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An ISO 9001, ISO 14001 & ISO
45001
Certified Company




11th October 2025

BSE Ltd
The Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street - Mumbai 400 001

National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai - 400051
Fax. No: 022-26598237/38, 022-26598347/48

Security Code No. :**504614**

Symbol: **SARDAEN**

Series: **EQ**

Dear Sir,

Subject: Submission of Minutes of 52nd Annual General Meeting

Please find enclosed herewith the certified true copy of the Minutes of 52nd Annual General Meeting of the shareholders of Sarda Energy & Minerals Ltd. held on 25th September 2025 through video conferencing (VC)/other audio-visual means (OAVM).

You are requested to take the same on records.

Thanking you,

Yours faithfully,
For Sarda Energy & Minerals Ltd.

Company Secretary

Encl: As above



SARDA ENERGY & MINERALS LIMITED
Regd. Off: 73-A, Central Avenue, Nagpur (MH.) 440018
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URL: www.seml.co.in CIN: L27100MH1973PLC016617

Minutes of the 52nd Annual General Meeting of the members of Sarda Energy & Minerals Ltd. held on Thursday, 25th September 2025 through VC/OAVM at 11.30 a.m. which concluded at 12.20 p.m.

The 52nd Annual General Meeting of the Members of the Company was held on Thursday, the 25th day of September 2025 through VC/OAVM. The meeting started at 11.30 a.m. The following Directors were present:

Mr. Kamal Kishore Sarda	Chairman and Shareholder
Mr. Pankaj Sarda	Managing Director and Shareholder
Mr. Padam Kumar Jain	Wholetime Director, CFO and Shareholder
Mr. Anant Sarda	Director and Shareholder
Mr. Amal Kumar Debnath	Independent Director, Chairman Stakeholders' Grievance Committee
Mr. Binoy Sandip Parikh	Independent Director, Chairman Audit Committee
Mr. Rajeev Sharma	Independent Director, Chairman Nomination & Remuneration Committee
Ms. Tripti Sinha	Independent Director, Chairperson Risk Management Committee
Mr. Upendra Prasad Singh	Independent Director, Chairman Corporate Social Responsibility Committee
Mr. Manish Sethi	Company Secretary and Shareholder

Apart from the above, 46 other members were also present. In all, 51 members were present.

Mr. Kamal Kishore Sarda – Chairman, presided over the meeting. The Chairman welcomed all the shareholders present at the Annual General Meeting and introduced the Board members.

The Chairman confirmed that he is satisfied with the efforts feasible under the present circumstances to enable the members to participate in the meeting and vote on the items to be considered in the meeting.

After ascertaining the quorum, the Chairman declared the meeting to order. The Chairman informed the members that all the members of the Board of Directors including Chairman of all the Committees of the Board are present at the Annual General Meeting.

The Chairman further confirmed that the Company Secretary, the Statutory Auditors and the Secretarial Auditors, are also attending the meeting. It was announced that the statutory registers are available for inspection and the members, if they so desire, can request for inspection.

The Chairman then, with permission of the members, declared the Notice of the 52nd Annual General Meeting, the Report of the Statutory Auditors, the Financial Statements and the Secretarial Audit Report as read.

The Chairman then addressed the members with respect to Company's performance, macro-economic scenario, future outlook and relevant matters.



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Thereafter, the Chairman invited the members to share their views / raise their queries. One shareholder, attending the meeting through video-conferencing means, expressed his views.

Thereafter, the Chairman authorised the Scrutinizer/Company Secretary to carry out the voting activity.

The Company Secretary thanked all the members present at the meeting. He informed that in compliance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations"), the Company had provided to the Members the facility to cast their vote through remote e-voting means from 22.09.2025 to 24.09.2025. It was also informed to the Members that the Facility of e-voting is made available at the meeting for Members who have not cast their vote through the remote e-voting means.

He announced that the e-voting shall be available for 15 minutes after the AGM and that the AGM shall be deemed to conclude at the expiry of the voting time. He further informed that the results will be declared within the prescribed time on receipt of the voting details from NSDL and the report from the scrutinizer. He also informed the Members that the voting results will be made available on the websites of the Company and the National Securities Depositories Limited.

The Company Secretary then informed the Members about the business to be transacted at the Meeting. As per notice dated 2nd August 2025 convening the 52nd AGM of the Company, the following businesses were transacted at the Meeting. Resolution Nos. from 1 to 7 were Ordinary Resolutions and Resolution Nos. from 8 to 10 were Special Resolutions.

Resolution 1: Ordinary Resolution

"RESOLVED that the Audited Standalone financial statements of the Company for the financial year ended 31st March 2025 and the Report of the Board of Directors and the Auditors thereon now submitted to this meeting be and the same are hereby approved and adopted."

Resolution 2: Ordinary Resolution

"RESOLVED that the Audited Consolidated financial statements of the Company for the financial year ended 31st March 2025 and the Report of the Auditors thereon now submitted to this meeting be and the same are hereby approved and adopted."

Resolution 3: Ordinary Resolution

"RESOLVED that a dividend @ ₹ 1.50 (150%) per Equity Share of the face value of ₹ 1/- each be declared on the Equity Shares of the Company for the year ended 31st March 2025 and that the said Dividend be distributed from the Company's profits for the aforesaid year to those Shareholders whose names appeared as Members in the Register of Members of the Company as per the details furnished by the Depositories / R & T Agent as per the record date, subject to deduction of tax at source at prevailing tax rates with surcharge and cess wherever applicable."

Resolution 4: Ordinary Resolution

"RESOLVED that Mr. Padam Kumar Jain (DIN: 00008379), who retires by rotation at this annual general meeting and who has offered himself for re-appointment as Director, be and is hereby re-elected and re-appointed as a Director of the Company, liable to retire by rotation."



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Resolution 5: 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.”

Resolution 6: 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.”

Resolution 7: Ordinary Resolution

“RESOLVED THAT, pursuant to the provisions of Section 196, 197, and other applicable provisions 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.”

Resolution 8: 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.”

Resolution 9: 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
 - c) shall be appointed as a member of such committees of the Board as desired by the Lenders;



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- 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.



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- 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 authorised Committee constituted by the Board thereof) and/or any other Key Managerial Personnel of the Company, be and are hereby authorized 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."

Resolution 10: 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.”

The Company Secretary thanked the shareholders for their co-operation and attendance and also thanked the Chairman and all the Directors who attended the meeting. He further stated that the meeting would remain open for 15 minutes for voting and conclude thereafter. The meeting concluded at 12.20 p.m.

The consolidated Scrutinizer's Report was submitted by the scrutinizer on 26.09.2025 and as per the said report all the resolutions have been passed with requisite majority. The summary of combined report of scrutinizer on remote e-voting and e-voting conducted at the meeting is as under:

Item No.1 - Ordinary Resolution

Adoption of Audited Standalone Financial Statements of the Company for the Year ended 31st March 2025 and the reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution

No. of members Voted	Number of votes cast by them	% of total number of valid votes cast
288	266523087	99.8151

(ii) Voted against the resolution

No. of members Voted	Number of votes cast by them	% of total number of valid votes cast
7	493671	0.1849

(iii) Invalid / Abstain votes

Total number of members whose votes were declares invalid/ Abstain	Total number of votes cast by them
NIL	NIL

Item No.2 - Ordinary Resolution

Adoption of Audited Consolidated Financial Statements of the Company for the Year ended 31st March 2025 and the reports of the Auditors thereon.



(i) Voted in favour of the resolution

No. of members Voted	Number of votes cast by them	% of total number of valid votes cast
287	266522727	99.8151

(ii) Voted against the resolution

No. of members Voted	Number of votes cast by them	% of total number of valid votes cast
7	493671	0.1849

(iii) Invalid / Abstain votes

Total number of members whose votes were declares invalid/ Abstain	Total number of votes
NIL	NIL

Item No. 3 – Ordinary Resolution

Declaration of Dividend @ ₹ 1.50 per Equity Share (150%) on Equity Share of face value of ₹ 1/- each for the financial Year 2024-25

(i) Voted in favour of the resolution

No. of members Voted	Number of votes cast by them	% of total number of valid votes cast
289	267134984	99.9996

(ii) Voted against the resolution

No. of members Voted	Number of votes cast by them	% of total number of valid votes cast
6	1122	0.0004

(iii) Invalid / Abstain votes

Total number of members whose votes were declares invalid/ Abstain	Total number of votes
NIL	NIL

Item No. 4 – Ordinary Resolution

Reappointment of Mr. Padam Kumar Jain (DIN: 00008379), as Director.

(i) Voted in favour of the resolution

No. of members Voted	Number of votes cast by them	% of total number of valid votes cast
278*	266988911	99.9491



(ii) Voted against the resolution

No. of members Voted	Number of votes cast by them	% of total number of valid votes cast
17*	136036	0.0509

(iii) Invalid / Abstain votes

Total number of members whose votes were declares invalid/ Abstain	Total number of votes
NIL	NIL

**One member has cast vote both in favour and against on this resolution by giving bifurcation of shares under favour and against box. That shareholder has been included in both favour & against vote.*

Item No. 5 – Ordinary Resolution

Appointment of Secretarial Auditors

(i) Voted in favour of the resolution

No. of members Voted	Number of votes cast by them	% of total number of valid votes cast
289	267134984	99.9996

(ii) Voted against the resolution

No. of members Voted	Number of votes cast by them	% of total number of valid votes cast
6	1122	0.0004

(iii) Invalid / Abstain votes

Total number of members whose votes were declares invalid/ Abstain	Total number of votes cast by them
NIL	NIL

Item No. 6 – Ordinary Resolution

Ratification of payment of Remuneration to M/s. S N and Co., Cost and Management Accountants, as Cost Auditors of the Company for the Financial Year ending 31st March 2026.

(i) Voted in favour of the resolution

No. of members Voted	Number of votes cast by them	% of total number of valid votes cast
286	267123599	99.9995



(ii) Voted against the resolution

No. of members Voted	Number of votes cast by them	% of total number of valid votes cast
8	1348	0.0005

(iii) Invalid / Abstain votes

Total number of members whose votes were declares invalid/ Abstain	Total number of votes cast by them
NIL	NIL

Item No. 7 – Ordinary Resolution

Approval for re-appointment of Mr. Padam Kumar Jain (DIN: 00008379) as “Wholetime Director” of the Company for five years, with effect from 1st June 2026

(i) Voted in favour of the resolution

No. of members Voted	Number of votes cast by them	% of total number of valid votes cast
285	267089234	99.9866

(ii) Voted against the resolution

No. of members Voted	Number of votes cast by them	% of total number of valid votes cast
9	35713	0.0134

(iii) Invalid / Abstain votes

Total number of members whose votes were declares invalid/ Abstain	Total number of votes cast by them
NIL	NIL

Item No. 8 – Special Resolution

Approval for re-appointment of Ms. Tripti Sinha (DIN: 07837793) as “Independent Director” of the Company for second term of five years, with effect from 20th October 2025

(i) Voted in favour of the resolution

No. of members Voted	Number of votes cast by them	% of total number of valid votes cast
285	267080047	99.9832



(ii) Voted against the resolution

No. of members Voted	Number of votes cast by them	% of total number of valid votes cast
9	44900	0.0168

(iii) Invalid / Abstain votes

Total number of members whose votes were declares invalid/ Abstain	Total number of votes cast by them
NIL	NIL

Item No. 9 – Special Resolution

Amendment of Articles of Association

(i) Voted in favour of the resolution

No. of members Voted	Number of votes cast by them	% of total number of valid votes cast
271	267027464	99.9635

(ii) Voted against the resolution

No. of members Voted	Number of votes cast by them	% of total number of valid votes cast
23	97483	0.0365

(iii) Invalid / Abstain votes

Total number of members whose votes were declares invalid/ Abstain	Total number of votes cast by them
NIL	NIL

Item No. 10 – Special Resolution

Approval of Offer or Invitation to subscribe to Redeemable Non-Convertible Debentures on Private Placement basis

(i) Voted in favour of the resolution

No. of members Voted	Number of votes cast by them	% of total number of valid votes cast
284	267118515	99.9976

(ii) Voted against the resolution

No. of members Voted	Number of votes cast by them	% of total number of valid votes cast
10	6432	0.0024



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(iii) Invalid / Abstain votes

Total number of members whose votes were declares invalid/ Abstain	Total number of votes cast by them
NIL	NIL

Sd/-
CHAIRMAN