



Sarda Energy & Minerals Limited

CIN: L27100MH1973PLC016617

Registered Office

73-A, Central Avenue, Nagpur (M.H.) 440018

Ph: +91-712-2722407; Fax: +91-712-2722107; Email: cs@seml.co.in; URL: www.seml.co.in

NOTICE

Notice is hereby given that the 44th Annual General Meeting of the members of **Sarda Energy & Minerals Ltd.** will be held on Thursday, 28th September, 2017 at 11.00 a.m. at Hotel Pride, Opp. Airport, Wardha Road, Nagpur (M.H.) 440025 to transact the following business:

Ordinary Business

1. To consider and adopt:
 - a) the audited financial statements of the Company for the financial year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon.
 - b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2017
2. To declare dividend on equity shares for the financial year ended 31st March, 2017.
3. To appoint a Director in place of Mr. Pankaj Sarda (DIN: 00008190), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), appointment of M/s. O.P. Singhania & Co., Chartered Accountants (Firm Registration No.002172C), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration plus applicable tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors, be and is hereby ratified.”

Special Business

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Pankaj Sarda (DIN: 00008190), as Wholetime Director (designated as “Dy. Managing Director”) of the Company for a period of five years with effect from 1st November, 2017, liable to retire by rotation upon the terms and conditions including remuneration, as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors/ Nomination & Remuneration Committee and Mr. Pankaj Sarda, provided however, such alterations are within the limits approved by the members / laid down in the Companies Act, 2013, for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.
6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED that pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018, be paid a remuneration as set out in the Explanatory Statement annexed to the notice of this Annual General Meeting.

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RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any amendment, modification or variation thereof for the time being in force, and subject to all other applicable regulations, rules, notifications, circulars and guidelines prescribed by the Securities and Exchange Board of India (“SEBI”), as amended, and subject to the applicable regulations, rules, notifications, circulars and guidelines prescribed by the Reserve Bank of India (“RBI”), the Memorandum of Association and the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be required and subject to such conditions and/ or modifications as may be prescribed or imposed by the Appropriate Authority while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), subject to the total borrowings of the Company not exceeding the borrowing limits approved by the Members from time to time under Section 180(1)(c) of the Act, the consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to create, offer, invite for subscription, issue and allot, from time to time, in one or more tranches and/ or series, whether secured or unsecured, cumulative or non-cumulative, listed or unlisted, redeemable non-convertible debentures and/ or other debt securities, denominated in Indian rupees or any foreign currency (“NCDs”), aggregating to an amount not exceeding ₹ 500 crore (Rupees five hundred crore only) or its equivalent in one or more currencies, at par or at premium or at a discount, either at issue or at redemption, on a private placement basis, during the period of one year from the date of this Annual General Meeting or such other period as may be permitted under the Act and other applicable laws, as the Board in its absolute discretion deems fit and on such terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized on behalf of the Company to determine the terms of issue including the class of investors to whom the NCDs are to be issued, time, the number of NCDs, tranches, issue price, tenor, interest rate, premium/ discount, listing (in India or overseas) and to do all such acts, deeds, matters and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard and to resolve and settle all questions and difficulties that may arise at any stage from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Committee of Directors or any Director(s) or executive(s)/ officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effect to this Resolution.”

By Order of the Board of Directors
For **Sarda Energy & Minerals Limited**

Sd/-

(Manish Sethi)

Company Secretary

Raipur
5th August, 2017

Registered Office

Sarda Energy & Minerals Limited

CIN: L27100MH1973PLC016617

73-A, Central Avenue,

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NOTICE

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 shareholder.**
2. Corporate members intending to send their authorized representatives to attend the Meeting 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 the Meeting.
3. Details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) in respect of the Director seeking appointment/re-appointment at the Annual General Meeting are provided in the Corporate Governance Report forming part of the Annual Report. The Director has furnished the requisite declarations for his appointment/re-appointment.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. The Company has transferred the unpaid or unclaimed dividends declared up to financial year 2008-09, from time to time on due dates to the Investor Education and Protection Fund (the IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 30, 2016 (date of last Annual General Meeting) on the website of the Company (www.seml.co.in), and also on the website of the Ministry of Corporate Affairs.
9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Bigshare Services Pvt. Ltd., for consolidation into a single folio.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Bigshare Services Pvt. Ltd. for any assistance in this regard.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Bigshare Services Pvt. Ltd.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. Members who hold shares in physical form are requested to inform their email-ids to Bigshare Services Pvt. Ltd. the Registrar & Transfer Agent. However, members continue to have the option of receiving all communications in physical form free of cost, if they so elect.
13. The Notice of the AGM along with the Annual Report 2016-17 and e-voting instructions is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. To members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

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14. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of 21st September, 2017. Any person, who is not a shareholder as on the cut-off date, must treat the receipt of the Notice of Annual General Meeting and other documents only for the purpose of information.

Information and other instructions relating to e-voting :

1. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India, the Company is pleased to provide to its Members the facility to cast their votes electronically, through e-voting services provided by National Securities Depository Limited (“NSDL”), on resolutions set forth in this Notice. The Members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting (“remote e-voting”). Instructions for remote e-voting are given herein below. The Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the Annual General Meeting.
2. The facility for voting through electronic voting system or ballot paper shall be made available at the Annual General Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
3. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.

The process and manner for remote e-voting are as under:

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depository Participant(s):

- i. Open the e-mail and also open PDF file namely “SEML remote e-voting.pdf” with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Members already registered with NSDL for remote e-voting will not receive the PDF file “SEML remote e-voting.pdf”.

- ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com/>
- iii. Click on Shareholder – Login
- iv. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
NOTE: Members who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available.
- v. If you are logging-in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. Click Login. The Password Change Menu will appear on your screen. Change the password/PIN with new password of your choice, making sure that it contains a minimum of eight digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vi. Once the remote e-voting home page opens, click on remote e-voting > Active e-Voting Cycles.
- vii. Select EVEN” (E-Voting Event Number) of Sarda Energy & Minerals Ltd. Now you are ready for remote e-voting as Cast Vote page opens.
- viii. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- ix. Upon confirmation, the message “Vote cast successfully” will be displayed.
- x. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.

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- xi. Institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (.PDF/.JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through e-mail to kamal@sgkindia.net with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of Annual General Meeting (for Members whose e-mail addresses are not registered with the Company/Depositories or requesting physical copy):

- i. Initial password is provided in the enclosed Attendance Slip along with EVEN (E-voting Event Number), user ID and password.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xi) as above in (A), to cast your vote.

Other Instructions:

- i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members, available at the 'downloads section' of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- ii. The remote e-voting period commences on Monday, September, 25, 2017 (9.00 a.m. IST) and ends on Wednesday, September 27, 2017 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Thursday, September, 21, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the member shall not be allowed to change it subsequently.
- iii. You can also update your mobile number and e-mail address in the user profile details of the folio which may be used for sending future communication(s).
- iv. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of Thursday, September, 21, 2017 and as per the Register of Members of the Company.
- v. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of Annual General Meeting and holding shares as of the cut-off date, i.e., September 21, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
- vi. Please note, only 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 shall be entitled to avail the facility of voting, either through remote e-voting or voting at the Annual General Meeting through e-voting or ballot paper.
- vii. The Board of Directors has appointed Mr. Kamalesh Ojha or failing him Mr. S.G. Kankani of S.G. Kankani & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the Annual General Meeting in a fair and transparent manner.
- viii. At the Annual General Meeting, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer allow voting for all those Members who are present but have not cast their vote electronically using the remote e-voting facility.
- ix. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General 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 of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- x. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
- xi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.seml.co.in and on the website of NSDL www.evoting.nsdl.com, immediately after the result is declared by the

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Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

- x. In case of any grievances with respect to the facility for voting by electronic means, Members are requested to contact Mr. Amit Vishal, Senior Manager at amitv@nsdl.co.in or evoting@nsdl.co.in or on (+91 22 2499 4360 / 1800 222 990) or at NSDL, Trade World, 'A' wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013.

By Order of the Board of Directors
For **Sarda Energy & Minerals Limited**
Sd/-
(Manish Sethi)
Company Secretary

Raipur
5th August, 2017

Registered Office

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“ACT”)

The following Statement sets out all material facts relating to Item Nos. 5 to 7 mentioned in the accompanying Notice.

Item No.5

The present term of Mr. Pankaj Sarda, wholetime director (designated as Dy. Managing Director) of the company shall expire on 31st October, 2017. Mr. Pankaj Sarda aged about 37 years has done his Industrial Engineering from Nagpur University, Nagpur and Masters from Purdue University, USA. He has more than 14 years of experience in the field of project execution, human resource, plant operation and corporate affairs.

Keeping in view his experience, the Board of Directors of the company in its meeting held on 5th August, 2017 had, on the recommendation of the Nomination & Remuneration Committee and subject to the approval/consent of the members in the general meeting, approved the re-appointment of Mr. Pankaj Sarda as wholetime director (designated as Dy. Managing Director) of the company for a further period of 5 years w.e.f. 1st November, 2017, liable to retire by rotation.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

During his tenure, Mr. Pankaj Sarda will be entitled for remuneration as under:

Salary	:	Such amount per month as may be fixed by the Nomination & Remuneration Committee in the band of ₹ 1,00,000/- to ₹ 5,00,000/-. The increment will be merit based and take into account the company's performance.
Performance Incentive	:	Based on the previous year's performance of the company, such amount and in such form, payable monthly or quarterly or in any other manner, as may be approved by the Nomination & Remuneration Committee subject to a maximum of ₹ 48,00,000/- p.a.
Perquisites	:	In addition to the salary and performance incentive, within a ceiling of 100% of the annual salary, Mr. Pankaj Sarda will be entitled to such perquisites in such form and manner as the Nomination & Remuneration Committee of the company may decide, including but not restricted to the following: a) Furnished accommodation with expenditure on gas, electricity, water and maintenance and repair thereof, or

NOTICE

House Rent Allowance and House Maintenance Allowance with expenditure on gas, electricity, water and furnishings.

- b) Leave Travel Allowance for self and family.
- c) Medical expenses and medical insurance for self and family.
- d) Personal Accident Insurance.
- e) Club Fees and such other perquisites and allowance in accordance with the Rules of the company or as may be agreed by the Nomination & Remuneration Committee.

For the purpose of calculating the ceiling of 100% as mentioned above, perquisites shall be evaluated as per the Income Tax Rules, 1962, wherever applicable, and in the absence of any such Rules, perquisites shall be evaluated at actual cost.

Provision for use of company's car and telephone at residence (including payment of local calls and long distance official calls) shall not be included in the computation of perquisites for the purposes of calculating such ceiling.

Company's contribution, to Provident Fund and Superannuation or Annuity Fund or such other similar fund, to the extent these either singly or together are not taxable under the Income Tax Act, 1961, Gratuity payable, and encashment of leave at the end of the tenure shall not be included in the computation of limits for remuneration or perquisites as aforesaid.

Note- 'Family' for the purpose shall mean the spouse, the dependent children and the dependent parents of Mr. Pankaj Sarada.

- Commission** : Such sum by way of commission, in addition to salary, perquisites and allowances payable, calculated with reference to the net profits of the company in a particular financial year, as may be determined by the Nomination & Remuneration Committee of the company at the end of each financial year, subject to the overall ceiling stipulated under the Companies Act, 2013 and Rules made thereunder.
- Compensation for loss of office** : In the event of loss of office of the Dy. Managing Director, he shall be paid compensation in the manner and to the extent permissible under the provisions of the Companies Act, 2013.
- Minimum Remuneration** : Notwithstanding the above, where in any financial year during the currency of term of office of Mr. Pankaj Sarada, the company has made no profits or its profits are inadequate, the company shall pay salary, performance incentive, perquisites and allowances (except commission) as specified above to Mr. Pankaj Sarada.

During his tenure, Mr. Pankaj Sarada, subject to the superintendence, control and direction of Chairman & Managing Director, shall perform such functions as may be conferred upon him by the Chairman & Managing Director or Board of Directors from time to time.

Since the appointment/re-appointment of a Director is required to be confirmed by the members in the General Meeting, the resolution at point no. 5 is submitted for your approval.

Mr. K.K. Sarada and Mrs. Uma Sarada are parents of Mr. Pankaj Sarada. Accordingly, Mr. Pankaj Sarada, Mr. K.K. Sarada and Mrs. Uma Sarada and their relatives are interested in the resolution. Except Mr. Pankaj Sarada, Mr. K.K. Sarada and Mrs. Uma Sarada and their relatives, no other director/Key Managerial Personnel or their relatives, is in anyway concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution for the approval of the members.

Item No.6

The Board, on the recommendation of the Audit Committee, has in its meeting held on 6th June, 2017, approved the appointment of M/s. S.N. & Co., Cost & Management Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018 at a remuneration of ₹ 1,60,000/- (Rupee one lakh sixty thousand only) plus applicable tax plus reimbursement of out of pocket expenses.

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In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought by way of an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No.7

A number of projects have been going on / taken-up by the company and its controlled entities. To part finance these projects and or to create a chest for emerging opportunities and for other general corporate purposes including for working capital, the company proposes to raise debt fund in one or more tranches for an amount not exceeding ₹ 500 crores.

The Board may, at an appropriate time, consider offering or inviting subscriptions for secured/ unsecured redeemable non-convertible debentures, in one or more series / tranches on private placement.

Financial markets are very dynamic in nature and it is hard to predict when and which market may provide windows of opportunity to raise capital that is cost-effective and has better terms.

Section 71 of the Act which deals with the issue of debentures read with Section 42 of the Act which deals with the offer or invitation for subscription of securities of a company on private placement and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provide that a company which intends to make a private placement of its non-convertible debentures, shall, before making an offer or invitation for subscription, obtain approval of its shareholders by means of a special resolution. It shall be sufficient if the company passes a special resolution only once in a year for all the offers or invitations for such non-convertible debentures during the year.

Keeping in view the above, consent of the members is sought for passing the Special Resolution as set out at Item No. 7 of the Notice. This enabling resolution authorises the Board of Directors of the Company to offer or invite subscription for redeemable non-convertible debentures, as may be required by the Company, from time to time and as set out herein, for a period of 1 (one) year from the date of passing this resolution.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 7 for the approval of the Members.

By Order of the Board of Directors
For **Sarda Energy & Minerals Limited**

Sd/-

(Manish Sethi)

Company Secretary

Raipur
5th August, 2017

Registered Office

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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014]

CIN : L27100MH1973PLC016617

Name of the company : Sarda Energy & Minerals Limited

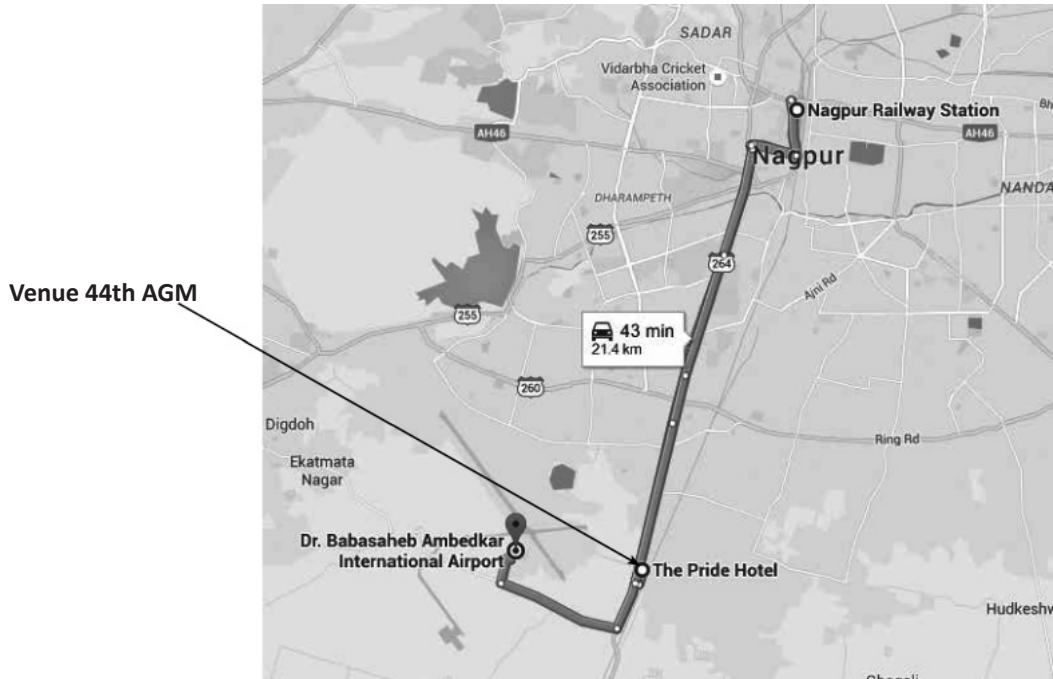
Registered office : 73-A, Central Avenue, Nagpur (M.H.) 440018

Name of Shareholder(s) :	
Registered Address :	
E-mail id :	
Folio No. / Client ID :	
DP ID :	

I/We, being the member (s) of Sarda Energy & Minerals Limited, shares of the above named Company, hereby appoint:

1. Name : _____
Address : _____
E-mail id : _____
Signature : _____, or failing him
2. Name : _____
Address : _____
E-mail id : _____
Signature : _____, or failing him
3. Name : _____
Address : _____
E-mail id : _____
Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 44th Annual general meeting of the Company, to be held on Thursday, the 28th day of September, 2017 at 11.00 a.m. at Hotel Pride, Wardha Road, Nagpur (M.H.) and at any adjournment thereof in respect of such resolutions as are indicated below:



S.No.	Resolution	FOR	AGAINST
1	Adoption of standalone and consolidated financial statements of the Company including Report of Board of Directors and Auditors for the F.Y. 2016-17.		
2	Declaration of dividend on Equity Shares.		
3.	Re-appointment of Mr. Pankaj Sarda as Director.		
4.	Ratification of appointment of M/s. O.P. Singhania & Co., Chartered Accountants, as Statutory Auditors of the Company.		
5.	Appointment of Mr. Pankaj Sarda as Wholetime Director (designated as Dy. Managing Director).		
6.	Ratification of payment of remuneration to M/s. S.N. & Co., Cost & Management Accountants, as cost auditors of the Company for F.Y. 2017-18.		
7.	Approval of offer or invitation to subscribe to Redeemable Non-Convertible Debentures on private placement.		

Signed this day of 2017

Affix
Revenue
Stamp

Signature of shareholder/ Signature of Proxy holder(s)

Notes

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. **This form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.**
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty 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 shareholder.
5. Please put a (X) in the appropriate column against the resolutions indicated in the box.
6. Undated proxy form will not be considered valid.
7. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.



Sarda Energy & Minerals Limited

CIN: L27100MH1973PLC016617

Registered Office

73-A, Central Avenue, Nagpur (M.H.) 440018

Ph: +91-712-2722407; Fax: +91-712-2722107

Email: cs@seml.co.in; URL: www.seml.co.in

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting hall)

Name of Shareholder	
Address	
Registered Folio No. / DP ID-Client ID	
No. of Shares	

I certify that I am a registered Shareholder of the Company and hold _____ shares.

I hereby record my presence at the 44th ANNUAL GENERAL MEETING of the Company, at Hotel Pride, Wardha Road, Nagpur (M.H.) to be held on Thursday, 28th September, 2017 at 11.00 a.m. and at any adjournment thereof.

Member's/Proxy's signature

NOTES :

1. A member/proxy wishing to attend the meeting must complete this Attendance Slip and hand it over at the entrance duly signed.
2. If you intend to appoint a proxy, please complete the proxy form and deposit it at the Company's Registered Office at least 48 hours before the meeting.
3. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting.

----- Cut here -----

E-VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD



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Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building

Opp. Vasant Oasis

Makwana Road

Marol, Andheri East

Mumbai - 400059 (M.H.)

Dear Sirs,

UPDATION OF SHAREHOLDER INFORMATION

Please fill-in the information in CAPITAL LETTERS in ENGLISH ONLY. Please TICK whichever is applicable

General Information

Folio no. / DP ID-Client ID	:
Name of first named shareholder	:
PAN*	:
CIN/Registration No.* (for corporate shareholders only)	:
Telephone No. (with STD Code)	:
Mobile No.	:
Email Id	:

* Self attested copy of the document is enclosed

Bank Details

Bank Name	:
Branch Address	:
Branch Code	:
Account type (Savings/Current/Cash Credit)	:
Account No.*	:
MICR Code (9 digit)	:
IFSC (11 digit)	:

* A blank cancelled cheque is enclosed to enable verification of bank details

I/We hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information supplied as above, Sarda Energy & Minerals Limited and /or Bigshare Services Private Limited will not be held responsible. I/We undertake to inform any subsequent changes in the above particulars as and when changes take place.

Place :

Date :

Signature of Sole/First shareholder

