

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, 0731-4285339 • Fax: 044-45590057

NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of Hemang Resources Limited will be held on Friday, the 27th day of September, 2019 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 receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2: To appoint a director in place of Mr. Prem Prakash Agarwal (DIN: 00038545) who, retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 3: Appointment of Mr. Sumit Upadhyay (DIN: 08526456) 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 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, and based on the recommendation of Nomination and Remuneration Committee and the Board, the consent of the members be and is hereby accorded to appoint Mr. Sumit Upadhyay (DIN: 08526456) as Non-Executive Independent Director on the Board of the Company w.e.f. 27th September, 2019 and shall not be liable to retire by rotation, but shall be eligible for sitting fee and/ or reimbursement of expenses;

RESOLVED FURTHER THAT the tenure of Mr. Sumit Upadhyay (DIN: 08526456), being a Non-Executive Independent Director, will be for a period of 5 (five) years, from the date of his appointment by the Company;

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: Re-appointment of Mr. Shashikant Vyankatesh Chaoji (DIN: 03464544) as Non-Executive Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read along with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the tenure of Mr. Shashikant Vyankatesh Chaoji (DIN: 03464544) being an Independent Director will expire on 27th October, 2019, and based on the recommendation of Nomination and Remuneration Committee and the Board, the consent of the members be and is hereby accorded to appoint Shashikant Vyankatesh Chaoji as Non-Executive Independent Director on the Board of the Company w.e.f. 27th October, 2019 and shall not be liable to retire by rotation, but shall be eligible for sitting fee and/ or reimbursement of expenses;

RESOLVED FURTHER THAT the tenure of Mr. Shashikant Vyankatesh Chaoji, being a Non-Executive Independent Director, will be for a period of 5 (five) years, from the date of his appointment by the Company;

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.”

By Order of the Board
For Hemang Resources Limited

Sd/-

Dharmendra Soyak
Company Secretary & Compliance Officer

Place: Indore

Date : 13.08.2019

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 HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The duly complete and signed instrument appointing proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than forty-eight (48) hours before the time for holding the AGM. Proxies submitted on behalf of limited companies, societies, partnership firms etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization.

Pursuant to section 105, 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 carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

Corporate members intending to send their authorised representative to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at AGM. Members, Proxies and Authorised Representative are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.

In case of joint holders attending the AGM, only such a joint holder who is senior by the order in which the name stands in the register of members will be entitled to vote.

2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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 Requirement) 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').
8. 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.
9. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Agency to provide e-voting facility.
10. 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.
11. The Voting rights of the Ordinary Shareholders shall be in the same proportion to the paid up ordinary share capital of the Company.
12. A person, whose name is recorded in the Register of Members, maintained by the RTA as on 20th September, 2019 (the cut-off date) shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting or voting at AGM. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
13. The members can opt for only one mode of voting i.e. either by remote e-voting or voting at AGM. The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have casted their vote by remote e-voting is eligible to attend the meeting but shall not be entitled to cast their vote again.
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. 20th September, 2019.
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. 20th September, 2019 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 24.09.2019

End of e-voting: Up to 05.00 PM on 26.09.2019

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 27, 2019 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, has been transferred by the Company to the Investor Education and Protection Fund (IEPF) in the financial year 2017-18. 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 will be 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 of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014, and Secretarial Standard 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. Resolution(s) passed by members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins at 09.00 A.M. on Tuesday, September 24, 2019 and ends at 05.00 P.M. on Thursday, September 26, 2019. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as of Friday, September 20, 2019, 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
 - 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 first two letters of their name and the 8 digit of the sequence number, in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or the 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. 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. To support the ‘Green Initiative’ announced by the Government of India, electronic copies of the Annual Report and this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by e-mail to those member whose e-mail address have been made available to the Company or RTA or Depository Participants, unless the member has specifically requested for a hard copy of Annual Report is being sent to the members by permitted mode. The members who are desirous of receiving the full Annual Report may write to the Company for the same. Members who have not registered their e-mail addresses with Company’s RTA/Depositories are requested to contribute to the Green Initiative by registering their e-mail address, for receiving all future communications through e-mail.
22. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details/NECS/mandates, nominations. Power of attorney, change of address/name, Permanent Account Number (PAN) details, etc. to their Depository Participant will only and not to the Company’s RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company’s records which will help the Company and its RTA provide efficient and better service to the members. In case members holding share in physical form, such information is required to be provided to the Company’s RTA.
23. Securities and Exchange Board of India (SEBI) has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN details to their Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company’s RTA.
24. As per Regulation 40 of SEBI Listing Regulation and various notification issued by SEBI in this regard, transfer of securities would be carried out in dematerialized form only with effect from April 1, 2019. In view of the same and to eliminate all risks associated with physical shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company’s RTA for assistance in this regard.
25. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.

26. Attendance Slip, Proxy Form and the Route Map showing directions to reach the venue of AGM are annexed hereto. Members may note that the Notice of AGM and Full Annual Report for FY 2018-19 are available on the Company's website viz. www.bhatiacoalindia.com/BIL/index.htm and also on the website of BSE <https://www.bseindia.com>.

DECLARATION OF RESULTS ON THE RESOLUTIONS:

27. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours from conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour and against the resolution(s), invalid votes, if any, and whether the resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing who shall countersign the same.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.bhatiacoalindia.com/BIL/index.htm com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited, where the securities of the Company are listed.

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

**Place: Indore
Date : 13.08.2019**

**Sd/-
Dharmendra Soyol
Company Secretary & Compliance Officer**

**EXPLANATORY STATEMENT IN RESPECT OF ORDINARY / SPECIAL BUSINESS PURSUANT TO
SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 3 Appointment of Mr. Sumit Upadhyay (DIN: 08526456) as Non-Executive Independent Director of the Company. The Nomination & Remuneration Committee and the Board have recommended to the members the appointment of Mr. Sumit Upadhyay as Non-Executive Independent Director for a period of five consecutive year from the date of his appointment in the Company's Board.

Mr. Sumit Upadhyay 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 form the Company's Management.

Members are requested to consider Mr. Sumit Upadhyay's appointment as Director of the Company in the category of Non-Executive Independent Director.

Brief profile of Mr. Sumit Upadhyay 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. Sumit Upadhyay 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 Re-appointment of Mr. Shashikant Vyankatesh Chaoji (DIN: 03464544) as Non-Executive Independent Director of the Company.

Mr. Shashikant Vyankatesh Chaoji was appointed as Non-Executive Independent Director of the Company at 22nd Annual General Meeting of the Company for a period of five year and the term of his office will expire 27th October, 2019. Further The Nomination & Remuneration Committee and the Board recommended to members re-appointment of Mr. Shashikant Vyankatesh Chaoji as Non-Executive Independent Director for further a period of five consecutive years from the date of his appointment.

Mr. Shashikant Vyankatesh Chaoji 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 form the Company's Management.

Members are requested to consider Mr. Shashikant Vyankatesh Chaoji's appointment as Director of the Company in the category of Non-Executive Independent Director.

Brief profile of Mr. Shashikant Vyankatesh Chaoji 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. 4 of the Notice be passed by the Members as a Special Resolution.

Mr. Shashikant Vyankatesh Chaoji 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/-
Dharmendra Soyol
Company Secretary & Compliance Officer

Place: Indore
Date : 13.08.2019

Annexure to the item no. 2, 3 and 4 of the Notice:**DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE TWENTY SIXTH 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. Prem Prakash Agarwal	Mr. Sumit Upadhyay	Mr. Shashikant Vyankatesh Chaoji
DIN	00038545	08526456	03464544
Date of Birth	14/10/1942	08/10/1972	08/10/1943
Age	77	47	75
Date of appointment at the present designation	30/05/2018	NIL	30/09/2015
Nature of his expertise in specific functional areas	Expertise in Finance and Accounts	Sales & Marketing, Channel Management, Business Management, Customer Relationship Management and Brand Management.	Experience in the field of coal mining and general management of corporate bodies.
Qualification	Chartered Accountant	Master in Business Administration	M. Sc. (Mining)
List of outside directorship	1. Bhatia Coal Washeries Ltd. 2. Bhatia Coke & Energy Ltd.	NIL	1. Bhatia Coal Washeries Ltd.
Relationships between directors inter-se	Nil	Nil	Nil
Shareholding in the Company directors inter-se	Nil	Nil	Nil
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil	Nil	Nil

(1) Map

