

HEMANG RESOURCES LIMITED

CIN: L65922TN1993PLC101885

Registered Office: Plot No.4, 6th 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 Fifth Annual General Meeting of the Members of Hemang Resources Limited will be held on Saturday, the 29th day of September, 2018 at 11.30 A.M. at the 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

Item No. 1: To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 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.

Item No. 3: To ratify appointment of Auditors M/s. Sathish Kumar & Associates, Chartered Accountants (FRN : 017448S), as statutory Auditor of the company and fixing their remuneration.

SPECIAL BUSINESS

Item No. 4: To consider and if thought fit, to pass the following resolution as a Special Resolution, with or without modification(s), for appointment of Ms. Shikha Jain (DIN: 08087342) as an Independent Non-Executive Woman Director:

“RESOLVED THAT Pursuant to provisions of Sections 149, 152, and any 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) read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015, Ms. Shikha Jain, director (DIN: 08087342), who was appointed as an Additional Independent Woman Director of the company w.e.f. the 14th May, 2018 by the Board of Director to hold office up to the date of this Annual General Meeting, be and is hereby appointed as Independent Non-Executive Woman Director of the company, not liable to retire by rotation, to hold office for a term of five consecutive years beginning with May 14, 2018;

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby authorized, jointly and severally, to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board
For Hemang Resources Limited

Sd/-

Ankur Pareek

Company Secretary & Compliance Officer

Place: Indore

Date : 13.08.2018

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IN THE ANNUAL GENERAL MEETING (‘AGM’) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF, 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.
2. Pursuant to sec. 105 of the Companies Act, 2013, 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.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of special business, is annexure hereto and forms part of notice.
4. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the profiles of the directors proposed to be appointed/ re-appointment at the ensuing Annual General Meeting are annexed to the Notice.
5. 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 Note No. 20. 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.
6. 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.

7. Members / proxies should bring Attendance Slips duly filled, for handing over at the venue of the meeting.
 8. 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.
 9. 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.
 10. 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 Obligation and Disclosure Requirement) Regulation, 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').
 11. 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.
 12. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Agency to provide e-voting facility.
 13. 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.
 14. 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. 22.09.2018.
 15. 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. 22.09.2018 only shall be entitled to avail the facility of remote e-voting.
 16. 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, may obtain the User ID and password in the manner as mentioned below points.
 17. The remote e-voting facility will be available during the following period:
Commencement of e-voting: From 09.00 A.M on 26.09.2018
End of e-voting: Up to 05.00 PM on 28.09.2018
- The remote e-voting will not be allowed beyond the aforesaid date and time.**
18. The Scrutinizer, after scrutinizing the votes cast at the meeting on September 29,2018 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 and on the website of CDSL www.cdslindia.com .The results shall simultaneously be communicated to the Stock Exchange.
 19. Shareholders who have not yet claimed/encash their Dividend Warrants from the year 2011-12 to 2013-14 are advised to take steps to realize the same. The unclaimed/ unpaid dividend for the year 2010-11, is being transferred by the Company to the Investor Education and Protection Fund (IEPF). The dividend for the Financial Year 2011-12 which will remain unpaid/ unclaimed on due date in October 2019, will be transferred to the IEPF and the details of the same has been disclosed at the company's website.
 20. 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 Wednesday, September 26, 2018 and ends at 05.00 P.M. on Friday, September 28, 2018. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as of Saturday, September 22, 2018, 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.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
For CDSL: 16 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 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). 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 OR 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 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 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 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.
 - 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
21. 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, 2018 to September 29, 2018 (both days inclusive).
22. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may sent 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.
23. 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: Indore
Date : 13.08.2018

Sd/-
Ankur Pareek
Company Secretary & Compliance Officer

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

Item No. 4

The Board of Directors of the Company had appointed Ms. Shikha Jain (DIN: 08087342) as Additional Independent Woman Director of the Company w.e.f. the May 14, 2018 to hold the office upto the date of this Annual General Meeting. Ms. Shikha Jain (DIN: 08087342) fulfills the criteria of independence specified under the Companies Act, 2013.

Ms. Shikha Jain was born in December, 1985. She is a commerce graduate and an Associate Member of Institute of Company Secretaries of India (ICSI). She has worked with different Corporates for around five years. Presently, she is a Practicing Company Secretary.

The Board of Directors is of the opinion that her knowledge and experience will prove to be great value to the Company and hence recommends the Resolution at Item No. 4 of this Notice for your approval.

Your Directors recommend passing of above resolution as Special Resolution given in the Notice for calling Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company is concerned or interested in the proposed resolution other than Ms. Shikha Jain.

By Order of the Board
For Hemang Resources Limited

Sd/-
Ankur Pareek
Company Secretary & Compliance Officer

Place: Indore
Date : 13.08.2018

Annexure:

Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Regulations & Disclosure Requirements) Regulations, 2015, relating to Directors seeking re-appointment at the AGM:

Name of the Director	Mr. Prem Prakash Agarwal	Ms. Shikha Jain
Date of Birth	14/10/1942	07/12/1985
Date of appointment at the present Designation	30/05/2018	14/05/2018
Nature of his expertise in specific functional areas	Expertise in Finance and Accounts	Expertise in corporate matters
Qualification	CA	CS
List of outside directorship	1. Bhatia Coal Washeries Ltd. 2. Bhatia Coke & Energy Ltd.	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

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

3. MAP

