SARDA ENERGY & MINERALS LTD.
(Formerly Raipur Alloys & Steel Ltd.)
125B Mittal Court, B Wing, Nariman Point, Mumbai 400021
Phone : 91-22-22880080/22881180/81 • Fax : 91-22-22826680
E-mail : mumbai@seml.co.in • Website : www.seml.co.in

13th April, 2012

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

Dear Sir,

Sub: Submission of copy of EGM Notice
Ref: Security Code No. **504614**

Pursuant to the requirements of the Listing Agreement, please find enclosed herewith six copies of the Notice of Extra Ordinary General Meeting scheduled to be held on 12th May, 2012.

You are requested to take these documents on your record.

Thanking you,

Yours faithfully,
For Sarda Energy & Minerals Ltd.

Authorised Signatory

Encl.: As above.

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

Symbol: **SARDAEN**
Series : **EQ**

SARDA ENERGY & MINERALS LIMITED

73-A, Central Avenue, Nagpur (M.S.) 440018

NOTICE

TO MEMBERS

NOTICE is hereby given that an Extra Ordinary General Meeting of the members of the Company will be held on Saturday, the 12th day of May, 2012 at 10.30 a.m. at Company's Works at Industrial Growth Centre, Siltara, Raipur (C.G.) 493111 to transact the following business:

SPECIAL BUSINESS

1. To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act"), and the provisions of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the ESOP Guidelines") or any statutory amendment or re-enactment thereof, provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed, approval of Reserve Bank of India, if any, and provisions of any other applicable laws and regulations, and subject to any applicable approvals, permissions, and sanctions of any statutory authorities and subject to further such conditions and modifications as may be prescribed or imposed by such authorities while granting such approvals, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include Committee including "Appointment & Compensation Committee" constituted by the Board to exercise the powers including powers conferred by this resolution), consent of the Company be and is hereby accorded, to the Board/ Appointment & Compensation Committee, to grant, offer, issue and allot, in one or more tranches upto 7,17,000 equity shares of Rs.10/- each, of the Company to the present and future permanent employees and Directors of the Company (hereinafter collectively referred to as the "Employees"), in the form of options as may be decided by the Board/Appointment & Compensation Committee, (hereinafter collectively referred to as "Securities") under the "SEML ESOP Scheme 2012" (hereinafter referred to as "the Scheme") at such price and on such terms and conditions as may be determined by the Board/Appointment & Compensation Committee in accordance with the ESOP Guidelines or other provisions.

RESOLVED FURTHER THAT the Board/ Appointment & Compensation Committee be and is hereby authorized to formulate, evolve, decide upon and bring into effect Scheme on such terms and conditions as contained in the Explanatory Statement to this item in the notice and to make any changes/variations, in terms and conditions of the Scheme from time to time as permitted by law, including but not limited to, amendments with respect to vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revive the Scheme.

RESOLVED FURTHER THAT the said Securities may be allotted in accordance with the Scheme directly or through a trust, which may also envisage for providing any financial assistance to the trust to enable the trust/ employees to acquire, purchase or subscribe to the said Securities of the Company.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted as aforesaid shall rank pari passu inter se with the then existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all necessary steps for listing of the Securities allotted under the Scheme on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the concerned Stock Exchanges, the ESOP Guidelines, and other applicable laws and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of Securities without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution."

RESOLVED FURTHER THAT the SEML ESOP Scheme 2007 as approved by the members in the 34th Annual General Meeting, since not implemented, be and is hereby rescinded."

2. To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act"), and the provisions of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the ESOP Guidelines") or any statutory amendment or re-enactment thereof,

provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed, approval of Reserve Bank of India, if any, and provisions of any other applicable laws and regulations, and subject to any applicable approvals, permissions, and sanctions of any statutory authorities and subject to further such conditions and modifications as may be prescribed or imposed by such authorities while granting such approvals, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include Committee including "Appointment & Compensation Committee" constituted by the Board to exercise the powers including powers conferred by this resolution), consent of the Company be and is hereby accorded to the Board/Appointment & Compensation Committee to extent the benefits of the "SEML ESOP Scheme 2012" referred to in the resolution under item no. 1 of this Notice to the permanent employees and Directors of the subsidiary companies, as may be decided by the Board/Appointment & Compensation Committee, at such price and on such terms and conditions as may be determined by the Board/ Appointment & Compensation Committee in accordance with the ESOP Guidelines or other provisions.

RESOLVED FURTHER THAT the Board/ Appointment & Compensation Committee be and is hereby authorized to formulate, evolve, decide upon and bring into effect Scheme on such terms and conditions as contained in the Explanatory Statement to this item in the notice and to make any changes/variations, in terms and conditions of the Scheme from time to time as permitted by law, including but not limited to, amendments with respect to vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revive the Scheme.

RESOLVED FURTHER THAT the said Securities may be allotted in accordance with the Scheme directly or through a trust, which may also envisage for providing any financial assistance to the trust to enable the trust/ employees to acquire, purchase or subscribe to the said Securities of the Company.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted as aforesaid shall rank pari passu inter se with the then existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all necessary steps for listing of the Securities allotted under the Scheme on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the concerned Stock Exchanges, the ESOP Guidelines, and other applicable laws and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of Securities without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.

3. To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactment thereof for the time being in force) and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the Articles of Association of the Company be and are hereby altered by inserting the margin note and Article 66A, immediately after the existing Article 66 as under:

Service of Notice, Reports, Documents and other communication in Electronic Mode

66A. Notwithstanding anything mentioned in these Articles, the Company may send any communication including notice of General Meeting, annual reports, etc. to any person(s) by electronic mode as may be permitted by applicable law.

4. To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactment thereof for the time being in force) and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the Articles of Association of the Company be and are hereby altered by inserting the margin note and Article 71A, immediately after the existing Article 71 as under:

Participation in General Meeting(s) by the Members through electronic mode

71A Notwithstanding anything contrary contained in the Articles of Association, the Company, to the extent permitted by the applicable laws, may, allow the member(s) of the Company to participate in the General Meeting(s) through any type of electronic mode like video conferencing, etc. and the members so participating shall be deemed to be present in such General Meeting(s) for the purposes of the quorum, voting, recording of minutes and all other relevant provisions in this regard.

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

"RESOLVED THAT pursuant to the provisions of Section 31

and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactment thereof for the time being in force) and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the Articles of Association of the Company be and are hereby altered by inserting the margin note and Article 85A, immediately after the existing Article 85 as under:

Postal Ballot

85A Notwithstanding anything mentioned in these Articles but subject to applicable provisions of the Companies Act, 1956 and any Rules/ Circulars/ Guidelines etc. notified there under, including any amendments made thereto from time to time by the statutory authorities in this behalf, and in case of the resolutions relating to such business as may be permitted to be conducted only by postal ballot (by electronic or any other mode), the Company shall get such resolution passed by means of a postal ballot, instead of transacting the business in General Meeting of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactment thereof for the time being in force) and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the Articles of Association of the Company be and are hereby altered by inserting the margin note and Article 107B, immediately after the existing Article 107A as under:

Participation in Directors' Meeting by the Directors through electronic mode

107B Notwithstanding anything contrary contained in the Articles of Association, and to the extent permitted by the applicable laws, the Director(s) may participate in the meeting(s) of the Board or any Committee of the Directors through any type of electronic mode like video conferencing etc. and the Director(s) so participating shall be deemed to be present in the meeting for the purposes of the quorum, voting, recording of minutes and all other relevant provisions in this regard.

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

"RESOLVED THAT pursuant to Sections 198, 269, 309, 310 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any amendment to or enactment thereof) and also subject to the approval of statutory authorities, if any, as may be required and subject to such alterations and modifications, if any, that may be effected by the above authorities in that behalf and which the Board of Directors is hereby authorised to accept, consent of the Company be and is hereby accorded to the appointment of Mr. G.D. Mundra, as Wholetime Director, for a period of 5 years w.e.f. 1st April, 2012, liable to retire by rotation, upon the terms and conditions as to remuneration and otherwise as set out in the Explanatory Statement attached to this Notice and that the Board of Directors/Appointment & Compensation Committee be and are hereby authorised to alter and vary such terms and conditions in accordance with the laws in force from time to time as may be agreed to by the Board of Directors / Appointment & Compensation Committee and Mr. G. D. Mundra.

RESOLVED FURTHER that where in any financial year during the currency of the term of his office, the Company has no profits or its profits are inadequate it may pay to Mr. G.D. Mundra remuneration by way of salary and perquisites as specified above.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to take all such actions and give all such directions, or do all such acts, deeds, matters and things as may be necessary in this regard and further to execute all such deeds, documents and writings as may be necessary in this regard."

By Order of the Board

P.K. Jain
Company Secretary

Place: RAIPUR
Dated: 3rd April, 2012

Notes

1. The relevant explanatory statement pursuant to section 173 of the Companies Act, 1956 is annexed hereto.
2. **A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.**
3. All the documents referred to in the Notice and Explanatory Statement would be open for inspection at the Registered Office of the Company during business hours on all working days (except Saturday) till the date of the meeting.
4. Members who hold equity shares in dematerialized form are requested to bring their DPID and client ID numbers for easy identification of attendance at the Meeting.

Explanatory Statement as required by Section 173 (2) of the Companies Act, 1956

Item No.1 and 2

SEML ESOP Scheme 2012: The Company has always believed in rewarding its employees for their continuous hard work, dedication and support, which has led the Company on a growth path. To enable more and more employees to enjoy the fruits of the phenomenal growth that the Company has witnessed in the recent past, it is proposed to implement an ESOP Scheme. The main objective of the scheme is to give employees, who are performing well, a certain minimum opportunity to gain from the Company's performance thereby acting as a retention tool and to attract best talent available in the market.

Stock options have long been recognized internationally, as an effective instrument, to align the interest of employees with those of the Company and its shareholders, providing Company, and to create long-term wealth in the hands of employees.

Stock options create a sense of ownership between the Company and its employees, paving the way for a unified approach to the common objective of enhancing overall shareholder value.

The Board of Directors of the Company (hereinafter referred to as "the Board") therefore proposed to evolve an Employee Stock Option Scheme (hereinafter referred to as "the SEML ESOP Scheme 2012" or "the Scheme") for the benefit of permanent Employees and Directors of the Company and its subsidiary(ies) and such other persons/entities as may be prescribed by SEBI from time to time, and in accordance with the provisions of prevailing regulations.

The following explanatory statement sets out the various disclosures as required by clause 6 of the Securities & Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the ESOP Guidelines")

	ii)	The vesting shall happen in one or more tranches over next four years at the discretion of the Board/Appointment & Compensation Committee, subject to meeting performance or such other criteria as may be decided by the Board/ Appointment & Compensation Committee.
D)	**Exercise price or price formula**	
		The exercise price for the conversion of 1 option into 1 equity share shall be, **EITHER** the "market price" within the meaning set out in the ESOP Guidelines, i.e. the latest available closing price prior to the date of the meeting of the Board of Directors in which the options are granted/ shares are issued, on the Stock Exchange where there is highest trading volume on the said date **OR** the price as may be determined by the Board/Appointment & Compensation Committee.
E)	**Exercise Period and the Process of Exercise**	
	i)	Exercise period will commence from the vesting date and extend upto the expiry period of the option as decided by the Board/Appointment & Compensation Committee. The expiry period may extend up to 4 Years from the date of vesting of options in one or more tranches as may be decided by the Appointment & Compensation Committee. The Appointment & Compensation Committee will decide on the Expiry period of options for Employees leaving the Company after grant of options in their favour.
	ii)	The options will be exercisable by the employees by a written application to the designated officer of the Company to exercise the options, in such manner and on execution of such documents as may be prescribed by the Board/ Appointment & Compensation Committee under the Scheme.
	iii)	The options shall lapse if not exercised within the specified exercise period.
	iv)	The options granted to the employees are not transferable.
	v)	In the event of the death of employee while in employment, all the option granted to him till such date shall vest in the legal heirs or nominees of the deceased employee.
	vi)	In case any employee suffers a permanent incapacity while in employment, all the option granted to him as on the date of permanent incapacitation, shall vest in him on that day.

F)	**Appraisal Process for determining the eligibility of employees to participate in the Scheme**	
	i)	The Company has a formal performance appraisal system established wherein the performance of the employees is assessed each year on the basis of various functional and managerial parameters. The appraisal process will be revised at regular intervals in line with the market practices.
	ii)	Employees and Directors would be granted options based on performance-linked parameters such as work performance, technical knowledge, period of service, designation and such other parameters as may be decided by the Appointment and Compensation Committee from time to time.
	iii)	The Appointment & Compensation Committee may at its discretion extend the benefits of the Scheme to a new entrant or any existing employee on such other basis as it may deem fit.
G)	**Maximum number of options to be issued per employee and in aggregate**	
		Options to be granted to a single employee in a financial year shall not exceed 1% of the outstanding share capital of the Company at the time of grant of option. Further, the aggregate of all such options to be granted under the Scheme shall not exceed 7,17,000 equity share of Rs. 10/- each.
H)	**Accounting Methods**	
		The Company shall confirm to the accounting policies specified in Clause 13.1 of the ESOP Guidelines, and /or such other guidelines as may be applicable from time to time.
I)	**Method of Valuation of these options**	
		The Company shall use the intrinsic value method for valuation of the options. The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized, had the fair value of the options been recognized, shall be disclosed in the Directors' report and the impact of such difference on profits and on EPS of the Company shall also be disclosed in the Directors' report.

Clause 6 of the ESOP guidelines requires that any ESOP Scheme, for offering stock options to the employees and/ or Directors of the Company, must be approved by the shareholders by way of a Special Resolution.

Further, as per the ESOP Guidelines, approval of shareholders by way of separate resolution in the General Meeting needs to be obtained by the Company in case of grant of options to eligible employees and Directors of its subsidiaries.

Furthermore, as per ESOP Guidelines, as the Scheme will entail further shares to be offered to person other than the existing shareholders of the Company, consent of the members is required by way of a Special Resolution pursuant to the provisions Section 81 (1A) of the Companies Act, 1956.

Accordingly, the special resolutions under item nos. 1 and 2 above are being placed for the approval of the shareholders pursuant to the provisions of Section 81 (1A) of the Companies Act, 1956 and Clause 6 of the ESOP Guidelines and all other applicable provisions of the law for the time being in force.

The Board recommends the Special Resolution as set out in item no.1 and 2 for the approval of the members.

None of the Directors of the Company is in any way concerned or interested in the resolution except to the extent of the options/equity shares that may be offered to him under the Scheme.

Item No. 3 to 6

The Ministry of Corporate Affairs in pursuit of "Green Initiative" has in the recent past, issued various circulars enabling the companies to provide facilities for participation of the Members in the General Meetings and Directors in the Board and Committee Meetings through video conferencing and audio visual electronic mode as well as to provide opportunity to the members to cast the votes in postal ballot through electronic mode and for sending notice, annual report, documents and other communications, etc. to the members in electronic form, i.e. email etc..

Considering the benefits attached with the use of electronic mode of communication and to ensure the maximum participation of the Board of Directors and shareholders in their respective meetings, it is considered appropriate to make suitable amendments in the Articles of Association of the Company.

To incorporate these in the Articles, your Directors recommended insertion of new article no. 66A, 71A, 85A and 107B after article no. 66, 71, 85 and 107A, respectively of the Articles of Association carrying the matter as mentioned in the notice.

The new Articles in the Articles of Association will facilitate holding of Board and General Meetings via electronic mode and will ultimately result in effective and larger participation of Directors and shareholders in the affairs of the Company and strengthen the Corporate Governance practices in the Company.

As per provisions of the Companies Act, 1956, alterations of Articles of Association requires approval of the members by Special Resolution and hence the resolutions.

The Board of Directors recommends the Special Resolutions as set out in item no. 3, 4, 5, & 6 of the Notice for the approval of the members.

None of the Directors are directly or indirectly interested in the Resolutions.

Item No. 7

Mr. G.D. Mundra is associated with the Company for more than 25 years and is on the Board of the Company since December 2000. He is a senior Chartered Accountant with rich experience in finance and accounting. He is based at Mumbai with the responsibility of looking after the group's financial requirements and also of the group's overseas business interests.

Keeping in view his vast experience, the Board of Directors in its meeting held on 16th March, 2012 has re-appointed Mr. G.D. Mundra as wholetime director for a period of five years w.e.f. 1st April, 2012. His appointment shall be subject to retirement by rotation.

Mr. G.D. Mundra shall be paid remuneration as per details given hereunder:

Salary : Such amount per month as may be fixed by the Appointment & Compensation Committee in the band of Rs.1,00,000/- to Rs.5,00,000/-. The increment will be merit based and take into account the Company's performance.

Performance Incentive : Based on the previous year's performance of the Company, such amount and in such form, payable monthly or quarterly or in any other manner, as may be approved by the Board of Directors or the Appointment & Compensation Committee subject to a maximum of Rs.24,00,000/- p.a.

Perquisites : In addition to the salary and performance incentive, within the overall ceiling of 100% of the annual salary, Mr. G. D. Mundra will be entitled to such perquisites in such form and manner as the Appointment & Compensation Committee / Board of Directors of the company may decide, including but not restricted to the following:

a) Furnished accommodation with expenditure on gas, electricity, water and maintenance and repair thereof, **or**

House Rent Allowance and House Maintenance Allowance with expenditure on gas, electricity, water and furnishings.

b) Leave Travel Allowance for self and family

c) Medical expenses and medical insurance for self and family

d) Personal Accident Insurance

e) Club Fees

and such other perquisites and allowance in accordance with the Rules of the Company or as may be agreed by the Remuneration Committee / Board of Directors.

For the purpose of calculating the ceiling of 100% as mentioned above, perquisites shall be evaluated as per the Income Tax Rules, 1962, wherever applicable, and in the absence of any such Rules, perquisites shall be evaluated at actual cost.

Provision for use of Company's car and telephone at residence (including payment of local calls and long distance official calls) shall not be included in the computation of perquisites for the purposes of calculating such ceiling.

Company's contribution to Provident Fund and Superannuation or Annuity Fund to the extent these either singly or together are not taxable under the Income Tax Act, 1961, Gratuity payable, and encashment of leave at the end of the tenure shall not be included in the computation of limits for remuneration or perquisites as aforesaid.

Note- 'Family' for the purpose shall mean the spouse, the dependent children and the dependent parents of Mr. G. D. Mundra

Commission : Such sum by way of commission, in addition to salary, perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Appointment & Compensation Committee / Board of Directors of the Company at the end of each financial year, subject to the overall ceiling stipulated in section 198 and 309 of the Companies Act, 1956.

Compensation for loss of office : In the event of loss of office of the Executive Director, he shall be paid compensation in the manner and to the extent permissible under the provisions of Section 318 of the Companies Act, 1956.

Minimum Remuneration : Notwithstanding the above, where in any financial year during the currency of term of office of Mr. G D Mundra, the Company has made no profits or its profits are inadequate, the Company shall pay salary, performance incentive, perquisites and allowances (except commission) as s pecified above to Mr. G D Mundra.

Mr. G. D. Mundra, subject to the superintendence, control and direction of Chairman & Managing Director, shall perform such functions as may be conferred upon him by the Chairman & Managing Director or Board of Directors from time to time.

The Directors recommend the resolution for adoption by the members.

None of the Directors except Mr. G.D. Mundra is interested in the resolution.

The particulars set out above may be treated as an abstract of the agreement between Mr. G.D. Mundra, Wholetime Director and the Company pursuant to Section 302 (2) of the Companies Act, 1956.

By Order of the Board

P.K. Jain
Company Secretary

Place: RAIPUR
Dated: 3rd April, 2012

SARDA ENERGY & MINERALS LIMITED

Regd. Office: 73-A, Central Avenue, Nagpur (M.H.)

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting hall)

Folio No./DPID –Client ID_____

I certify that I am a registered Shareholder of the Company and hold _____ shares.

I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company to be held at 10.30 a.m. on 12th May, 2012 at Company's Works at Industrial Growth Centre, Siltara, Raipur (C.G.) 493111 and at any adjournment thereof.

_____ _____

Name of the Member/proxy in Block Letter Member's/Proxy's signature

NOTES:

1. A member/proxy wishing to attend the meeting must complete this Attendance Slip and hand it over at the entrance duly signed.
2. If you intend to appoint a proxy, please complete the proxy form given below and deposit it at the Company's Registered Office at least 48 hours before the meeting.

SARDA ENERGY & MINERALS LIMITED

Regd. Office: 73-A, Central Avenue, Nagpur (M.H.)

PROXY FORM

Folio No./DPID –Client ID_____

I/We_____

_____ of_____in the district of_____ being a member/members of Sarda Energy & Minerals Limited hereby appoint_____ of _____in the district of _____ or failing him/her _____ of _____in the district of _____ to act as my/our Proxy to attend and vote for me/us and on my/our behalf at the EXTRA ORDINARY GENERAL MEETING of the Company, to be held on 12th May, 2012 and at any adjournment thereof.

Signed : _____

Place : _____

Dated : _____

(Affix Re. Revenue Stamp)

NOTE: This proxy form duly completed must be received at the Company's Registered Office at least 48 hours before the meeting.

Book Post

If undelivered, please return to:

SARDA ENERGY & MINERALS LIMITED
Industrial Growth Centre, Siltara, Raipur (C.G.) 493111.