



## 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 and General Circular No. 09/2023 dated September 25, 2023 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 Friday, April 26, 2024. 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 Friday, April 26, 2024, 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 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), Mr. Rajeev Sharma (DIN: 00973413), who has been appointed as an Additional Director in the category of Independent Director of the Company by the Board of Directors, based on the recommendation of Nomination & Remuneration Committee with effect from February 3, 2024 under Section 161 of the Companies Act, 2013 and 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 an Independent Director of the Company, for a first term of five years from February 3, 2024, not 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."

2. To consider and, if thought fit, to pass, 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), Mr. Upendra Prasad Singh (DIN: 00354985), who has been appointed as an Additional Director in the category of Independent Director of the Company by the Board of Directors, based on the recommendation of Nomination & Remuneration Committee with effect from March 20, 2024 under Section 161 of the Companies Act, 2013 and 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 an Independent Director of the Company, for a first term of five years from March 20, 2024, not 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  
March 20, 2024  
**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](mailto:cs@seml.co.in); URL: [www.seml.co.in](http://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 and 2 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, March 22, 2024 ("**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, March 22, 2024.
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 March 28, 2024 (9:00 A.M. IST) and end on April 26, 2024 (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., April 26, 2024.
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](mailto: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 individualshareholders 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<b>A. NSDL IDeAS facility</b> <b>If you are already registered, follow the below steps:</b> <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.</li> </ol>

	<p>After successful authentication, you will be able to see e-voting services under Value Added Services section.</p> <p>4. Click on '<b>Access to e-voting</b>' appearing on the left-hand side under e-voting services and you will be able to see e-voting page.</p> <p>5. Click on options available against Company name or <b>e-voting service provider – NSDL</b> and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period.</p>
	<p><b>If you are not registered, follow the below steps:</b></p> <p>a. Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>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></p> <p>c. Please follow steps given in points 1-5</p> <p><b>B. e-voting website of NSDL</b></p> <p>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.</p> <p>2. Once the home page of e-voting system is launched, click on the icon '<b>Login</b>' which is available under 'Shareholder/Member' section.</p> <p>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.</p> <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 <b>e-voting service provider - NSDL</b> and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p><b>C. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</b></p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. 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.</p> <p>2. 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.</p> <p>3. 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></p> <p>4. 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.</p>
Individual Shareholders (holding securities in demat mode) login through	<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</p>

their depository participants	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.
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**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 and 022 2499 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 22 55 33

## **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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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](mailto:kamal@sgkindia.net) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or contact at 022 4886 7000 and 022 2499 7000 or send a request to NSDL at [evoting@nsdl.co.in](mailto: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](mailto: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](mailto: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 Board of Directors, on the recommendation of the Nomination and Remuneration Committee (NRC), at their meeting held on February 3, 2024, unanimously considered and approved the appointment of Mr. Rajeev Sharma (DIN: 00973413), aged 63 years, as an Additional Director in the capacity of Independent Director of the Company with effect from February 3, 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act) and Article 34 of the Articles of Association of the Company, to hold office of Independent Director for a first term of 5 (five) consecutive years with effect from February 3, 2024 to February 2, 2029, subject to the approval of the members by way of a Special Resolution.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the Members. Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders, for appointment or re-appointment of a person on the Board of Directors, is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, as Additional Director, Mr. Rajeev Sharma holds office upto May 2, 2024, being earlier of the available time periods and is eligible for being appointed as an Independent Director of the Company, subject to the approval of the Shareholders.

### **Skills & Capabilities required for the Independent Directorship, Process & Basis of Appointment**

The NRC had identified skills, expertise and competencies required by the Board for the effective functioning of the Company. The Company was on the lookout for highly skilled professionals from various fields who would be eminently qualified for being on the Board of the Company. The NRC with a view to further strengthen the competencies of the Board and after considering criteria such as qualifications, skillsets, experience, independence, knowledge, ability to devote sufficient time and attention to the professional obligations of an Independent Director, shortlisted profiles of selected candidates from a range of backgrounds. The NRC desired that the new Board member should have a deeper understanding and expertise in functional areas, plant operations, power sector, finance, risk management, etc.

Accordingly, from the shortlisted candidates, the NRC selected and recommended to the Board, the appointment of Mr. Rajeev Sharma as an Independent Director of the Company.

Brief profile and other information in respect of Mr. Rajeev Sharma, 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:

Name	Mr. Rajeev Sharma (DIN: 00973413)
Age	63 years
Qualifications	a) B.Tech in Electrical Engineering from G.B. Pant University, Pantnagar b) PG Diploma in Electronics and Communication and Master's in Engineering from IIT Roorkee c) Master's in Business Administration from Faculty of Management Studies, University of Delhi
Brief Resume (including expertise in specific functional areas)	Mr. Rajeev Sharma has nearly 40 years of experience across power sector value chain. During his long career, he has worked in various capacities with entities like Power Finance Corporation (PFC), Energy Efficiency Services Ltd (EESL), Rural Electrification Corporation Ltd. (REC), Deputy Secretary (Transmission & Hydro) – Ministry of Power, Government of India, Deputy Director – Central Electricity Authority, etc.  Mr. Rajeev Sharma has also received various awards / recognitions.
Terms and conditions of appointment	To be appointed as an Independent Director of the Company, not liable to retire by rotation for five years with effect from February 3, 2024.
Remuneration last drawn (including sitting fees if any) (covering meetings attended till the date of this Notice)	₹ 40,000/- as sitting fee
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.
Date of First appointment on the	February 3, 2024

Board	
Shareholding in the Company	Nil
Relationship with other directors / Key Managerial Personnel	No relationship
Number of meetings of the Board attended during financial Year (2023-24) (covering meetings attended till the date of this Notice)	2 of 2 (appointed w.e.f. February 3, 2024)
Directorship held in other Public companies (excluding Private and Section 8 Companies)	JSW Energy Ltd. Tata Power Solar Systems Ltd. TP Central Odisha Distribution Ltd. TP Western Odisha Distribution Ltd. TP Renewable Microgrid Ltd. Barmer Lignite Mining Company Ltd. Madhya Bharat Power Corporation Ltd. Polaris Smar Metering Pvt. Ltd.
Membership/ Chairmanship held in committees of other Public companies (excluding Private and Section 8 Companies) as on February 3, 2024	<u>JSW Energy Ltd.</u> Member – Corporate Social Responsibility Committee <u>TP Central Odisha Distribution Ltd.</u> Member- Audit Committee <u>Barmer Lignite Mining Company Ltd.</u> Member - Audit Committee Member - Nomination & Remuneration Committee
Listed entities from which resigned in the past three years	Nil

Mr. Rajeev Sharma 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. The Company has also received declaration from him to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015].

In the opinion of the Board, Mr. Rajeev Sharma fulfils the conditions specified in the Act, the Rules framed thereunder and SEBI Listing Regulations, for his appointment as an Independent Director and he is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Accordingly, it is proposed to appoint Mr. Rajeev Sharma as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years with effect from February 3, 2024, not liable to retire by rotation.

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

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

Except Mr. Rajeev Sharma and his relatives, none of the other directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

#### Item No.2

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee (NRC), at their meeting held on March 20, 2024, unanimously considered and approved the appointment of Mr. Upendra Prasad Singh (DIN: 00354985), aged 61 years, as an Additional Director in the capacity of Independent Director of the Company with effect from March 20, 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act) and Article 34 of the Articles of Association of the Company, to hold office of Independent Director for a first term of 5 (five) consecutive years with effect from March 20, 2024 to March 19, 2029, subject to the approval of the members by way of a Special Resolution.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the Members. Further, pursuant to Regulation 17(1C) of the SEBI



Listing Regulations, approval of shareholders, for appointment or re-appointment of a person on the Board of Directors, is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, as Additional Director, Mr. Upendra Prasad Singh holds office upto June 19, 2024, being earlier of the available time periods and is eligible for being appointed as an Independent Director of the Company, subject to the approval of the Shareholders.

#### **Skills & Capabilities required for the Independent Directorship, Process & Basis of Appointment**

The NRC had identified skills, expertise and competencies required by the Board for the effective functioning of the Company. The Company was on the lookout for highly skilled professionals from various fields who would be eminently qualified for being on the Board of the Company. The NRC with a view to further strengthen the competencies of the Board and after considering criteria such as qualifications, skillsets, experience, independence, knowledge, ability to devote sufficient time and attention to the professional obligations of an Independent Director, shortlisted profiles of selected candidates from a range of backgrounds. The NRC desired that the new Board member should have a deeper understanding and expertise in functional areas, administration, risk management, etc.

Accordingly, from the shortlisted candidates, the NRC selected and recommended to the Board, the appointment of Mr. Upendra Prasad Singh as an Independent Director of the Company.

Brief profile and other information in respect of Mr. Upendra Prasad Singh, 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:

Name	Mr. Upendra Prasad Singh (DIN: 00354985)
Age	61 years
Qualifications	a) B. Tech in Mechanical Engineering from IIT Kanpur b) M. Tech in Industrial & Management Engineering from IIT Kanpur
Brief Resume (including expertise in specific functional areas)	<p>Mr. Upendra Prasad Singh belongs to 1985 batch of Indian Administrative Service, born in Odisha Cadre. After a distinguished service of more than 37 years in IAS, Shri Singh superannuated as Secretary to Government of India, Ministry of Textiles, on October 31, 2022. Mr. Singh holds the distinction of being one of the longest serving Secretary to Government of India, from December 1, 2017 to October 31, 2022</p> <p>Mr. Singh has also served as Secretary, Department of Water Resources, River Development and Ganga Rejuvenation, Ministry of Jalshakti for more than three years. He has spent more than 6 years in water sector, both in the State and the Centre, including more than 3 years as Secretary to Govt of India. He was also first Director General of National Mission for clean Ganga.</p> <p>Mr. Singh has a rich experience of corporate sector. He headed a number of Public Sector Enterprises, both at Centre &amp; State and was a Director on the Board of a number of companies including Maharatna and Navratna Companies.</p> <p>Mr. Singh has been a Govt Nominee Director on the Boards of Allahabad Bank, United Bank of India, Steel Authority of India, KIOCL Ltd, ONGC and Oil India. He was also in additional charge of CMD OIL INDIA, now a Maharatna Company for about a year. During his incumbency as CMD Oil India he was instrumental in acquisition of two foreign assets Vankorneft &amp; TAAS Yuryakh in Russia.</p> <p>Mr. Singh also headed a few state PSUs such as Tribal Development Co-operative Corporation Ltd., Odisha State Civil Supplies Corporation Ltd. and Odisha Mining Corporation.</p>
Terms and conditions of appointment	To be appointed as an Independent Director of the Company not liable to retire by rotation for five years with effect from March 20, 2024.

Remuneration last drawn (including sitting fees if any) (covering meetings attended till the date of this Notice)	₹ 20,000/- as sitting fee
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.
Date of First appointment on the Board	March 20, 2024
Shareholding in the Company	Nil
Relationship with other directors / Key Managerial Personnel	No relationship
Number of meetings of the Board attended during financial Year (2023-24) (covering meetings attended till the date of this Notice)	1 of 1 (appointed w.e.f. March 20, 2024)
Directorship held in other Public companies (excluding Private and Section 8 Companies)	Jindal Ferrous Limited
Membership/ Chairmanship held in committees of other Public companies (excluding Private and Section 8 Companies)	None
Listed entities from which resigned in the past three years	Nil

Mr. Upendra Prasad Singh 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. The Company has also received declaration from him to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015].

In the opinion of the Board, Mr. Upendra Prasad Singh fulfils the conditions specified in the Act, the Rules framed thereunder and SEBI Listing Regulations, for his appointment as an Independent Director and he is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Accordingly, it is proposed to appoint Upendra Prasad Singh as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years with effect from March 20, 2024, not liable to retire by rotation.

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

The Board commends the Special Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

Except Mr. Upendra Prasad Singh and his relatives, none of the other directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

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

Raipur  
March 20, 2024  
**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](mailto:cs@seml.co.in); URL: [www.seml.co.in](http://www.seml.co.in)