

## HEMANG RESOURCES LIMITED

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

CIN: L65922TN1993PLC101885

Registered Office: "Plot No.4, 6<sup>th</sup> Avenue, 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

NOTICE is hereby given that the **Twenty Fourth Annual General Meeting** of the Members of **Hemang Resources Limited (Formerly, Bhatia Industries & Infrastructure Limited)** will be held on Friday, the 29<sup>th</sup> day of September, 2017 at 02.00 P.M. at registered office of the Company at Plot No.4, 6th Avenue, Harington Road, Chetpet, Chennai, Tamil Nadu - 600031 to transact the following business:-

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements as at March 31, 2017 together with the Reports of the Auditors and Directors thereon.
2. To appoint a Director in Place of Mr. P.P. Agarwal (DIN: 00038545) who retires by rotation and being eligible, offers himself for re-appointment
3. To appoint M/s. Sathish Kumar & Associates, Chartered Accountants, Chennai (FRN: 017448S) as Statutory Auditor of the Company in place of M/s. Jain & Thakkar, Chartered Accountant (FRN-014829S) as Statutory Auditors of the Company.

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

**"RESOLVED THAT** pursuant to provisions of Section 139(8) and other applicable provisions, if any, read with The Companies (Audit & Auditors) Rules 2014, as amended from time to time, and on the basis of recommendation of Audit Committee and Board of Directors, M/s. Sathish Kumar & Associates, Chartered Accountants, Chennai (FRN: 017448S) be and are hereby appointed as Statutory Auditor of the Company to fill the causal vacancy caused due to resignation of M/s. Jain & Thakkar, Chartered Accountants, be and is hereby approved upon such terms and conditions as may be mutually decided between the Board of Directors of the Company and M/s. Sathish Kumar & Associates, Chartered Accountants;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 139 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 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), M/s. Sathish Kumar & Associates, Chartered Accountants, Chennai (FRN: 017448S), who was appointed in the Board Meeting dated 14<sup>th</sup> August 2017, in casual vacancy caused by resignation of M/s. Jain & Thakkar, Chartered Accountants, Statutory Auditor, be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of 24<sup>th</sup> Annual General Meeting till the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company, subject to ratification by members at each annual general meeting, at such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of applicable taxes and actual out-of-pocket expenses incurred in connection with the audit of accounts of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or, any Key Managerial Personnel be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### SPECIAL BUSINESS

4. Appointment of **Ms. Uma Agarwal** (DIN: 07487973) as a Independent Director of the Company.

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

**"RESOLVED THAT** Pursuant to provisions of Section 149, 152 read with Schedule-IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Uma Agrawal (DIN: 07487973) who was appointed as an additional independent director of the company w.e.f. 14<sup>th</sup> November, 2016 by the board of director in terms of section 161 of the Companies Act, 2013 to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 proposing her candidature for the office of director of the company, be and is hereby appointed as Independent Director of the company, not liable to retire by rotation, to hold office for five consecutive year for a term up to 09.11.2021."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such actions and do all such things as may be necessary for giving effect to the above resolution."

5. Appointment of **Mr. Deepak Tiwary** (DIN: 06605701) as Whole Time Director of the Company w.e.f. 30.05.2017

To consider and if thought fit pass the following resolution, with or without modification(s), the following Resolutions as

**an Ordinary Resolution;**

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company Mr. Deepak Tiwary (DIN: 06605701) who was appointed as an Additional & Whole time Director of the Company w.e.f. 30.05.2017, pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Mr. Deepak Tiwary (DIN: 06605701) for the office of Director, be and is hereby appointed as a Whole Time Director of the Company at the remuneration prescribed in explanatory statement, subject to annual revision as Board of directors may decide from time to time and to hold office for three consecutive year for a term up to May 27, 2020”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Sd/-

**Samir Kumar Bahri**

Company Secretary & Compliance Officer

Place: Chennai

Date : 14.08.2017

**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 along with 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 annexure 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 Annual 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. Ajit Jain, a Practicing Company Secretary, CP No. - 2876 Indore as Scrutinizer to scrutinize the 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. 22.09.2017.
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. 22.09.2017 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. 25.08.2017, may obtain the User ID and password in the manner as mentioned below points.
15. The remote e-voting facility will be available during the following period:  
**Commencement of e-voting:** From 09.00 A.M on 26.09.2017  
**End of e-voting:** Up to 05.00 PM on 28.09.2017

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 on September 29, 2017 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/BIIL/AnnualResult.htm](http://www.bhatiacoalindia.com/BIIL/AnnualResult.htm) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchange.
17. Shareholders who have not yet claimed/encash their Dividend Warrants from the year 2010-11 to 2013-14 are advised to take steps to realize the same. "The dividend for the year 2010-11, will be statutorily transferred by the Company to the Investor Education and Protection Fund (IEPF) and the due date for such transfer in July 2018 and the details of the same has been disclosed at the company's website.

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

##### **INSTRUCTIONS**

*In compliance with Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, and Sections 108 and other applicable provisions of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014, as amended, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically on all the resolutions set forth in the Notice.*

##### **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins at 09.00 A.M. on Tuesday, September 26, 2017 and ends at 05.00 P.M. on Thursday, September 28, 2017. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as of Wednesday, September 22, 2017, the cut-off date fixed for the purpose, 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](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID  
For CDSL: 17 digits beneficiary ID,  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders). 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.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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 Thyrocare Technologies 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login 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) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **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](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
19. The Register of Members and the share Transfer Books of the Company shall remain closed for the purpose of Annual General Meeting from September 25, 2017 to September 29, 2017 (both days inclusive).

2. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial Statements, Board Reports, etc. by electronic mode. The company is accordingly forwarding soft copies of the above referred documents to all those members, who have registered their email ids with their respective depository participants or with the share transfer agent of the company.
21. Members holding shares in electronic form are requested to intimate immediately any changes in their address or bank mandates to their Depository Participant with whom they are maintaining their Demat Accounts. Members holding shares in physical form are requested to advise any change in addresses immediately to Company/Registrar and Share Transfer Agents, Link Intime India Private Limited.

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

Place: Chennai  
Date : 14.08.2017

Sd/-  
**Samir Kumar Bahri**  
Company Secretary & Compliance Officer

## EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

### Item No. 3

M/s. Jain & Thakkar, Chartered Accountants, existing auditors of the Company had tendered their resignation from the position of Statutory Auditor due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Accordingly the Board proposes that M/s. Sathish Kumar & Associates, Chartered Accountants, Chennai (FRN: 017448S), be appointed as the Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s. Jain & Thakkar, Chartered Accountants. M/s. Sathish Kumar & Associates, Chartered Accountants, Chennai, have conveyed their consent to be appointed as the Statutory Auditor of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. The appointment of Statutory Auditor caused by resignation of existing auditor needs to be approved by members of the Company within a period of 3 months from the recommendation of the Board. Hence the resolution for appointment of M/s. Sathish Kumar & Associates, Chartered Accountants as Statutory Auditor of the Company office from the conclusion of 24<sup>th</sup> Annual General Meeting till the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company, subject to ratification by members at each annual general meeting, is proposed in this Annual General Meeting for the consent of the members.

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.

### Item No. 4

The Board of Directors of the Company had appointed Ms. Uma Agarwal (DIN: 07487973) as Additional Independent Director of the Company w.e.f. 14<sup>th</sup> November 2016 and to hold the office till date of next Annual General Meeting.

Ms. Uma Agarwal (DIN: 07487973) fulfills the criteria of independence specified under the Companies Act, 2013.

Ms. Uma Agarwal born in August 1977 is a commerce graduate and having knowledge in the field of accounts. She is having overall experience of around 3 years.

The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company and hence recommends the Resolution at Item No. 4 of this Notice for your approval. Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

Your Directors recommend to pass above resolution as Special Resolution given in the notice for calling Annual General Meeting.

None of the Directors and Key Managerial Personnel's of your Company is concerned or interested in the proposed resolution other than Ms. Uma Agarwal.

### Item No. 5

The Board of Directors of the Company appointed Mr. Deepak Tiwary (DIN: 06605701) as Additional Director w.e.f. 30<sup>th</sup> May 2017 and pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Act read rules and Schedule-V and subject to approval of member in General meeting appointed as Whole Time Director of the Company w.e.f. 30<sup>th</sup> May, 2017 for period of three years at monthly remuneration detailed as under.

<b>S.No.</b>	<b>Description</b>	<b>Amount (in ₹)</b>
A.	Basic Pay	102083
B.	House Rent Allowance	40833
C.	Conveyance Allowance	1600
D.	Reimbursement of Medical Exp.	1250
E.	*Leave Travel Assistance	8507
F.	Special Allowance	130684
	<b>Total</b>	<b>284957</b>

*\*Shall be payable annually.*

*Provident Fund amount shall in addition to aforesaid amount.*

Mr. Deepak Tiwary brings with him over 34 years of experience. He is a qualified B. Tech (Chemical Engineering) from IIT, Mumbai and has done Diploma in Basic Finance and PGDBM. He has recently completed an assignment with CEBBCO, Jabalpur and has previously served with Essar Steel, Tata Autocomp Systems and National Organic Chemical Industries.

Mr. Deepak Tiwary holds office as Additional Director only up to the date of the forthcoming Annual General Meeting.

The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company and hence recommends the Resolution at Item No. 5 of this Notice for your approval. Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

Your Directors recommend to pass above resolution as Ordinary Resolution given in the notice for calling Annual General Meeting.

None of the Directors and Key Managerial Personnel's of your Company is concerned or interested in the proposed resolution other than Mr. Deepak Tiwary.

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

Place: Chennai  
Date : 14.08.2017

Sd/-  
**Samir Kumar Bahri**  
Company Secretary & Compliance Officer

**NOTE** : Road Map of Venue of AGM is at Last Page.

Road Map of Venue of AGM

