationships between directors inter-se	NIL	NIL
Shareholding in the Company	NIL	NIL
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board.	NIL	NIL