



**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

## POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

NOTICE is hereby given that the resolutions set out below are proposed for approval by the Members of Sarda Energy & Minerals Limited ("the Company") by means of Postal Ballot, only by way of e-voting process ("e-voting") being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 108 and 110 of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable rules made thereunder, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA Circulars"), and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached for your consideration. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The instructions related to e-voting are appended to this Notice.

The Board of Directors has appointed Mr. Kamlesh Ojha, Practicing Company Secretary (Membership No. FCS No. 10807, CP No. 14660) as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed for the said purpose.

Members are requested to read the instructions in the Notes provided in this Postal Ballot Notice to cast their votes electronically. The votes can be cast not later than 5:00 p.m. (IST) on Saturday, March 22, 2025. The Scrutinizer will, after conclusion of e-voting, scrutinize the votes cast, make a consolidated Scrutinizer's report of the votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or any other person authorised by the Chairman shall declare the results within the prescribed timelines under applicable laws. The said results along with the report of the Scrutinizer will also be placed on the website of the Company at [www.seml.co.in](http://www.seml.co.in), NSDL e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be displayed at the registered office of the Company. The results shall simultaneously be submitted to the Stock Exchange(s) and be made available at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The resolutions will be deemed to be passed on Saturday, March 22, 2025, subject to receipt of the requisite number of votes in favour of the resolution(s).

### Special Business

1. To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any

modification(s) thereof or supplements thereto ("SEBI Listing Regulations") and subject to the Articles of Association of the Company and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be imposed or prescribed by any of the authorities while granting such approvals, permissions and sanctions and as recommended by Nomination and Remuneration Committee and approved by Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deem to include the Nomination and Remuneration Committee or any other Committee constituted or to be constituted to exercise the powers including the powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded for appointment of Mr. Kamal Kishore Sarda (DIN: 00008170) as Executive Chairman of the Company for five years, with effect from 1st April, 2025, not liable to retire by rotation, on such terms and conditions as to appointment and remuneration as set out in the statement annexed to this Notice.

RESOLVED FURTHER THAT liberty be given to the Board of Directors/Nomination & Remuneration Committee, to alter and vary the terms and conditions of the said appointment and/ or remuneration in such manner as may be agreed to by and between the Company and Mr. Kamal Kishore Sarda provided however, such alterations are within the maximum limits approved by the authorities / 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 the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and settle any questions, difficulties or doubts that may arise in this regard without further referring to the Members of the Company."

2. To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modification(s) thereof or supplements thereto ("SEBI Listing Regulations") and subject to the Articles of Association of the Company and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be imposed or prescribed by any of the authorities while granting such approvals, permissions and sanctions and as recommended by Nomination and Remuneration Committee and approved by Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deem to include the Nomination and Remuneration Committee or any other Committee constituted or to be constituted to exercise the powers including the powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded for appointment of Mr. Pankaj Sarda (DIN: 00008190) as Managing Director of the Company for five years with effect from 1st April, 2025, liable to retire by rotation, on such terms and conditions as to appointment and remuneration as set out in the statement annexed to this Notice.

RESOLVED FURTHER THAT liberty be given to the Board of Directors/Nomination & Remuneration Committee to alter and vary the terms and conditions of the said appointment and/ or remuneration in such manner as may be agreed to by and between the Company and Mr. Pankaj Sarda provided however, such alterations are within the maximum limits approved by the authorities / 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 the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and settle any questions, difficulties or doubts that may arise in this regard without further referring to the Members of the Company."

3. To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), applicable provisions of Articles of Association of the Company, pursuant to recommendation of Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Anant Sarda (DIN: 07908187) in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his

candidature for the office of a Director, be and is hereby appointed as Non-Executive Director of the Company, w.e.f. 1st April 2025, in the promoter category liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things and take all steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board  
For Sarda Energy & Minerals Ltd.  
Sd/-  
(Manish Sethi)  
Company Secretary  
M.No. A18069

Raipur  
February 8, 2025  
Registered Office  
Sarda Energy & Minerals Ltd.  
CIN: L27100MH1973PLC016617  
73-A, Central Avenue, Nagpur (M.H.) 440018  
Ph: +91-712-2722407  
Email: cs@seml.co.in; URL: www.seml.co.in

#### Notes

1. The Explanatory Statement pursuant to Section 102 of the Act read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") as amended, setting out the material facts relating to the special business to be transacted as mentioned in Item No. 1 to 3 is annexed to the Postal Ballot Notice.
2. In accordance with the MCA Circulars and the Listing Regulations, this Notice is being sent electronically to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Friday, February 14, 2025 ("Cut-off Date") received from the Depositories and whose e-mail address is registered with Bigshare Services Pvt. Ltd. (BSPL) / Depositories.
3. The Notice is being sent in electronic form only and the physical copy of the Notice along with the Postal Ballot Form and pre-paid business envelope will not be sent to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting system only.
4. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, February 14, 2025.
5. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
6. Members may note that the Notice will also be available on the Company's website at [www.seml.co.in](http://www.seml.co.in), website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of National Securities Depository Limited ('NSDL') at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. Members may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website - [www.seml.co.in](http://www.seml.co.in).
8. Members whose e-mail address is not registered and who wish to receive the Notice(s), Annual Report and all other communications by the Company, from time to time may get their e-mail address registered by submitting Form ISR-1 to BSPL at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) or to the Company at [cs@seml.co.in](mailto:cs@seml.co.in). However, for the shares held in demat form, members are requested to write to their respective DPs.
9. The Company has engaged the services of National Securities Depository Limited ('NSDL') as the agency to provide e-voting facility. The instructions for e-voting are provided in the Postal Ballot Notice and Members may cast their vote by following the instructions provided in the Notes to the Notice.
10. The Postal Ballot e-voting shall commence on February 21, 2025 (9:00 A.M. IST) and end on March 22, 2025 (5:00 P.M. IST). The voting shall be disabled by NSDL thereafter.
11. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.





12. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., March 22, 2025.
13. Resolutions passed by the members through Postal Ballot including voting by electronic means shall be deemed to have been passed as if it has been passed at a General Meeting of the members convened in that behalf.
14. All documents referred to in the Notice will be available electronically for inspection without any fee by the Members from the date of circulation of this Notice until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to cs@seml.co.in.
15. Results of postal ballot will be announced within 2 working days after the last date of e-voting. The results declared along with the Scrutinizer's Report would be displayed at the Registered and Corporate Office of the Company and will be submitted to National Stock Exchange of India Limited and BSE Limited where the shares of the Company are presently listed. Additionally, the results along with the Scrutinizer's Report will also be uploaded on the Company's website.
16. Instructions for remote e-voting are as 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 are mentioned below:**

#### **I. Login method for remote e-voting for individual shareholders holding securities in demat mode**

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-voting facility provided by Listed Companies', e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/ Depository Participants to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL	<p>A. NSDL IDeAS facility If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a personal computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section.</li> <li>3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services section.</li> <li>4. Click on 'Access to e-voting' appearing on the left-hand side under e-voting services and you will be able to see e-voting page.</li> <li>5. Click on options available against Company name or e-voting service provider – NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period.</li> </ol>
.	<p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>a. Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>b. Select 'Register Online for IDeAS' Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>c. Please follow steps given in points 1-5</li> </ol> <p>B. e-voting website of NSDL</p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile phone.</li> <li>2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.</li> <li>3. A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> </ol>

	<p>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>C. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at respective website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to log in through Depositories i.e. NSDL and CDSL.**

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or contact at 022 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 21 09911

**II. Login Method for remote e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

1. Visit the e-Voting website of NSDL. Open web browser by clicking the 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 Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, Password/OTP 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-into 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.
4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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*****.
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*****.
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 123456 then user ID is 123456001***

5. Password details for shareholders other than Individual shareholders 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 e-mail ID. Trace the e-mail 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, please follow steps mentioned below in 'Process for those Shareholders whose email address are not registered'.
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) Click on '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, PAN, name and 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, click on Agree to "Terms and Conditions" by selecting on the checkbox.
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 are mentioned below:**

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

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
2. Select 'EVEN' of the Company to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. 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.

5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for Shareholders**

1. A member cannot, exercise his / her vote through proxy on postal ballot. Institutional / Corporate 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 at kamal@sgkindia.net with a copy marked to evoting@nsdl.co.in. Institutional / Corporate shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
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 to reset the password.
3. In case of any query, 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 or contact at 022 4886 7000 or send a request to NSDL at evoting@nsdl.co.in or at 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013.

#### **Process for those shareholders whose email addresses are not registered with the Depositories for procuring user id and password and registration of email address for e-voting on the resolutions set out in this Postal Ballot Notice:**

1. **Physical Holding:** Send a request to Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent at investor@bigshareonline.com providing your name, folio no., scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of Aadhar Card, for registering e-mail address.
2. **Demat Holding:** Please contact your DP and register your e-mail address in your demat account, as per the process advised by your DP.  
If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 i.e. Login method for remote e-voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholders may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 one-voting facility provided by Listed Companies', Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013**

##### **Item No.1**

The present term of Mr. K.K. Sarda as Chairman & Managing director shall expire on 31st March 2025. The members of the Company in the 51st Annual General Meeting held on 26th September 2024 have approved the re-appointment of Mr. Kamal Kishore Sarda as Chairman & Managing Director for a further term of 5 years.

In order to pass on the baton to the next generation as part of succession planning, Mr. Kamal Kishore Sarda has expressed his desire to step down as Managing Director of the Company and to continue as Executive Chairman of the Company. This will help him to focus more on planning and strategy and smooth succession to the next generation. Mr. Kamal Kishore Sarda, 72, has nearly 49 years of Industrial experience in Iron & Steel, Mining, Strategic Planning.

The Board of Directors of the Company, on the recommendation of Nomination & Remuneration Committee, has in its meeting held on 8th February 2025 unanimously considered and accepted the request of Mr. Kamal Kishore Sarda and subject to the approval of the members through Special Resolution, approved the

appointment of Mr. K.K. Sarma, S/o Late Shri R.K. Sarma as Executive Chairman of the Company for a period of five years w.e.f. 1st April 2025, not liable to retire by rotation.

Brief profile and other information in respect of Mr. Kamal Kishore Sarma, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings) is as under:

1		Name	Mr. Kamal Kishore Sarma (DIN: 00008170)
2	i)	Age	72 years
	ii)	Qualification	B.E. (Mech.)
	iii)	Date of appointment	16.12.1978
3		Experience	Nearly 49 years of Industrial experience in Iron & Steel, Mining, Strategic Planning
4		Terms & Conditions of re-appointment	Mr. Kamal Kishore Sarma is proposed to be appointed as Executive Chairman of the Company w.e.f. 01.04.2025, not liable to retire by rotation.  Other terms and conditions are as set out hereunder.
5		Remuneration last drawn (including sitting fees, if any) (per annum)	₹ 7.33 crore (F.Y. 2023-24)
6		Remuneration proposed to be paid	As set out in the explanatory statement.
7		Other Directorships	Chhatisgarh Investments Limited Madhya Bharat Power Corporation Limited Sarma Energy Limited Sarma Metals and Alloys Limited
8		Chairman/ Member of Committees	Sarma Energy & Minerals Limited- Member – Corporate Social Responsibility Committee Member – Nomination & Remuneration Committee Chhatisgarh Investments Limited- Chairman –Risk Management Committee Member –Nomination & Remuneration Committee Member – Corporate Social Responsibility Committee Sarma Metals & Alloys Limited- Member –Nomination & Remuneration Committee Sarma Energy Limited- Chairman – Corporate Social Responsibility Committee
9		Shareholding in the Company	56,26,084 Equity shares
10		No. of Board Meetings attended/ held during Financial Year 2024-25	5/5 (till the date of approval of this notice)
11		Relationship with Directors	Mr. Pankaj Sarma, Jt. Managing Director of the Company is relative of Mr. Kamal Kishore Sarma, as per Section 2 (77) of the Companies Act, 2013 read with The Companies (Specification of definitions details) Rules, 2014.
12		Listed entities from which resigned in the past three years	Nil

The proposed appointment of Mr. Kamal Kishore Sarma shall be on the following terms & conditions:

- Basic Salary** : Based on the performance of the Company and evaluation of individual performance by the Nomination & Remuneration Committee [NRC]/ Board of Directors [Board], such sum as may be approved by the Board/ NRC, within the scale of ₹ 15,00,000/- p.m. to ₹ 30,00,000/- p.m., as may be decided by the NRC/Board. The increment will be merit based taking into account the Company's performance.
- Perquisites** : In addition to the basic salary, Mr. Kamal Kishore Sarma will be entitled to such perquisites/allowances in such form and manner as the NRC / Board may decide, including but not restricted to the following:
- a) Furnished accommodation /House Rent Allowance and/or House Maintenance Allowance with expenditure on gas, electricity, water and furnishings;



- b) Leave Travel Assistance for self and family
- c) Medical insurance and medical expenses for self and family incurred at hospitals other than permitted hospitals for diseases other than the diseases prescribed under the Income Tax Act shall be taxable as perquisite within the ceiling placed by the shareholders.
- d) Personal Accident Insurance
- e) Club Fees
- f) such other perquisites and allowance in accordance with the Rules of the Company

The ceiling for the above perquisites will be equal to 100% of basic salary.

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

Subject to provisions of Income Tax Act, payment made by the Company directly to a hospital approved by the jurisdictional Chief Commissioner of Income Tax in connection with the treatment of prescribed disease shall not be included in the computation of perquisites for the purposes of calculating such ceiling.

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 or Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, 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 and the dependent children of Mr. Kamal Kishore Sarada.

- Commission** : In addition to salary, perquisites /allowances payable, Mr. Kamal Kishore Sarada will be entitled to commission, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the NRC/Board of the Company at the end of each financial year, subject to the overall ceiling stipulated in the Companies Act, 2013 /Listing Regulations.
- Minimum Remuneration** : Notwithstanding the above, where in any financial year during the currency of term of office of Mr. Kamal Kishore Sarada, the Company has made no profits or its profits are inadequate, the Company shall pay salary and perquisites /allowances (except commission) as specified above to Mr. Kamal Kishore Sarada.
- Compensation for loss of office** : In the event of loss of office of the Executive Chairman, Mr. Kamal Kishore Sarada shall be paid compensation in the manner and to the extent permissible under the provisions of Section 202 of the Companies Act, 2013.

Mr. K.K. Sarada, subject to the superintendence, control and direction of the Board of Directors, shall perform such functions as may be conferred upon him by the Board of Directors from time to time. Mr. Kamal Kishore Sarada shall be also designated as Key Managerial Personnel as required under the Companies Act, 2013 and shall not be liable to retire by rotation.

Since Mr. Kamal Kishore Sarada is 72 years of age, necessary Special Resolution, as required under the provisions of the Companies Act and SEBI Listing Regulations, for appointment and payment of remuneration to the Chairman is set out herein.

Except Mr. Kamal Kishore Sarada and Mr. Pankaj Sarada and their relatives and also the promoters/promoter group, no other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item No.1 of the Notice. Mr. Pankaj Sarada is son of Mr. Kamal Kishore Sarada. The Board recommends the Special Resolution set out at Item No.1 of the Notice for approval by the shareholders.

This may also be treated as an abstract of the terms and conditions of the Agreement between the Company and Mr. Kamal Kishore Sarda, Chairman pursuant to Section 190 of the Companies Act, 2013.

### Item No.2

The present term of Mr. Pankaj Sarda as Wholetime Director (designated as Joint Managing Director) shall expire on 31st October 2027. The term was approved by the members in the 49th Annual General Meeting held on 29th September 2022.

The Board of Directors of the Company, on the recommendation of Nomination & Remuneration Committee, in its meeting held on 8th February 2025, has unanimously considered and approved the appointment of Mr. Pankaj Sarda, S/o Kamal Kishore Sarda as Managing Director of the Company for a period of five years w.e.f. 1st April 2025. Mr. Pankaj Sarda aged 45 years has done his B.E. (Industrial Engineering) from Nagpur University, Nagpur and Masters from Purdue University, USA. He has nearly 22 years of experience in the field of strategic planning, production, operations and general management. Presently, he is in charge of day to day management.

Brief profile and other information in respect of Mr. Pankaj Sarda, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings) is as under:

1		Name	Mr. Pankaj Sarda (DIN: 00008190)
2	i)	Age	45 years
	ii)	Qualification	B.E. (Industrial Engineering) from Nagpur University, Nagpur and Masters from Purdue University, USA.
	iii)	Date of appointment	31.10.2007
3		Experience	Nearly 22 years Industrial Experience.
4		Terms & Conditions of appointment	Mr. Pankaj Sarda is proposed to be appointed as Managing Director of the Company, w.e.f. 01.04.2025, liable to retire by rotation.  Other terms and conditions are as set out hereunder.
5		Remuneration last drawn (including sitting fees, if any) (per annum)	₹ 6.02 crore (F.Y. 2023-24)
6		Remuneration proposed to be paid	As set out in the explanatory statement.
7		Other Directorships	ABS Engineers Private Limited Comienzo Agri Science Limited Kalyani Coal Mining Private Limited Natural Resources Energy Private Limited Prachi Agriculture & Properties Private Limited Raipur Mega Food Park Private Limited Rishabh Mining & Transport Company Private Limited Sarda Agriculture & Properties Private Limited Sarda Dairy & Food Products Limited Sarda Energy Limited
8		Chairman/ Member of Committees	Sarda Energy & Minerals Limited- Member - Audit Committee Member – Risk Management Committee Member – Stakeholders’ Relationship Committee Sarda Dairy & Food Products Limited- Member – Audit Committee Member – Nomination & Remuneration Committee Comienzo Agri Science Limited- Member – Audit Committee Sarda Energy Limited- Member – Corporate Social Responsibility Committee
9		Shareholding in the Company	67,14,410 Equity shares
10		No. of Board Meetings attended/ held during Financial Year 2024-25	5/5 (till the date of approval of this Notice)

11	Relationship with Directors	Mr. Kamal Kishore Sarda, Chairman & Managing Director of the Company is relative of Mr. Pankaj Sarda, as per Section 2 (77) of the Companies Act, 2013 read with The Companies (Specification of definitions details) Rules, 2014.
12	Listed entities from which resigned in the past three years	Nil

The proposed appointment of Mr. Pankaj Sarda shall be on the following terms & conditions:

- Salary** : Based on the performance of the Company and evaluation of individual performance by the Nomination & Remuneration Committee [NRC]/ Board of Directors [Board], such sum as may be approved by the NRC /Board, in the range of ₹ 5,00,000/- p.m. to ₹ 20,00,000/- p.m. The increment will be merit based taking into account the Company's performance.
- Performance Allowance** : 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 Rs.2,40,00,000/- p.a.
- Perquisites** : In addition to the salary and performance allowance, subject to a ceiling equal to 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 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 insurance and medical expenses for self and family incurred at hospitals other than permitted hospitals for diseases other than the diseases prescribed under the Income Tax Act shall be taxable as perquisite within the ceiling placed by the shareholders.
  - 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.

Subject to provisions of Income Tax Act, payment made by the Company directly to a hospital approved by the jurisdictional Chief Commissioner of Income Tax in connection with the treatment of prescribed disease shall not be included in the computation of perquisites for the purposes of calculating such ceiling.

Provision for use of Company's car, telephone and internet connectivity 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 and the dependent children of Mr. Pankaj Sarada.

<b>Commission</b>	:	In addition to salary, perquisites and allowances payable, Mr. Pankaj Sarada will be entitled to commission, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the NRC/Board of the Company at the end of each financial year, subject to the overall ceiling stipulated in the Companies Act, 2013 /Listing Regulations.
<b>Compensation for loss of office</b>	:	In the event of loss of office of the Managing Director, he shall be paid compensation in the manner and to the extent permissible under the provisions of the Companies Act, 2013.
<b>Minimum Remuneration</b>	:	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.

Mr. Pankaj Sarada, subject to the superintendence, control and direction of the Chairman and the Board of Directors, shall perform such functions as may be conferred upon him by them from time to time. Mr. Pankaj Sarada shall also be designated as Key Managerial Personnel as required under the Companies Act, 2013 and shall be liable to retire by rotation.

Except Mr. Pankaj Sarada and Mr. Kamal Kishore Sarada, and their relatives and also the promoters/promoter group, no other 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.2 of the Notice. Mr. Kamal Kishore Sarada is father of Mr. Pankaj Sarada. The Board recommends the Ordinary Resolution set out at Item No.2 of the Notice for approval by the shareholders.

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

### Item No.3

The Board of Directors of the Company, on the recommendation of Nomination & Remuneration Committee, in its meeting held on 8th February 2025, has unanimously considered and approved the appointment of Mr. Anant Sarada, S/o Kamal Kishore Sarada as Non-Executive Non- Independent Director of the Company w.e.f. 1st April 2025, liable to retire by rotation.

Brief profile and other information in respect of Mr. Anant Sarada, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings) is as under:

1		Name	Mr. Anant Sarada (DIN: 07908187)
2	i)	Age	29 years
	ii)	Qualification	B.Sc Engineering from Purdue University, Indiana, USA and MBA from London Business School UK
	iii)	Date of First appointment on the Board	Proposed to be appointed w.e.f. 01.04.2025
3		Brief Resume (including expertise in specific functional areas)	Around 7 years of business experience in Budgeting & Costing related matters, Treasury Operations, Investments and related activities, Review of plant operations and implementation of efficiency improvement projects and Investor Relations Management.
4		Terms & Conditions of appointment	Mr. Anant Sarada is proposed to be appointed as Non-Executive Non-Independent Director of the Company w.e.f. 01.04.2025, liable to retire by rotation.  Other terms and conditions are as set out hereunder.
5		Remuneration last drawn (including	Appointment effective from 01.04.2025

		sitting fees, if any) (per annum)	
6		Remuneration proposed to be paid	Sitting fees and commission as per the terms of remuneration for non-executive directors approved by the members at the 41st AGM.
7		Other Directorships	Comienzo Agri Science Limited Prem Agriculture and Property P Limited Kalyani Coal Mining Private Limited Parvatiya Power Limited Chhatisgarh Investments Limited
8		Chairman/ Member of Committees	Chhatisgarh Investments Limited- Member – Risk Management Committee Member – Corporate Social Responsibility Committee Member – Stakeholders’ Relationship Committee Comienzo Agri Science Limited- Member – Nomination & Remuneration Committee
9		Shareholding in the Company	78,52,890 Equity shares
10		No. of Board Meetings attended/ held during Financial Year 2024-25	N.A.
11		Relationship with Directors	Mr. Kamal Kishore Sarda, Chairman & Managing Director and Mr. Pankaj Sarda Jt. Managing Director of the Company are relatives of Mr. Anant Sarda, as per Section 2 (77) of the Companies Act, 2013 read with The Companies (Specification of definitions details) Rules, 2014.
12		Listed entities from which resigned in the past three years	Nil

Mr. Anant Sarda is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. Given the qualification and experience of Mr. Anant Sarda, the Board feels that appointment of Mr. Anant Sarda as Non-Executive Director of the Company is appropriate and in the best interest of the Company.

In line with the Company’s Remuneration Policy, Mr. Anant Sarda, will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings and commission on annual basis of such sum as may be approved by the Board of Directors and shareholders within the overall limits under Companies Act, 2013 up to 1% of the net profits of the Company during any financial year, in aggregate payable to Non-Executive Directors. Details of remuneration paid to Non-Executive Directors shall be disclosed as part of the Annual Report.

Copy of draft letter of appointment of Mr. Anant Sarda setting out the terms and conditions of appointment shall be available for inspection by the members.

Except Mr. Anant Sarda, Mr. Kamal Kishore Sarda and Mr. Pankaj Sarda, and their relatives and also the promoters/promoter group, no other 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.3 of the Notice. Mr. Kamal Kishore Sarda is father of Mr. Anant Sarda and Mr. Pankaj Sarda is brother of Mr. Anant Sarda. The Board recommends the Ordinary Resolution set out at Item No.3 of the Notice for approval by the shareholders.

By Order of the Board  
For Sarda Energy & Minerals Ltd.  
Sd/-  
(Manish Sethi)  
Company Secretary  
M.No. A18069

Raipur  
February 8, 2025  
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