

HEMANG RESOURCES LIMITED

CIN: L65922TN1993PLC101885

Regd. Office: "Plot no.4, 6th Avenue, Harington Road, Chetpet, Chennai, Tamil Nadu-600031

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

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

NOTICE

{Pursuant to Section 101 of the Companies Act, 2013}

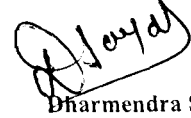
Dear Members,

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of Hemang Resources Limited will be held on Monday, the 23rd day of November, 2020 at 12.30 P.M. through Video Conference (VC) / Other Audio Visual Means (OVAM) 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, 2020 together with the Reports of the Board of Directors and the Auditors thereon.

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

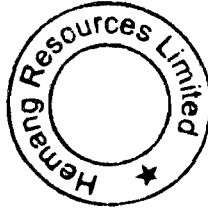


Dharmendra Soyal

Company Secretary & Compliance Officer

Place: Indore

Date: 14.09.2020



NOTES:

1. Members may please note that in view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and the Ministry of Corporate Affairs vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Securities and Exchange Board of India's Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79, allowed the companies:

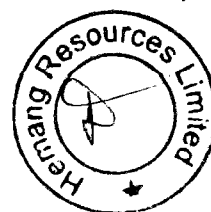
- a) to send the annual reports to the Members only by email to those Members who have registered their email ID with the Company / Registrar and Share Transfer Agents /Depositories;
- b) to hold Annual General Meeting (AGM) through video conferencing (VC) or other audio-visual means (OAVM); and
- c) that physical attendance of the Members to the AGM venue is not required.

AGM of the Company has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA's and SEBI's Circulars cited above, and all applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. The meeting shall be deemed to be conducted at the Registered Office of the Company and as the AGM is held through virtual mode, the Attendance slip and venue map is not required to be annexed to this Notice.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to email a certified copy of the Board resolution to the Company at cs@bhatiacoalindia.com or upload on the VC portal / e-voting portal.
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. 26. 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 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, viz. No.14/2020 dated April 08, 2020; No. 17/2020 dated April 13, 2020 and No. 20/2020 dated May 05, 2020, respectively and Securities and Exchange Board of India's Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, the Company is providing facility of remote e-voting, as well as e-voting during the AGM, 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 Central Depository Services India Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL.
8. The attendance of the Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").



9. The facility for voting through electronic voting system is available during 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. The Members who have exercised their right to vote by remote e-voting may attend the AGM through VC/OAVM but cannot vote during the AGM.
10. Facility of joining the AGM through VC or OAVM shall be open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first serve basis. The said facility will be made available for 1000 Members on first come first served basis. This will not include large Members (Members 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.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM and the Annual Report for the year 2019-20 is being sent to all those Members who have registered their email address with the Company and depositories and the Notice and the Annual Report for the year 2019-20 is also uploaded on the website of the Company at <http://bhatiacoalindia.com/BIL/Index.htm>. The Notice and the Annual Report can also be accessed at the website of BSE Limited at www.bseindia.com.
12. Webcast: Members who are entitled to participate in the AGM can view the proceedings of AGM by logging in the website of CDSL at www.evotingindia.com using the login credentials.
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. Registrar of Companies (ROC) Tamilnadu, Chennai vide its order no. ROC-CHN/89-AGM/2020 dated 08.09.2020 extend time for holding of Annual General Meeting for the financial Year ended 31.03.2020 for the Companies within the jurisdiction of this office, which are unable to hold their AGM for such period within the due date of holding the AGM by a period of three month from the due date by which the AGM ought to have been held in accordance with the provisions of sub-section (1) of section 96 of the Act. without requiring the Companies to file application for seeking such extension by filing the prescribed Form No. GNL-1.
15. The Voting rights of the Ordinary Shareholders shall be in the same proportion to the paid up ordinary share capital of the Company.
16. A person, whose name is recorded in the Register of Members, maintained by the RTA as on 16th November, 2020 (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.
17. The members can opt for only one mode of voting i.e. either by remote e-voting or e-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 e-voting. 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.
18. 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. 16th November, 2020.
19. 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. 16th November, 2020 only shall be entitled to avail the facility of remote e-voting.

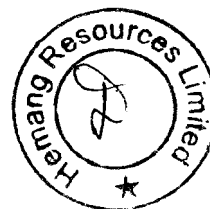


- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Shareholders 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"> Shareholders 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 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 company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:



1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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) to **Company/RTA email id**.

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders 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. Members are requested to submit their questions if any, in advance with regard to the financial statements or any other matter to be placed at the AGM from their registered email address, mentioning their name, DP ID / Client ID/ folio number, mobile number to reach the Company's email address at cs@bhatiacoalindia.com latest by 16th November, 2020 before 3.00 p.m. (IST). The same will be replied by the Company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the 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 available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.



20. 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.
21. The remote e-voting facility will be available during the following period:
- | | |
|---------------------------------|--------------------------------|
| Commencement of e-voting | : From 09.00 A.M on 20.11.2020 |
| End of e-voting | : Up to 05.00 PM on 22.11.2020 |

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

22. The Scrutinizer, after scrutinizing the votes cast through remote e-voting, will not later than three days of conclusion of the meeting, make a scrutinizer's report and submit the same to the Chairman. The results declared alongwith the 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.
23. Shareholders who have not yet claimed/encash their Dividend Warrants from the year 2013-14 are advised to take steps to realize the same. The unclaimed/ unpaid dividend for the year 2012-13, has been transferred by the Company to the Investor Education and Protection Fund (IEPF) in the financial year 2019-20. The dividend for the Financial Year 2012-13 which will remain unpaid/ unclaimed on due date in August 2020 is transferred to the IEPF and the details of the same will be disclosed at the company's website.

24. 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 on Friday, 20th November, 2020 at 09.00 am and ends on Sunday, 22nd November, 2020 at 05.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 16th November, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

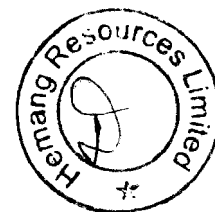


- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address viz; cs@bhatiacoalindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

25. 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 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. 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.
26. 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.
27. 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.
28. 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.
29. 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. Members may note that the Notice of AGM and Full Annual Report for FY 2019-20 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.

Date: 14.09.2020

Place: Indore



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

A handwritten signature in black ink, appearing to read "Dharmendra Soyal".

Dharmendra Soyal

Company Secretary & Compliance Officer