



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 52nd Annual General Meeting of the members of Sarda Energy & Minerals Limited will be held on Thursday, 25th September 2025 at 11.30 a.m. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), to transact the following business:

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at 73-A, Central Avenue, Nagpur 440018, which shall be deemed venue of the AGM.

Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended 31st March 2025 along with the reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the year ended 31st March 2025 together with the Report of the Auditors thereon.
3. To declare dividend @ ₹ 1.50 per share (150%) on equity shares for the financial year ended 31st March 2025.
4. To appoint a director in place of Mr. Padam Kumar Jain (DIN: 00008379), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for reappointment.

Special Business

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to receipt of such other approvals, consents and permissions as may be required, M/s.

S.G. Kankani & Associates, Practising Company Secretaries, having Firm Registration Number P1998CG012600, be and are hereby appointed as Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive years, to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 57th AGM of the Company to be held in the Year 2030, 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 Secretarial Audit 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."

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

"RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026, 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."

7. 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 196, 197, and other applicable provisions

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if any, of the Companies Act, 2013 ("The Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 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 the Articles of Association of the Company, Mr. Padam Kumar Jain (DIN: 00008379) be and is hereby re-appointed as Wholetime Director of the Company for a period of Five years with effect from 1st June, 2026, liable to retire by rotation, on such terms and conditions as set out in the Statement annexed to the notice convening this meeting, with liberty 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. Padam Kumar Jain, provided however, such alterations are within the maximum limits approved by the members / laid down in the Companies Act, 2013 for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient 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 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and 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), Ms. Tripti Sinha (DIN: 07837793), who holds office as an Independent Director upto 19th October, 2025 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b)

of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying intention to propose her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years from 20th October 2025 to 19th October, 2030.

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."

9. 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 the Section 14 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 read with the relevant rules, consent of the members of the Company be and is hereby accorded to amend the Articles of Association of the Company as under:

- A. Existing Article 26 shall be substituted by the following amended Article 26:
26. Notwithstanding anything contained in these Articles, if the terms of the financial assistance so provide, the Lender(s) (meaning any bank, financial institution or such other financing entities granting financial assistance to the Company whether in the form of loans or subscription to the debentures issued by the Company or otherwise and shall include their agents and trustees) shall have the right to appoint, upon the occurrence and during continuance of an event of default, 1 (one) director on the Board (such director is hereinafter referred to as "Nominee Director") or 1 (one) observer on the Board (such observer is hereinafter referred to as "Observer").

Further –

- i) The Nominee Director or the Observer
 - a) shall not be required to hold qualification shares
 - b) shall not be liable to retire by rotation

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- c) shall be appointed as a member of such committees of the Board as desired by the Lenders;
- ii) if at any time, the Nominee Director is not able to attend a meeting of the Board or any of its committees, of which he is a member, the Lenders may depute an observer to attend the meeting;
- iii) any expenditure incurred by the Lenders and/ or the Nominee Director in connection with his appointment as director shall be borne and payable by the Company;
- iv) subject to compliance of applicable provisions of the Act, the appointment/ removal of the Nominee Director/ Observer shall be by a notice in writing by the Lenders addressed to the Company and shall (unless otherwise indicated by the Lenders) take effect forthwith upon such a notice being delivered to the Company;
- v) the Nominee Director/ Observer shall be entitled to all the rights, privileges and indemnities of other directors including the sitting fees and expenses as are payable by the Company to the other directors, but if any other fees, commission, moneys or remuneration in any form are payable by the Company to the directors in their capacity as directors, the fees, commission, moneys and remuneration in relation to such Nominee Director/ Observer shall accrue to the Lenders and the same shall accordingly be paid by the Company directly for the account of the Lenders;
- vi) the Nominee Director or the Observer, as the case may be, shall have the right to provide information regarding the Company, that is in the Nominee Directors' or Observers' discretion, relevant for the Lenders, or relevant to or pertaining to the relevant financing documents;
- vii) the Nominee Director or the Observer shall not be liable for any act or omission of the Company;
- viii) the Nominee Director or the Observer and the Lenders shall be held harmless from and against any and all expenses, liabilities and losses incurred or suffered by the Nominee

Director or the Observer or the Lenders, as the case may be in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, asserted against, imposed upon, or incurred or suffered by the Nominee Director, the Observer or the Lenders (including attorney's fees and expenses), directly or indirectly, resulting from default of the Company.

- B. Existing Article 28 shall be substituted by the following amended Article 28:
- 28. A person shall not be capable of being appointed a Director of the Company if he has attained the age of 80 years, provided that, where a person has been appointed as director of the Company before he has attained the age of 80 years, he shall not be required to vacate his office after his appointment before the expiry of his term merely on the ground that he has attained that age within that period.
- C. Existing Article 37 be deleted.
- D. Existing Articles 38, Article 39 and Article 40 be renumbered as Article 37, Article 38 and Article 39 respectively.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a duly authorized Committee constituted by the Board thereof) and/or any other Key Managerial Personnel of the Company, be and are hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the appropriate authorities in due compliance of the applicable rules and regulations, and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental or desirable, and to settle any question, difficulty or doubt that may arise in this regard."

10. 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 ₹ 1,000 crore (Rupees one thousand 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 herein to any Committee of Directors or any Director(s) or executive(s)/ officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effect to this Resolution."

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

Sd/-
(Manish Sethi)

Company Secretary
M. No. A18069

Raipur
2nd August 2025

Registered Office:

Sarda Energy & Minerals Limited

CIN: L27100MH1973PLC016617

73-A, Central Avenue

Nagpur (M.H.) 440018

Ph: +91-712-2722407

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Notes:

1. Pursuant to General Circular nos. 14/2020, 17/2020, 20/2020, 02/2021, 9/2023, 9/2024 issued by the Ministry of Corporate Affairs ("MCA") and Circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, October 7, 2023 and October 3, 2024 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), as amended from time to time, companies are allowed to hold "AGM" through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Circulars, the 52nd AGM of the Company is being convened through VC / OAVM.
2. The Company has appointed National Securities Depository Limited ("NSDL"), to provide VC/OAVM facility for the AGM and the attendant enablers for conducting the AGM.
3. Pursuant to the provisions of the MCA Circulars and SEBI Circular for conducting AGM through VC/ OAVM:
 - a. Members can attend the Meeting using the remote e-Voting login credentials provided to them to connect to Video conference.
 - b. Pursuant to the provisions of the Companies Act, 2013 ("the Act"), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice.
 - c. Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM, participate thereat and cast their votes through remote e-voting or e-voting during the Meeting.
 - d. In case of joint holders attending the AGM through video conferencing, only such joint holder who is higher in the order of names will be entitled to do the e-Voting.
4. Attendance at the meeting will be on first come first serve basis, as participation through video conferencing will be available for 1,000 members and will be closed on expiry of 15 minutes from the scheduled time of the AGM. Members can login and join 15(fifteen) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time of the Meeting. However, the participation of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors, etc. is not restricted on first come first serve basis.
5. The attendance of the Members (members logins) attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In line with the MCA Circulars and SEBI Circular, the Notice calling the AGM and Annual Report has been uploaded on the website of the Company at www.seml.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and is also available on the website of e-voting agency NSDL at www.evoting.nsdl.com.
7. Procedure for obtaining the Annual Report, AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with Registrar & Transfer Agent on physical folios.

In terms of the above-referred MCA Circulars and SEBI Circular, the Company has sent the Annual Report, Notice of AGM and e-Voting instructions only in electronic form to the registered email addresses of the shareholders. Additionally, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall also send a letter to Members whose e-mail IDs are not registered with Company/ RTA/ Depositories providing the weblink of Company's website from where the Annual Report and AGM Notice of the Company for FY 2024-25 can be accessed. Shareholders who have not yet registered their email address are requested to get their email addresses registered by following the

procedure given below:

- a. Those shareholders who have registered an incorrect email address /contact detail, may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with M/s Bigshare Services Private Limited, Registrar & Transfer Agent of the Company ("RTA") in case the shares are held in physical form.
 - b. Shareholders who have not registered their e-mail address /contact details and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may also temporarily get their email address / contact details, by writing to Company's R&T Agent for sending the same.
8. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
 9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form.
 10. An Explanatory Statement pursuant to Section 102 of the Act which sets out details relating to the Special Business at the Meeting is annexed hereto and forms part of the Notice.
 11. Details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and disclosure requirements in terms of Secretarial Standard on General Meetings ('SS-2') issued by The Institute of Company Secretaries of India, in respect of the Director(s) seeking appointment/ re-appointment at the Annual General Meeting are provided in the Corporate Governance Report forming part of the Annual Report. The Directors have furnished the requisite declarations for their appointment/re-appointment.

12. The Record Date for determining eligibility of Members for payment of dividend for F.Y. 2024-25 has been fixed as 22nd August 2025.
13. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

Shareholders are requested to note that if their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by updating the same with the Company/RTA.

It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from the shareholder, there would still be an option available with the shareholder to file the return of income and claim an appropriate refund, if eligible.

In view of the circular issued by SEBI, the Electronic Clearing Services ("ECS/NECS") facility should mandatorily be used by the companies for the distribution of dividend to its Members. To avail the facility of ECS/ NECS, Members holding shares in physical form are requested to provide bank account details to the Company or its RTA. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

14. Pursuant to SEBI Master Circular no. SEBI/HO/ MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 issued to the Registrar and Transfer Agents and SEBI

Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, as amended, SEBI has mandated that, with effect from April 1, 2024, dividend to the security holders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its RTA.

The forms for updation of PAN, KYC, Bank details and Nomination are available on our website at <https://www.seml.co.in/shares.php>. In view of the above, we urge Members holding shares in physical form to submit the required forms duly filled up and signed, along with the supporting documents at the earliest to the RTA at investor@bigshareonline.com. Towards this, the Company has communicated to the members holding shares in physical form, in relation to applicable SEBI Circular(s). Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

Further, Members holding shares in physical form are requested to ensure that their PAN is linked to their Aadhaar card.

15. Members may please note that SEBI has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website <https://www.seml.co.in/shares.php> and on the website of the Company's RTA at www.bigshareonline.com. It may be noted that any service request can be processed only after the folio is KYC compliant.
16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested

under Section 189 of the Act will be available for inspection during the AGM, if the members so desire. All documents referred to in the Notice will also be available electronically for inspection, without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to agmqueries@seml.co.in.

17. The Company has transferred the unpaid or unclaimed dividends declared up to financial year 2016-17, 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 on the website of the Company and also on the website of the Ministry of Corporate Affairs. Members are requested to refer Corporate Governance Report section in the Annual Report for details.
18. 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. Please refer Corporate Governance Report section in the Annual Report for further details.
19. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company's website www.seml.co.in. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no(s).

20. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://seml.co.in/Shares/ODR%20Details.pdf>

21. The instructions for shareholders voting electronically are as under:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), SS-2 and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 52nd AGM. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by National Securities Depository Limited (NSDL). Members who have voted through remote e-Voting will be eligible to attend the AGM but will not be eligible to vote thereat.

- i. The remote e-voting period commences on Monday, 22nd September 2025 (9.00 a.m. IST) and ends on Wednesday, 24th September 2025 (5.00 p.m. IST). During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 18th September 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present at the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting, shall be eligible to vote through e-voting system during the AGM.
- ii. Once the vote on a resolution is cast by the Member, such Member will not be allowed to change it subsequently.
- iii. A person who is not a Member as on cut-off date should treat this Notice for information purpose only.

iv. 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, viz., Thursday, 18th September 2025 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through electronic voting system. Any shareholder(s) holding shares in physical form or non-individual shareholders who acquire shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date of Thursday 18th September 2025, may obtain the User ID and Password by sending a request at evoting@nsdl.com. However, if the Member is already registered with NSDL for remote e-Voting then the Member can use the existing User ID and password for casting the vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 4886 7000. In case of Individual Shareholder who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares in demat mode as on the cut-off date, you may follow the steps mentioned under **'Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.'**

v. Mr. Kamlesh Ojha (FCS: 10807, CP: 14660) or failing him, Mr. S.G. Kankani, (FCS: 3127, CP: 14730) from M/s. S.G. Kankani & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorized by him in writing, who shall countersign the same. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company www.seml.co.in. The result will simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the

Company are listed. The results will also be displayed at the Notice board of the company at its Registered Office and will be placed on the website of NSDL i.e., www.evoting.nsdl.com.

- vi. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM i.e., 25th September 2025.
- vii. The detailed steps on the process and manner to access the VC/OAVM facility at the AGM and for remote e-voting/e-voting at the AGM and are as follows:

Step 1: Access to NSDL e-voting system

- A) Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	A. NSDL IDeAS facility For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are already registered, follow the below steps: 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile phone. 2. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. 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. 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. 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 or joining virtual meeting & e-voting during the meeting.

Type of shareholders	Login Method
.	If you are not registered, follow the below steps: - Option to register is available at https://eservices.nsdl.com - Select 'Register Online for IDeAS' Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Please follow steps given in points 1-5 B. 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 phone. - Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. - 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. - After successful authentication, you will be redirected to NSDL webshizite 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 or joining virtual meeting & e-voting during the meeting. C. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi/Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL's website www.cdslindia.com Click on login and New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from e- Voting link available on www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & 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.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	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. 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 or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

- Visit the e-voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders/Members' section.
- 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 e-services i.e., IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e., cast your vote electronically.

iv. Your User ID details are given below:

Manner of Holding shares Demat (NSDL or CDSL) or Physical	Your User ID is:
a) Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID. For example, if your DPID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) 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) 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***

v. 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 email ID. Trace the email sent to you by NSDL and open the attachment i.e., a 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 the steps mentioned in process for those shareholders whose email ids are not registered.

vi. If you are unable to retrieve or have not received the 'initial password' or you 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.
- b. Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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.

vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

viii. Now, you will have to click on "Login" button.

ix. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: How to cast your vote electronically on NSDL e-Voting system and join General Meeting on NSDL e-Voting system?

- i. 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".
- ii. After clicking 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.
- iii. Select "EVEN" of "Sarda Energy & Minerals Limited." Now you are ready for e-voting as the Voting page opens. For joining virtual meeting, you need to click on "VC/OAVM" link placed under 'Join Meeting'.
- iv. 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.
- v. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the "print" option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

22. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@seml.co.in.
- b. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@seml.co.in. If you are an Individual shareholder holding securities in

demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

- c. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 - d. In terms of SEBI circular dated December 9, 2020, on e-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.
23. Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting Form ISR-1 duly filled and signed by the shareholders. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/RTA to enable servicing of notices/documents/ Integrated Reports and other communications electronically to their e-mail address in future.
24. The instructions for Members for e-voting at the AGM
- a. The procedure for e-Voting at the AGM is same as the instructions mentioned above for remote e-voting.
 - b. As mentioned hereinabove, only those Shareholders, who will be present at the AGM through VC/ OAVM facility and who have not cast their vote by remote voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
 - c. Shareholders who have voted through remote e-voting will be eligible to attend the AGM and their presence shall be counted for the purpose of quorum, however such Shareholders shall not be entitled to cast their vote again at the AGM.
 - d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
25. Instructions for the Members for attending the AGM through VC/OAVM are as under:
- a) Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at www.evoting.nsdl.com by following the steps mentioned under 'Access NSDL e-Voting system'. After successful login, Member(s) can click on link of 'VC/OAVM' placed under 'Join Meeting' menu against the Company name. You are requested to click on 'VC/OAVM link' placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of the Company will be displayed. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID/Password may retrieve the same by following the process as given herein before.
 - b) Members are encouraged to join the Meeting through laptops, for better experience.
 - c) Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants may experience Audio/ Video loss due to fluctuations in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
26. Procedure to raise questions/seek clarifications with respect to Annual Report:
- a. As the AGM is being conducted through VC/ OAVM, Members are encouraged to express their views/ send their queries in advance mentioning their name, DP Id and Client Id/Folio No., e-mail id, mobile number at agmqueries@seml.co.in to enable smooth conduct of proceedings at the AGM. Questions/Queries received by the Company on or before Saturday, 20th September 2025 shall only be considered and responded to during the AGM.
 - b. Members who would like to express their views or ask questions during the AGM may pre-

register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at agmqueries@seml.co.in between Friday, 19th September 2025 (9:00 a.m. IST) to Monday, 22nd September 2025 (5:00 p.m. IST). The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.

27. General Guidelines for shareholders

- a. 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 with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their log in.
- b. 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.
- c. In case of any query, please refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 022-4886 7000 or send a request at evoting@nsdl.co.in.

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

**Sd/-
(Manish Sethi)**

Company Secretary
M. No. A18069

Raipur

2nd August 2025

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

Statement Pursuant to Section 102(1) of The Companies Act, 2013 ("Act")

The following Statement sets out all material facts relating to Item Nos. 5 to 10 mentioned in the accompanying Notice.

Item No.5

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on May 24, 2025 have approved and recommended the appointment of M/s. S.G. Kankani & Associates, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: P1998CG012600) as Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive years to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 57th (Fifty Seventh) AGM of the Company to be held in the Year 2030 on following terms and conditions:

- a) Term of appointment: Upto 5 (Five) consecutive years from the conclusion of this AGM till the conclusion of 57th AGM.
- b) Proposed Fees: Upto Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee.

The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.

- c) Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the full time partners, secretarial audit,

experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

- d) Credentials: M/s. S.G. Kankani & Associates is a firm of Practicing Company Secretaries based at Raipur (C.G.). The firm was set up in 1998. The firm is registered (Reg. No. P1998CG012600) with the Institute of Company Secretaries of India (ICSI). The firm is Peer Reviewed Firm vide Registration No.1396/2021. M/s. S.G. Kankani & Associates offers a wide spectrum of services in the field of Corporate Secretarial Services, Corporate Advisory Services, Secretarial Audit and other Audits, Listing Compliances, Vetting / Drafting of Agreements & Documents, Corporate Litigations, Agreements & Documents, Corporate Litigations, Banking & Finance, FEMA, Indirect Taxation (GST & Service Tax).

M/s. S.G. Kankani & Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI LODR Regulations.

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.

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

Item No.6

The Board, on the recommendation of the Audit Committee, has in its meeting held on 24th May 2025, 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 2026 at a remuneration not exceeding Rs. 2,50,000/- (Rupees two lakh fifty 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March 2026.

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.

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

Item No.7

On the recommendation of the Nomination & Remuneration Committee, the Board of Directors of

the Company, in its meeting held on 2nd August 2025, has, subject to the approval of the members in the general meeting by way of Ordinary Resolution, re-appointed Mr. Padam Kumar Jain, S/o Late Shri M.C. Jain as Wholetime Director of the Company for a period of five years w.e.f. 1st June 2026. Mr. Padam Kumar Jain is a Fellow Member of the Institute of Chartered Accountants of India and an Associate Member of the Institute of Company Secretaries of India. Mr. Jain has an experience of nearly 39 years in the field of finance, accounting, Costing, Secretarial, taxation and corporate laws.

The proposed re-appointment of Mr. Padam Kumar Jain 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 ₹ 3,00,000/- p.m. to ₹ 15,00,000/- 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 ₹ 1,80,00,000/- p.a.																		
Perquisites	:	In addition to the salary and performance allowance, subject to a ceiling equal to 100% of the annual salary, Mr. Padam Kumar Jain will be entitled to such perquisites in such form and manner as the Nomination & Remuneration Committee / Board of the Company may decide, including but not restricted to the following: <table><tr><td>a)</td><td>Furnished accommodation with expenditure on gas, electricity, water and maintenance and repair thereof, or</td></tr><tr><td></td><td>House Rent Allowance and House Maintenance Allowance with expenditure on gas, electricity, water and furnishings.</td></tr><tr><td>b)</td><td>Leave Travel Allowance for self and family</td></tr><tr><td>c)</td><td>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.</td></tr><tr><td>d)</td><td>Personal Accident Insurance</td></tr><tr><td>e)</td><td>Club Fees</td></tr><tr><td></td><td>and such other perquisites and allowance in accordance with the Rules of the Company or as may be agreed by the Nomination & Remuneration Committee / Board.</td></tr><tr><td></td><td>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.</td></tr><tr><td></td><td>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.</td></tr></table>	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 / Board.		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.
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 / Board.																			
	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. Padam Kumar Jain.

Commission	:	In addition to salary, perquisites and allowances payable, Mr. Padam Kumar Jain 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.
Compensation for loss of office	:	In the event of loss of office of the Whole-time Director, he shall be paid compensation in the manner and to the extent permissible under the provisions of the Companies Act, 2013.
Minimum Remuneration	:	Notwithstanding the above, where in any financial year during the currency of term of office of Mr. Padam Kumar Jain, 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. Padam Kumar Jain.

The NRC / Board shall also be empowered to approve suitable interchange between various heads of remuneration for meeting any statutory requirements subject to the condition that the above given overall ceilings shall not be breached.

Mr. Padam Kumar Jain shall also continue to be the Chief Financial Officer of the Company. Mr. Padam Kumar Jain be also designated as Key Managerial Personnel as required under the Companies Act, 2013.

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

Details required in terms of Regulation 36 (3) of SEBI (LODR) Regulations, 2015, read with Secretarial Standards on General Meetings are made a part of the Corporate Governance Report forming part of the Annual report. Members are requested to refer the same. Mr. Padam Kumar Jain has given his consent for re-appointment and has confirmed that he is not disqualified for being appointed as Director.

The Board recommends the Ordinary Resolution set out

at Item No.7 of the Notice for approval of the members. The present term of Mr. Padam Kumar Jain as Wholetime Director shall expire on 31st May 2026. In terms of the provisions of the Companies Act, the re-appointment can be considered upto one year before the expiry of the current tenure, and hence the resolution.

Except Mr. Padam Kumar Jain and his relatives, no other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No.7 of the Notice.

The above may also be treated as an abstract of the terms and conditions of the Agreement between the Company and Mr. Padam Kumar Jain, Wholetime Director pursuant to Section 190 of the Companies Act, 2013.

Item No. 8

Ms. Tripti Sinha (DIN: 07837793), holds the office as Independent Director of the Company upto 19th October 2025 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). It is proposed to re-appoint her as Independent Director, not liable to retire by rotation, for the second term of five years from 20th October 2025 to 19th October 2030.

As per Section 149 of the Companies Act, 2013 such re-appointment requires the approval of the shareholders by way of Special Resolution.

In the opinion of the Board, Ms. Tripti Sinha fulfils the conditions for re-appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management. Ms. Tripti Sinha, is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given her consent to act as Director. The Company has also received declaration from her stating that she meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

Ms. Tripti Sinha is entitled to receive remuneration by way of fees and reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission, if any, in terms of Section 197 and other applicable provisions of the Act 2013, and as determined by the board from time to time, within the overall limits specified under the Act 2013 as well as the SEBI (LODR) Regulations, 2015.

Details required in terms of Regulation 36 (3) of SEBI (LODR) Regulations, 2015, read with Secretarial Standards on General Meetings are made a part of the Corporate Governance Report forming part of the Annual report. Members are requested to refer the same.

Copy of draft letter of appointment of Ms. Tripti Sinha setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The Nomination & Remuneration Committee and the Board of Directors, were of the opinion, after evaluating her performance, appropriate mix of skills, experience, competency and other attributes, and after considering the background and experience, that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services as Independent Directors.

Notice have been received from member of the Company under Section 160 of the Act 2013, signifying the intention to propose the candidature of Ms. Tripti Sinha as Independent Director.

The board therefore recommends the Special Resolution as set out at item no. 8 of the Notice for approval by the shareholders of the Company.

Except Ms. Tripti Sinha and her relatives, 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.8 of the Notice.

Item No.9

The existing Article 26 empowering IDFC to appoint nominee director is proposed to be replaced by a new Article to empower lenders to appoint nominee director as IDFC no more holds shares subscribed through preferential allotment in the year 2007. The maximum age limit of any person for appointment as a director prescribed in Article 28 is proposed to be revised from 75 years to 80 years to take advantage of their rich experience. Article 37 related to common seal of the company is proposed to be deleted as the use of Common Seal has been made optional.

Pursuant to Section 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders by passing a Special Resolution.

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.

The Board recommends the Special Resolution set forth in Item No. 9 of the Notice for the approval of the Members.

Item No.10

The members of the Company, at the 51st Annual General Meeting held on 26th September 2024, 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 26th September 2024. 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, 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. 10 of the Notice, upto an aggregate value not exceeding ₹ 1,000 crore through issuance of NCDs in the international and/or domestic capital markets, within a period of one year from the date of the 52nd Annual General Meeting.

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.

The Board recommends the Special Resolution set forth in Item No. 10 of the Notice for the approval of the Members.

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

Sd/-
(**Manish Sethi**)

Company Secretary
M. No. A18069

Raipur

2nd August 2025

Registered Office:

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