



## **SARDA ENERGY & MINERALS LIMITED**

Regd. Off: 73-A, Central Avenue, Nagpur (MH.) 440018  
Ph: +91-712-2722407; Fax: +91-712-2722107; Email: cs@seml.co.in; URL: www.seml.co.in  
CIN: L27100MH1973PLC016617

### **Notice Pursuant to Section 110 of the Companies Act, 2013**

[read with the Companies (Management and Administration) Rules, 2014]

Dear Member,

**Notice** is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act"), including any amendment thereto or re-enactment thereof, if any, read with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws and regulations, to transact the following special business by the Members of Sarda Energy & Minerals Limited, by passing the Resolution through Postal Ballot / E-Voting.

The Explanatory Statement under Section 102 of the Companies Act, 2013 read with rules made thereto, setting out the material facts and the reasons for the Resolution, is also appended herewith. Mr. Kamlesh Ojha, Practicing Company Secretary of M/s. S.G. Kankani & Associates (PCS No.: 14660) has been appointed by the Board of Directors of your Company as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer will submit report to the Chairman & Managing Director or in his absence, to any person authorised by the Chairman & Managing Director, upon completion of scrutiny of the Physical Postal Ballots Forms and E-voting data provided by National Securities Depository Limited ('NSDL') in a fair and transparent manner. The results will be announced by the Chairman & Managing Director of the Company or by the person authorised by him on 18<sup>th</sup> March, 2019. The results of the Postal Ballot will also be displayed on the Company's website [www.seml.co.in](http://www.seml.co.in) & NSDL e-voting website [www.evoting.nsd.com](http://www.evoting.nsd.com) besides communicating to the Stock Exchanges where the Company's shares are listed.

The last date of voting viz 16<sup>th</sup> March, 2019, shall be the date on which the resolution shall be deemed to have been passed by the Members, if approved, by requisite majority.

#### **Special Business**

##### **1. Re-appointment of Mr. A.K. Basu as an Independent Director**

To consider and, if thought fit, to give your assent or dissent to 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. A.K. Basu (DIN : 01382260), who holds office as an Independent Director upto 31<sup>st</sup> March, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 5 (five) consecutive years, i.e. from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Companies Act, 2013 and as determined by the board from time to time."

##### **2. Re-appointment of Mr. C.K. Lakshminarayanan as an Independent Director**

To consider and, if thought fit, to give your assent or dissent to 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. C. K. Lakshminarayanan, (DIN: 01308030), who holds office as an Independent Director upto 31<sup>st</sup> March, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 4 (four) consecutive years, i.e. from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2023 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Companies Act, 2013 and as determined

by the board from time to time.”

**3. Re-appointment of Mr. G.S. Sahni as an Independent Director**

To consider and, if thought fit, to give your assent or dissent to 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. G. S. Sahni, (DIN: 02066897), who holds office as an Independent Director upto 31<sup>st</sup> March, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 2 (two) consecutive years, i.e. from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2021 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Companies Act, 2013 and as determined by the board from time to time.”

**4. Re-appointment of Mr. J. Balakrishnan as an Independent Director**

To consider and, if thought fit, to give your assent or dissent to 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. J. Balakrishnan, (DIN: 00028320), who holds office as an Independent Director upto 31<sup>st</sup> March, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 5 (five) consecutive years, i.e. from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Companies Act, 2013 and as determined by the board from time to time.”

**5. Re-appointment of Mr. Rakesh Mehra as an Independent Director**

To consider and, if thought fit, to give your assent or dissent to 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. Rakesh Mehra, (DIN: 00035812), who holds office as an Independent Director upto 31<sup>st</sup> March, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 5 (five) consecutive years, i.e. from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Companies Act, 2013 and as determined by the board from time to time.”

Raipur  
02.02.2019

By Order of the Board  
For Sarda Energy & Minerals Ltd.  
Sd/-  
(Manish Sethi)  
Company Secretary

**Registered Office**

Sarda Energy & Minerals Ltd.  
CIN: L27100MH1973PLC016617  
73-A, Central Avenue,  
Nagpur (M.H.) 440018  
Ph: +91-712-2272407; Fax: +91-712-2272107  
Email: [cs@seml.co.in](mailto:cs@seml.co.in); URL: [www.seml.co.in](http://www.seml.co.in)

Encl:

1. Explanatory Statement in terms of Section 102 (1) of the Companies Act 2013 and the procedures for voting through “electronic means” and “post”.
2. Postal ballot form & self-addressed postage pre-paid envelope.

**Notes - General**

1. Explanatory Statement pursuant to Section 102(1) of the Act 2013 setting out the material facts concerning the special business to be transacted is annexed hereto.
2. All relevant documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11:00 A.M. to 1:00 P.M. up to the last date of voting.
3. The Postal Ballot Notice is being sent to all the Equity Shareholders, whose names would appear in the Register of Equity Shareholders / List of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on the cutoff date 8<sup>th</sup> February, 2019. The Postal Ballot Notice is being sent to Equity Shareholders in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/email addresses registered with the Company’s registrar and share transfer agents (in case of physical shareholding). For Equity Shareholders whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage pre-paid self-addressed envelope.
4. Members who have not registered their e-mail addresses are requested to register the same with the Company’s Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.

**Notes - Voting / E-voting**

5. There will be one Postal Ballot Form/e-voting for every Client ID No. /Folio No., irrespective of the number of joint holders.
6. 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.
7. The resolutions, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Saturday, 16<sup>th</sup> March, 2019.
8. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member cast his votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
9. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.
10. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, February 8, 2019 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
11. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than by 5.00 p.m. (IST) on Saturday, March 16, 2019. If any Postal Ballot Form is received after 5.00 p.m. (IST) on Saturday, March 16, 2019, it will be considered that no reply from the Member has been received.
12. The instructions for e-voting are as under:

In compliance with the provisions of Sections 108 and 110 of the Act, the Companies (Management and Administration) Rules, 2014 (“Rules”), and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India, the Company is pleased to provide voting by electronic means (“e-voting”) facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.

**A. In case a Member receives an e-mail from NSDL :**

- i. Open the e-mail and also open PDF file with your Client ID or Folio No. as password.

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

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

- ii. Open the Internet browser and type the following URL: <https://www.evoting.nsdl.com/>
- iii. Click on Shareholder – Login.
- iv. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.  
NOTE: Members who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available.
- v. If you are logging-in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. Click Login. The Password Change Menu will appear on your screen. Change the password/PIN with new password of your choice, making sure that it contains a minimum of eight digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vi. Once the remote e-voting home page opens, click on remote e-voting > Active e-Voting Cycles.
- vii. Select “EVEN” (E-Voting Event Number) of Sarda Energy & Minerals Ltd. Now you are ready for remote e-voting as Cast Vote page opens.
- viii. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- ix. Upon confirmation, the message “Vote cast successfully” will be displayed.
- x. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- xi. Institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (.PDF/.JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through e-mail to [kamal@sgkindia.net](mailto:kamal@sgkindia.net) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B. In case a Member receiving by Post:**

- i. Initial password is provided at the bottom on the postal ballot form.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xi) as above in (A), to cast your vote.

**Other Instructions:**

- i. The remote e-voting period commences on Friday, February 15, 2019 (9.00 a.m. IST) and ends on Saturday, March 16, 2019 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of February 8, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the member shall not be allowed to change it subsequently.
- ii. You can also update your mobile number and e-mail address in the user profile details of the folio which may be used for sending future communication(s).
- iii. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of Friday, February 8, 2019 and as per the Register of Members of the Company.
- iv. Please note, only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of voting, either through remote e-voting or postal ballot.
- v. The Board of Directors has appointed Mr. Kamlesh Ojha or failing him, Mr. S.G. Kankani of S.G. Kankani & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process as well as postal ballot voting in a fair and transparent manner.
- vi. The Scrutinizer shall submit his report on e-voting and postal ballot, latest by 18<sup>th</sup> March, 2019 to the Chairman or any person authorised by him who shall countersign the same.
- vii. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
- viii. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.seml.co.in](http://www.seml.co.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com), immediately after the result is declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

- ix. In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the telephone no.022-24994600.

**Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Postal Ballot Notice dated 02.02.2019**

**Item No.1 to 5**

Mr. A. K. Basu (DIN: 01382260), Mr. C.K. Lakshminarayanan (DIN: 01308030), Mr. G. S. Sahni (DIN: 02066897), Mr. J. Balakrishnan (DIN: 00028320) and Mr. Rakesh Mehra (DIN: 00035812), were appointed as Independent Directors [IDs] on the Board of the Company and they hold the office as Independent Directors of the Company upto March 31, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

It is proposed to re-appoint them as IDs, not liable to retire by rotation, for the second term as under:

- a) Mr. A.K. Basu - 5 years w.e.f. 01.04.2019
- b) Mr. C.K. Lakshminarayanan - 4 years w.e.f. 01.04.2019
- c) Mr. G.S. Sahni - 2 years w.e.f. 01.04.2019
- d) Mr. J. Balakrishnan - 5 years w.e.f. 01.04.2019
- e) Mr. Rakesh Mehra - 5 years w.e.f. 01.04.2019

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

In the opinion of the Board, the IDs fulfill the conditions for re-appointment as Independent Directors as specified in the Act and the Listing Regulations and are independent of the management. Mr. A.K. Basu, Mr. C.K. Lakshminarayanan, Mr. G.S. Sahni, Mr. J. Balakrishnan and Mr. Rakesh Mehra, are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has also received declarations from all of them stating that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

The IDs are 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.

In terms of Regulation 36 (3) of SEBI (LODR) Regulations, 2015, read with Secretarial Standards on General Meetings, brief profile of the Directors, who are proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, other directorships and committee memberships, their shareholding and relationship with other Directors of the Company are given below:

1		Name	Mr. A.K. Basu	Mr. C. K. Lakshminarayanan	Mr. G.S. Sahni	Mr. J. Balakrishnan	Mr. Rakesh Mehra
2	i)	<b>Age</b>	69 years	70 years	72 years	69 years	66 years
	ii)	<b>Qualification</b>	BME	B. Tech.	Post Graduate Diploma in Public Administration, Cardiff University, U.K.	B.E (Mech) National Institute of Technology (NIT) Madras University & Post Graduate Diploma in Industrial Management, Bombay University	ICWA
	iii)	<b>Date of first appointment</b>	31.01.2003	28.01.2009	04.03.2008	30.07.2010	18.07.1986

3	<b>Experience</b>	More than 45 years of experience in the field of finance.	He worked as a Plant Engineer for 8 years with Madras Petrochem Ltd. Thereafter, he worked with Industrial Development Bank of India, firstly in Project finance and then in Investment Banking in senior positions. Lastly, he worked as President and CEO of STCMS Electric Company Pvt. Ltd., which is operating a 250 MW IPP as incharge of both construction & operations. He is having a rich experience in project finance and project execution.	A retired IAS officer of Madhya Pradesh Cadre belonging to 1971 batch is experienced in toning up administrative mechanism for operational efficiency, creation of effective delivery systems of public service having in-depth exposure to multi-sectoral areas of policy formulation, planning and administration.	He had a long association with IDBI group wherein he has served on various posts upto the level of Dy. MD & Group Head Corporate Banking before retiring. He has wide experience of corporate finance in sectors like, Oil and Gas, Refineries, Power, Telecom, Airports, Roads, Ports, Steel, Cement, Fertilizers, Petrochemical, Hotel, Pharmaceuticals, Paper, etc.	Nearly 40 years of experience in the field of finance.
4	<b>Other Directorships/ Partnerships</b>	Pratibha Syntex Ltd.	Shri Kailash Logistics (Chennai) Ltd.	MDL Energy Pvt. Ltd.	India Glycols Ltd.	Econotech Services Pvt. Ltd.
		Pegasus Asset Reconstruction Pvt. Ltd.	Madhya Bharat Power Corporation Ltd.	MDL Energy Services Pvt. Ltd.	Ployplex Corporation Ltd.	Sunegra Foods LLP
			Sarda Metals & Alloys Ltd.	Vik-Sandwik Design India Pvt. Ltd.	Usha Martin Ltd.	
				Sarda Dairy & Food Products Ltd.	Bharti Infratel Ltd.	
				MDL Engineering Pvt. Ltd.	CG Power and Industrial Solutions Ltd.	
				Madhya Bharat Power Corpn. Ltd.	Bhoruka Power Corporation Ltd.	
				Heraanas Attic India Pvt. Ltd.	Aditya Birla Finance Ltd.	
				Indian Register of Shipping	Bharti Axa life Insurance Co. Ltd.	
					Bharti Axa General Ins. Co. Ltd.	
5	<b>Chairman/ Member of Committees</b>	Sarda Energy & Minerals Ltd. (Chairman - Audit Committee & Member – Stakeholders' Grievance Committee)	Sarda Energy & Minerals Ltd. (Member - Audit Committee)	Sarda Energy & Minerals Ltd. (Member of Audit Committee / Nomination & Remuneration Committee)	Sarda Energy & Minerals Ltd. (Chairman – Stakeholders' Grievance Committee & Member – Nomination & Remuneration Committee )	

			Pratibha Syntex Ltd. (Member – Audit Committee)	Sarda Metals & Alloys Ltd. (Member - Audit Committee)	Madhya Bharat Power Corpn. Ltd. (Member of Audit Committee/ Project Committee)	Bharti Axa Life Insurance Co. Ltd. (Member – Audit Committee)	
				Madhya Bharat Power Corpn. Ltd. (Chairman - Audit Committee)	Sarda Dairy & Food Products Ltd. (Chairman Audit Committee / Nomination & Remuneration Committee)	CG Power and Industrial Solutions Ltd. (Chairman Audit – Audit Committee)	
						Usha Martin Ltd. (Chairman – Audit Committee)	
						Bharti Infratel Ltd. (Member-Audit Committee)	
						Ployplex Corporation Ltd. (Member – Audit Committee)	
						Bharti AXA General Insurance Co. Ltd. (Member – Audit Committee)	
						India Glycols Ltd. (Member – Stakeholders' Relationship Committee)	
6	Shareholding in the Company	4000 Equity Shares	8000 Equity Shares	3500 Equity Shares	1667 Equity Shares	10537 Equity Shares	
7	Relationship with Directors and KMPs	No relationship	No relationship	No relationship	No relationship	No relationship	
8	Remuneration last drawn (Payment of Sitting fees & commission for FY 2017- 18) (Rs. lakh)	5.00	4.60	4.60	5.30	3.50	
9	No. of Board meeting attended: a. During FY 2017-18 b. During FY 2018-19 (till 31/12/18)	5 of 6 3 of 4	6 of 6 4 of 4	5 of 6 4 of 4	6 of 6 4 of 4	2 of 6 4 of 4	
10	Terms and conditions for re-appointment	As per the letter of Appointment to be issued to the Independent Director	As per the letter of Appointment to be issued to the Independent Director	As per the letter of Appointment to be issued to the Independent Director	As per the letter of Appointment to be issued to the Independent Director	As per the letter of Appointment to be issued to the Independent Director	

Copy of draft letters of appointment of IDs setting out the terms and conditions of appointment are 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 their performance, appropriate mix of skills, experience, competency and other attributes, and after considering the background and their experience,

that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors. The board therefore recommends the Special Resolutions as set out at item nos. 1 to 5 of the Notice for approval by the shareholders of the Company.

Notices have been received from members of the Company under Section 160 of the Act 2013, signifying their intention to propose the candidatures of the aforesaid IDs and to move the resolutions as set out in item nos. 1 to 5 of this notice.

Except Mr. A.K. Basu, Mr. C.K. Lakshminarayanan, Mr. G.S Sahni, Mr. J. Balakrishnan and Mr. Rakesh Mehra, directors, being appointees, and their relatives, none of the other directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in their respective resolutions for appointment as set out in item nos. 1 to 5 of this notice.

Raipur  
02.02.2019

By Order of the Board  
For Sarda Energy & Minerals Ltd.

Sd/-  
(Manish Sethi)  
Company Secretary

**Registered Office**

Sarda Energy & Minerals Ltd.  
CIN: L27100MH1973PLC016617  
73-A, Central Avenue,  
Nagpur (M.H.) 440018  
Ph: +91-712-2272407; Fax: +91-712-2272107  
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