

HEMANG RESOURCES LIMITED

28th ANNUAL REPORT
2020-2021



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Prem Prakash Agarwal (upto 14.08.2020)	Non- Executive Director
Mr. Shashikant Vyankatesh Chaoji (upto 13.02.2021)	Independent Director
Ms. Shikha Jain	Independent Women Director
Mr. Sumit Upadhyay (upto 29.06.2021)	Independent Director
Mr. Surinder Singh Bhaia (w.e.f 13.02.2021 to 25.08.2021)	Non-Executive Director
Mr. Nikhil Dhanotiya (w.e.f. 29.06.2021)	Independent Director
Ms. Komal Jitendra Thakker (w.e.f. 25.08.2021)	Whole Time Director

KEY MANAGERIAL PERSONNEL

Ms. Komal J Thakker	Chief Executive Officer
Mr. Premnath Sankar Rao (upto 30 th July, 2020)	Chief Financial Officer
Mr. Dharmendra Soyal (w.e.f 16 th October, 2020)	Chief Financial Officer
Mr. Dharmendra Soyal (upto 19 th April, 2021)	Company Secretary & Compliance Officer and Chief Financial Officer
Ms. Saloni Kochar (w.e.f. 11 th June, 2021)	Company Secretary & Compliance Officer and Chief Financial Officer

AUDITORS

M/s Sathish Kumar & Associates, (Upto 19.07.2021)*
Chartered Accountants,
Chennai

M/s A V Ratnam & Co.*
Chartered Accountants,
Chennai

* (M/s Sathish Kumar & Associates merged with M/s A V Ratnam & Co. w.e.f. 19.07.2021)

SECRETARIAL AUDITOR

M/s Ajit Jain & Co.
Company Secretaries,
Indore

BANKERS

Bank of India
Central Bank of India
Shinhan Bank

REGISTERED OFFICE

Plot No. 4, 6th Avenue Harington Road, Chetpet, Chennai Tamil Nadu – 600031*

Flat A2, Harington Court, 99, Harington Road, Chetpet, Chennai, Tamil Nadu – 600031*

(*The Registered Office of the Company has been shifted within the local limits of the same city w.e.f. 29th June, 2021)

REGISTRAR & SHARE TRANSFER AGENT

M/s Link Intime India Private Limited
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai – 400 083
Tel.: +91 22 49186270; Fax: +91 22 49186060
E-mail: rnt.helpdesk@linktime.co.in
Website: www.linkintime.co.in

CIN & WEBSITE

CIN - L65922TN1993PLC101885
Website: <http://bhatiacoalindia.com/BIIL/Index.htm>

Important Communication to Member

- The Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating services of notice/documents including Annual Report can be sent by e-mail to its member. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holding with the Depository through their concerned Participants. Member who hold shares in physical form are requested to register their e-mail id with Company/ Registrar and Transfer and Agent, M/s. Link Intime India Private Limited.
- **RELAXATION FROM REQUIREMENT OF SENDING PHYSICAL COPIES OF ANNUAL REPORT TO SHAREHOLDERS:** In view of the CoVID-19 pandemic and Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 followed by Circular No. 02/2021 dated 13th January, 2021 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”) and ‘SEBI’ Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020 followed by Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (hereinafter referred to as “SEBI Circulars”) had provided relaxations to listed entities, from compliance with the requirements of Regulations 36 (l)(b) and (c) and Regulation 58 (l)(b) &(c) of the SEBI (LODR) for listed entities who conduct their AGMs during the calendar year 2021 (i.e. till December 31, 2021). Hence Annual Report will be sent to shareholders who have registered their e-mail id with Company Registrar and Transfer Agent.
- **Demat Your Shares:** Members are requested to convert their physical shareholding to demat/ electronic form through any of the nearest depository participants (DPs) to avoid the hassles as possibility of loss, mutilation, etc. and also to ensure safe and speedy transactions in the securities. Shares of the company compulsorily required to be traded in demat form. If you have not dematerialized your shares, you are requested to get the shares dematerialized at the earliest in your interest.
- **Register Nominations:** To help your successors get the shares transmitted in their favour, please register your nomination. Members desirous of availing this facility may submit nomination form which can be obtained from Link Intime India Private Limited. Members holding shares in dematerialized form are requested to register their nomination directly with their respective DPs.

Contents

Notice - 05-20

Directors' Report - 21-39

Corporate Governance Report- 40-60

MDA- 61-67

Independent Auditor's Report- 68-75

Financials 2021- 76-89

Significant Accounting Policies- 90-92

Other Notes on Financial Statements - 93-100

A close-up photograph of a person's hand, with skin that appears reddish and speckled with dark spots, holding a dark, irregularly shaped object. The hand is positioned on the left side of the frame. The background is a solid, bright yellow. A thick black vertical line is positioned to the left of the word "NOTICE". The word "NOTICE" is written in a bold, black, sans-serif font. The entire image is framed by a thin black border.

NOTICE

HEMANG RESOURCES LIMITED

CIN: L65922TN1993PLC101885

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

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

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

NOTICE OF 28th ANNUAL GENERAL MEETING

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

ORDINARY BUSINESS

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

SPECIAL BUSINESS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Sd/-

Saloni Kochar

Company Secretary & Compliance Officer

Place: Indore

Date: 25.08.2021

NOTES:

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