



## Sarda Energy & Minerals Limited

CIN: L27100MH1973PLC016617

### Registered Office

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

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

Notice is hereby given that the 46th Annual General Meeting of the members of Sarda Energy & Minerals Limited will be held on Saturday, 21st September, 2019 at 11.00 a.m. at Radisson Blu Hotel, 7 Wardha Road, Nagpur 440015 to transact the following business:

### Ordinary Business

1. To consider and adopt:
  - a) the audited standalone financial statements of the Company for the financial year ended 31st March, 2019, 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, 2019
2. To declare dividend on equity shares for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Mrs. Uma Sarda (DIN: 00009783), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.

### Special Business

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), and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. O.P. Singhania & Co., Chartered Accountants (Firm Registration No.002172C), who have provided their written consent for appointment as auditors, and also provided their eligibility certificate as per Rule 4 of the Auditor Rules be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this 46th Annual General Meeting (AGM) till the conclusion of the 51st AGM of the Company to be held in the year 2024 on the terms and conditions as may be mutually agreed between the Board of Directors of the Company and the Auditors plus applicable taxes and reimbursement of out of pocket expenses, as may be incurred by the Auditors in connection with the audit of financial statements of the Company during their tenure as the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and is hereby authorized to do all necessary acts, deeds, things and matters, and execute all such documents, as may be necessary in this regard from time to time to give effect to this resolution.”

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 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 March 31, 2020, be paid a remuneration as set out in the Explanatory Statement annexed to the notice of this Annual General Meeting.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this 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 applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws and regulations from time to time (including any statutory modifications or re-enactments thereof for the time being in force), and other applicable provisions; subject to necessary approvals from the Stock Exchanges and other statutory authorities, as may be

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necessary; the approval of the Members, be and is hereby accorded to reclassify the following persons/entities (hereinafter individually & jointly referred to as the “Applicants”) and currently forming part of the “Promoter and Promoter Group” holding 25,467 Equity Shares aggregating to 0.07% of the paid up capital of the Company, from “Promoter & Promoter Group” shareholding of the Company to the “Public” shareholding of the Company:

Name	Number of Equity Shares	Percentage
<b>Promoter and Promoter Group</b>		
Mrs. Shashi Rathi	19,467	0.05
Dr. K.K. Rathi	6,000	0.02
<b>Total</b>	<b>25,467</b>	<b>0.07</b>

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicants, the Company shall effect such re-classification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and shall also comply with other applicable Regulations/provisions, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities.

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 or through a public issue, 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 authorized to delegate all or any of the powers conferred

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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.”

8. 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, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force) (‘Companies Act’), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) (‘ICDR Regulations’) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment thereof (‘FEMA’) and the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident outside India) Regulations, 2017, as amended, the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, as amended, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, (the “Debt Listing Regulations”) including any amendments, statutory modification(s) and/ or re-enactment thereof and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the Government of India (‘GOI’), Ministry of Corporate Affairs (‘MCA’), the Reserve Bank of India (‘RBI’), BSE Limited and National Stock Exchange of India Limited (‘Stock Exchanges’), the Securities and Exchange Board of India (‘SEBI’), Foreign Investment Promotion Board (‘FIPB’), Department of Industrial Policy & Promotion (‘DIPP’) and/ or any other regulatory/ statutory authorities, in India or abroad from time to time, to the extent applicable and subject to the approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents 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 of the Board of Directors of the Company constituted by the Board to exercise its powers including powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted) such number of equity shares of the Company of face value of ₹10/- each (‘Equity Shares’), Global Depository Receipts (‘GDRs’), American Depository Receipts (‘ADRs’), Foreign Currency Convertible Bonds (‘FCCBs’), Preference Shares convertible into equity shares, Fully Convertible Debentures/Partly Convertible Debentures, Non- Convertible Debentures (‘NCDs’) along with warrants, with a right exercisable by the warrant holder to exchange the said warrants with Equity Shares and/ or any other financial instruments convertible into Equity Shares (including warrants, or otherwise) and/ or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/ or convertible preference shares or any security convertible into Equity Shares (hereinafter referred to as ‘Securities’), or any combination thereof, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of Indian and / or International offering(s) in one or more foreign markets and /or domestic market, for cash, at such price or prices, in terms of the applicable regulations and as permitted under the applicable laws, in such manner, in consultation with the Merchant Banker(s) and/ or other Advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 1000 crore (Rupees one thousand crore only) by way of one or more public and/ or private offerings and/ or preferential issue and/ or by way of qualified institutions placement in accordance with the provisions of the ICDR Regulations, or any combination thereof, to such investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers (‘QIBs’) (as defined in the ICDR Regulations), foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, pension funds and/ or any other categories of investors, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/ placement document and/ or other letter or circular (‘Offering Circular’)

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as may be deemed appropriate, in the sole discretion by the Board in such manner and on terms and conditions, including the terms of the issuance, security, fixing of record date, and at such price, whether at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory / statutory authority, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (the 'Issue') and without requiring any further approval or consent from the shareholders.

RESOLVED FURTHER THAT in the event the proposed issuance of Securities is undertaken by way of a QIP in terms of the ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the ICDR Regulations):

- a) the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall be completed within 365 days from the date of passing of this resolution or such other time as may be allowed under the ICDR Regulations from time to time.
- b) the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board or such date as may be permitted under ICDR Regulations, as amended.

RESOLVED FURTHER THAT any issue of Eligible Securities made by way of a QIP under of ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under of the ICDR Regulations ('QIP Floor Price') and shall be subject to appropriate adjustments as per the provisions of of the ICDR Regulations, as may be applicable. Furthermore, the Board may, at its absolute discretion, also offer a discount of not exceeding 5% (five per cent) or such other percentage as may be permitted under applicable law to the QIP Floor Price.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 or such other date as may be prescribed under applicable law.

RESOLVED FURTHER THAT pursuant to the above mentioned resolutions:

- (a) the Securities proposed to be issued, offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Companies Act and other applicable laws;
- (b) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects; and
- (c) Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organization or restructuring.

RESOLVED FURTHER THAT the Board be and is hereby authorized to enter into any arrangement with any agencies or bodies for the issue of GDRs and /or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international / domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and / or international practice and regulations and under the norms and practices prevalent in the domestic/international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities or Equity Shares as the case may be, on the Stock Exchanges in India.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board be and is hereby authorized in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint merchant bankers, lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees and all such agencies as are or may be required to be appointed, involved or concerned and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them

and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, identification and class of the investors to whom the Securities are to be offered, utilization of the issue proceeds, authorizing any Director(s) or Officer(s) of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, utilization of the Issue proceeds, signing of declarations, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors or any director(s)/executive of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue.”

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

Raipur  
3rd August, 2019

**Registered Office**

Sarda Energy & Minerals Limited  
CIN: L27100MH1973PLC016617  
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### 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 authorizing 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 her 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 Statements 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 2010-11, 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 21st September, 2018 (date of last Annual General Meeting) on the website of the Company ([www.seml.co.in](http://www.seml.co.in)) and also on the website of the Ministry of Corporate Affairs.
9. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <http://www.seml.co.in/shares.php>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).
10. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Bigshare Services Private Limited for lodging claim for refund of shares and /or dividend from the IEPF Authority.
11. 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 Private Limited, for consolidation into a single folio.
12. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form from 1st April, 2019 onwards. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form.
13. 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 Private Limited.

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14. 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 Private Limited, 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.
15. The Notice of the AGM along with the Annual Report 2018-19 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.
16. 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 14th September, 2019. 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 way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

#### **How to Log-into NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.



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5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kamal@sgkindia.net](mailto:kamal@sgkindia.net) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to [atevoting@nsdl.co.in](mailto:atevoting@nsdl.co.in)

### Other Instructions:

- i. The remote e-voting period commences on Wednesday, 18th September, 2019 (9.00 a.m. IST) and ends on Friday, 20th September, 2019 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 14th September, 2019, 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.
- ii. 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).
- iii. 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 Saturday, 14th September, 2019 and as per the Register of Members of the Company.
- iv. 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., 14th September, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com).
- v. 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.
- vi. The Board of Directors has appointed Mr. Kamlesh 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.
- vii. 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.
- viii. 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

## Notice

the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

- ix. The Chairman or a person authorized by him in writing shall declare the result of voting forthwith.
- x. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.seml.co.in](http://www.seml.co.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com), immediately after the result is declared by the Chairman or any other person authorized 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.
- xi. In case of any grievances with respect to the facility for voting by electronic means, Members are requested to contact: [evoting@nsdl.co.in](mailto: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  
3rd August, 2019

### Registered Office

Sarda Energy & Minerals Limited

CIN: L27100MH1973PLC016617

73-A, Central Avenue

Nagpur (M.H.) 440018

Ph: +91-712-2722407

Email: [cs@seml.co.in](mailto:cs@seml.co.in); URL: [www.seml.co.in](http://www.seml.co.in)

### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("ACT")

The following Statement sets out all material facts relating to Item Nos. 4 to 8 mentioned in the accompanying Notice.

#### Item No.4

In the 41st AGM held on 29th September, 2014, the members had approved the appointment of M/s. O.P. Singhania & Co., Chartered Accountants, as the Statutory Auditors for a first term of 5 years (F.Y. 2014-15 to F.Y. 2018-19 /from the conclusion of 41st AGM till the conclusion of 46th AGM).

The first term of M/s. O.P. Singhania & Co., Chartered Accountants, as the Statutory Auditors shall expire in the ensuing Annual General Meeting. The Board of Directors of the Company in its meeting held on 25th May, 2019, on the recommendation of Audit Committee, has, subject to the approval of the members in the general meeting re-appointed M/s. O.P. Singhania & Co., Chartered Accountants, as the Statutory Auditors for a second term of 5 years.

The details, terms and conditions of appointment (including remuneration) of the Auditor proposed to be appointed, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, are as follows:

Name of the Auditor	M/s. O.P. Singhania & Co., Chartered Accountants
Brief Profile	M/s. O.P. Singhania & Co. is one of the leading firms of Chartered Accountants in the central India. Established in 1983 by Mr. O.P. Singhania, former Chairman of the Institute of Chartered Accountants of India, Raipur Branch. The firm offers multi-disciplinary services to its clients.
	The Firm is managed by 3 Partners having varied Experience in the field of Audit, Taxation and Management Audit and is assisted by qualified professionals, Articles & Audit Assistants.

## Notice

	The Firm is Peer Reviewed by the Institute of Chartered Accountants of India three times till date and got certificate of Peer Review.
	The firm is empanelled with C & AG, Reserve Bank of India, Govt. of Chhattisgarh, Chief Commissioner of Income Tax for Special Audits. Further, the firm is also doing audits of Public Sector Undertakings and Banks for more than 25 years.
Credentials	M/s. O.P. Singhanian & Co. (Firm Registration No. 002172C) is firm of Chartered Accountants. A brief profile is stated above.
Basis of recommendation for appointment	The Board of directors, on the recommendations of the Audit Committee is seeking approval of the shareholders of the Company for re-appointing M/s O.P. Singhanian & Co., as the statutory auditors of the Company with effect from the conclusion of the 46 <sup>th</sup> AGM of the Company, for a period of five years.
Terms of appointment	M/s. O.P. Singhanian & Co., is proposed to be re-appointed as the statutory auditors of the Company with effect from the conclusion of the 46 <sup>th</sup> AGM of the Company, for a period of five years i.e. till the conclusion of 51 <sup>st</sup> AGM of the Company on such terms as may be mutually determined by the Board of Directors of the Company in consultation with the Auditors.
Proposed fee payable	Not exceeding ₹ 25,00,000/- (Rupees twenty five lakh) payable to the Auditors for the financial year 2019-20 plus applicable taxes and out of pocket expenses, as may be incurred, in connection with the statutory audit of financial statements of the Company.  The fees payable for statutory audit per financial year to the Auditors for the financial year 2020-21 and onwards till the remainder of their tenure, will be mutually determined by the Board of Directors of the Company in consultation with the Auditors.
Material change in the fee payable to the auditor from that paid to the outgoing auditor	Not applicable
Rationale for such change in remuneration	Not applicable.

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. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

### Item No.5

The Board, on the recommendation of the Audit Committee, has in its meeting held on 25th May, 2019, 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, 2020 at a remuneration of ₹ 1,75,000/- (Rupee one lakh seventy five thousand only) plus applicable tax plus reimbursement of out of pocket expenses.

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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2020.

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. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

### Item No.6

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") has provided a regulatory mechanism for classification of Promoters & Promoter group as Public Shareholders subject to fulfillment of conditions as provided therein.

## Notice

In this regard, the Company received applications from the persons (as set out below):

Name of the Shareholders	No. of Shares held	% of the Paid Up Capital
Shashi Rathi	19,467	0.05%
Kamal Kishore Rathi	6,000	0.02%
<b>TOTAL</b>	<b>25,467</b>	<b>0.07%</b>

for classifying them under the Public Category since their names have been included as a part of the Promoter and Promoter group. Shashi Rathi is sister of Chairman & Managing Director and Dr. KK Rathi is brother-in-law of Chairman & Managing Director. Their name was included in past in the prospectuses issued by the Company. Post marriage of Mrs. Shashi Rathi, she or her husband Dr. KK Rathi are not involved in management or control of the company and as such they are not connected persons of promoters. They are not controlled by the remaining Promoters of the Company and they are financially independent persons, who take independent investment decisions and are no way related to any of the business carried out by the Company.

Further they have undertaken that, they themselves are /do not:

- i) together, hold more than ten percent of the total voting rights in the Company;
- ii) exercise control over the affairs of the Company directly or indirectly;
- iii) have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv) represented on the board of directors (including not having a nominee director) of the Company;
- v) act as a key managerial person in the Company;
- vi) wilful defaulter(s)' as per the Reserve Bank of India Guidelines;
- vii) fugitive economic offender(s).

They have further undertaken that:

- they shall continue to comply with conditions mentioned at sub-clauses (i), (ii) and (iii) of clause (b) of regulation 31A(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 at all times from the date of such re-classification failing which, they shall automatically be reclassified as persons belonging to promoter group;
- they shall comply with conditions mentioned at sub-clauses (iv) and (v) of clause (b) of regulation 31A(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a period of not less than three years from the date of such re-classification failing which, they shall automatically be reclassified as persons belonging to promoter group.

In view of the undertakings given by the Applicants as detailed above and in consideration of the conditions as stipulated in Regulation 31A of the Listing Regulations, the Board of Directors of the Company at their meeting held on 25th May, 2019 have approved the requests for reclassification received by the Company as above from Promoter and Promoter Group category to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchanges based on declaration received from the aforesaid persons.

As per requirements of Regulation 31A(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval of the shareholders by way of ordinary resolution is required to be obtained for reclassification of the members of promoter group to public category.

The Board recommends the passing of the resolution as set out under item no.6 for approval of the Members as an Ordinary Resolution.

None of the Directors/Key Managerial Personnel and relatives thereof other than Mr. Kamal Kishore Sarda, Mrs. Uma Sarda and Mr. Pankaj Sarda and their relatives, has any concern or interest, financial or otherwise, in the resolution at Item No. 6 of this Notice.

As per the requirements of Regulation 31A(3)(iii) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the members of promoter group seeking re-classification as aforesaid and persons related to them shall not vote to approve such re-classification request.

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### Item No.7

The members of the Company, at the 45th Annual General Meeting held on 21st September, 2018, had passed a special resolution authorizing the Board of Directors of the Company to offer or invite subscriptions for redeemable non-convertible debentures, in one or more series / tranches, on private placement. The said resolution is valid and effective for 1 (one) year from September 21, 2018. The members may note that the Company has not made any private placement of redeemable non-convertible debentures pursuant to the said authorization.

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, issuable / redeemable at par, in order to augment long-term resources for optimizing the borrowing cost and for financing inter alia the capital expenditure and for general corporate purposes. The flexibility to raise capital through issue of market instruments becomes more important in view of the changing regulatory landscape.

The provisions of Sections 23, 42 and 71 of the Act read with Rule 14(2)(a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the 'PAS Rules'), provide that a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to the securities has been previously approved by the Members of the Company by a special resolution. The second proviso to Rule 14(2)(a) of the PAS Rules provides that in case of an offer or invitation to subscribe to Non-Convertible Debentures ('NCDs') on private placement basis, the Company can obtain prior approval by means of a special resolution once a year for all offers or invitations for such NCDs during the year.

Accordingly, the Company is seeking approval from its Members under Sections 23, 42, 71 and other applicable provisions, if any, of the Act, read together with the PAS Rules and Companies (Share Capital and Debentures) Rules, 2014, as amended, to issue securities, as set out in the Special Resolution at Item No. 7 of the Notice, not exceeding ₹ 500 crore through issuance of NCDs in the international and/or domestic capital markets, within a period of one year from the date of the 46th Annual General Meeting.

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

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. 7 of the Notice.

### Item No.8

The members of the Company, at the 45th Annual General Meeting held on September 21, 2018, had passed a special resolution authorizing the Board of Directors of the Company to issue securities, in one or more series / tranches, on QIP basis. The said resolution is valid and effective for 1 (one) year from September 21, 2018. The members may note that the Company has not made any QIP of securities pursuant to the said authorisation.

In order to enable the Company to access the capital market at the appropriate time, it is recommended to obtain the shareholder's approval for the proposal to create, offer, issue and allot Equity Shares and/or such other securities as stated in the resolution (the "Securities") at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made at the time of such offer, issue and allotment, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead managers or advisors, either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate in accordance with applicable law. The Company intends to issue Securities for a value not exceeding ₹ 1000 crore (Rupees one thousand crore only) or its equivalent in any foreign currency.

The Special Resolution seeks to give the Board powers to issue Securities in one or more tranche or tranches, by way of one or more public and/or private offerings, and/ or including Qualified Institutions Placement ('QIP') or any combination thereof at such time or times, at such price or prices and to eligible person(s) including Qualified Institutional Buyers ('QIBs') as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('ICDR Regulations') in accordance with of the ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders

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of equity shares of the Company or not as the Board in its absolute discretion may deem fit. The detailed terms and conditions for the offer will be determined by the Board in consultation with the Merchant Bankers, Advisors, Lead Managers, and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Board shall issue Securities pursuant to this Special Resolution and utilize the proceeds for business purposes, including but not limited to support to subsidiaries for business activities and general corporate purposes.

The pricing of the Securities to be issued to Qualified Institutional Buyers pursuant to the ICDR Regulations shall be freely determined subject to such price not being less than the floor price calculated in accordance with of the ICDR Regulations. Further, ICDR Regulations permit issuer companies to offer a maximum discount of 5% (five per cent) to the Floor Price determined in accordance with the ICDR Regulations. The Board may, at its absolute discretion, decide the pricing (either at a discount or premium to the floor price) for the shares to be offered, issued and allotted in the QIP. The relevant date for the purpose of pricing the Securities shall be the meeting in which the Board (including Capital Raising Committee of the Board) decides to open the proposed issue of Equity Shares as Eligible Securities. In the event that Eligible Securities are convertible securities then the relevant date shall be either the date of the meeting in which the Board (including Capital Raising Committee of the Board) decides to open the issue or the date on which the holders of such Eligible Securities becomes entitled to apply for the Equity Shares, as may be determined by the Board.

The issue/ allotment/ conversion would be subject to the applicable regulatory approvals, if any. The issuance and allotment of Equity Shares including Equity Shares to be allotted on conversion of Securities to foreign/non-resident investors would be subject to the applicable foreign investment cap.

Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that where it is proposed to increase the subscribed share capital of the Company by the issue of further shares, such further shares shall be offered to the persons who at the date of the offer are holders of equity shares of the Company, in proportion to the capital paid up on those shares as of that date unless shareholders decide otherwise by way of passing Special Resolution. The Special Resolution will be enabling resolution authorizing the Board to decide as and when it thinks it is appropriate to raise the funds.

The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the investors who may or may not be the existing shareholders of the Company. The Company with this resolution seeks the approval of the shareholders to undertake fund raising activity, through one or multiple modes including through an issue of QIP. The Company will make requisite disclosures to the stock exchanges under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, consent of the members is sought for passing the Special Resolution as set out in the said item of the Notice.

In view of this, the Board of Directors recommends the resolution as set out in Item 8 of the Notice for approval by the shareholders of the Company by way of a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

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

Sd/-

**(Manish Sethi)**

Company Secretary

Raipur  
3rd August, 2019

### Registered Office

Sarda Energy & Minerals Limited  
CIN: L27100MH1973PLC016617  
73-A, Central Avenue  
Nagpur (M.H.) 440018  
Ph: +91-712-2722407  
Email: cs@seml.co.in; URL: www.seml.co.in



## Sarda Energy & Minerals Limited

CIN: L27100MH1973PLC016617

### Registered Office

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

Ph: +91-712-2722407

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

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, as amended]

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, holding 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 46th Annual General Meeting of the Company, to be held on Saturday, the 21st day of September, 2019 at 11.00 a.m. at Radisson Blu Hotel, 7 Wardha Road, Nagpur 440015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Venue 46th AGM



S.No.	Resolution	FOR	AGAINST
1	Adoption of Audited standalone and consolidated financial statements of the Company including Report of Board of Directors and Auditors thereon for the F.Y. 2018-19		
2	Declaration of dividend on Equity Shares for the F.Y. 2018-19		
3.	Re-appointment of Mrs. Uma Sarda as Director		
4.	Re-appointed of M/s. O.P. Singhania & Co. as Statutory Auditors of the Company to hold office from the conclusion of the 46th Annual General Meeting (AGM) till the conclusion of the 51st AGM of the Company		
5.	Ratification of payment of remuneration to M/s. S.N. & Co., Cost & Management Accountants, as cost auditors of the Company for F.Y. 2019-20		
6.	Approval to re-classification of promoters		
7.	Approval of offer or invitation to subscribe to Redeemable Non-Convertible Debentures on private placement		
8.	Further Issue of Securities		

Signed this ..... day of ..... 2019

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;





## Sarda Energy & Minerals Limited

CIN: L27100MH1973PLC016617

### Registered Office

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

Ph: +91-712-2722407

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

### ATTENDANCE SLIP

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

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

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

I hereby record my presence at the 46th ANNUAL GENERAL MEETING of the Company, at Radisson Blu Hotel, 7, Wardha Road, Nagpur (M.H.) to be held on Saturday, 21st September, 2019 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





## Sarda Energy & Minerals Limited

CIN: L27100MH1973PLC016617

### Registered Office

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

Ph: +91-712-2722407

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

### 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	:	
Address#	:	
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

# Self certified of address proof (Voter Id/ Telephone Bill/ Electricity Bill/ Bank Statement. Telephone bill/Bank Statement/Electricity should be of a latest date and in any even must not be older than 3 months)

#### Bank Details

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

\* Please enclose a blank cancelled cheque 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/any other reason beyond the control of the Company/R & T Agent, 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

