

DRAFT LETTER OF OFFER
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

The Letter of Offer will be sent to you as a registered Equity Shareholder of Sarda Energy & Minerals Limited (“**Company**”) as on the Record Date (as defined hereinafter) in accordance with the provisions of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended from time to time (“**Buyback Regulations**”). If you require any clarifications about the action to be taken, you may consult your stock-broker or investment consultant or the Manager to the Buyback, viz. Hem Securities Limited or the Registrar to the Buyback, viz. Bigshare Services Private Limited. Please refer to the section on “Definitions” for the definition of the capitalized terms used herein.



SARDA ENERGY & MINERALS LIMITED
Corporate Identity Number (CIN): L27100MH1973PLC016617
Registered Office: 73-A Central Avenue, Nagpur (M.H.) 440018, Office: Industrial Growth Center,
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E-mail: cs@seml.co.in Website: www.seml.co.in
Compliance Officer: Mr. Manish Sethi, Company Secretary and Compliance Officer

OFFER TO BUY BACK FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹10 (RUPEE 10 ONLY) EACH OF UP TO 8,11,108 (EIGHT LAKH ELEVEN THOUSAND ONE HUNDRED EIGHT) EQUITY SHARES FROM THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES AS ON 6TH MAY 2022 (THE “RECORD DATE”), ON A PROPORTIONATE BASIS BY WAY OF THE TENDER OFFER ROUTE AS PRESCRIBED UNDER THE BUYBACK REGULATIONS, THROUGH STOCK EXCHANGE MECHANISM AT A PRICE OF RS. 1,500/- (RUPEES ONE THOUSAND FIVE HUNDRED ONLY) PER EQUITY SHARE PAYABLE IN CASH FOR AN AGGREGATE CONSIDERATION NOT EXCEEDING RS. 121.67 CRORE (RUPEES ONE HUNDRED TWENTY ONE CRORE SIXTY SEVEN LAKH ONLY) (THE “BUYBACK”).

- 1) The Buyback is being undertaken pursuant to Clause 41 of Table F of Companies Act, 2013 as adopted by the Company in its Articles of Association, Sections 68, 69,70 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), the relevant rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, and the Buyback Regulations. The Buyback is further subject to approvals, permissions, sanctions and exemptions, as may be necessary, and subject to such conditions and modifications, if any, from time to time from regulatory and/or statutory authorities as required under applicable laws, including but not limited to Securities and Exchange Board of India (“**SEBI**”) and the stock exchanges where the Equity Shares of the Company are listed i.e. BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) (collectively, “**Stock Exchanges**”).
- 2) The Buyback is within 25% of the aggregate of paid up capital and free reserves of the Company as per the audited condensed standalone financial statements and audited consolidated financial statements of the Company as on 31st March, 2021 (i.e. the latest audited financial statements available as on the date of Board Meeting recommending the proposal of the Buyback, in accordance with provisions of the Act which was on 23rd April, 2022. The Offer Size of the Buyback constitutes 6.06.% and 5.49% of the aggregate fully paid-up equity share capital and free reserves as per audited standalone financial statements and audited consolidated financial statements of the Company as on 31st March, 2021, respectively, which is within the prescribed limit of 25%, and represents 2.25% of the total issued and paid-up equity share capital of the Company as on 31st March, 2021.
- 3) The Letter of Offer will be sent to the Equity Shareholders/Beneficial Owners holding Equity Shares of the Company as on the Record Date (“**Eligible Shareholders**”). A copy of the Public Announcement, the Draft Letter of Offer and the Letter of Offer (including the Form of Acceptance-cum Acknowledgement (“**Tender Form**”) shall be available on the website of SEBI at www.sebi.gov.in and the Company at www.seml.co.in.
- 4) The procedure for tender and settlement is set out in Paragraph 20 (Procedure for Tender/Offer and Settlement) of the Draft Letter of Offer. The Tender Form is enclosed together with this Draft Letter of Offer.
- 5) For mode of payment of consideration to the Eligible Shareholders, please refer to Paragraph 20 of the Draft Letter of Offer.
- 6) Eligible Shareholders are advised to read this Draft Letter of Offer and in particular, refer to Paragraph 17 (Details of Statutory Approvals) and Paragraph 21 (Note on Taxation) of the Draft Letter of Offer before tendering their Equity Shares in the Buyback.

MANAGER TO THE BUYBACK

REGISTRAR TO THE BUYBACK



Hem Securities Ltd.



Bigshare Services Pvt. Ltd.

Hem Securities Limited

Address: 904,A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, India
 Tel: +91- 022- 49060000
 Fax: +91- 022- 22625991
 Contact Person: Mrs. Roshni Lahoti
 E-mail: ib@hemsecurities.com
 Website: www.hemsecurities.com
 SEBI Registration Number: INM000010981
 CIN: U67120RJ1995PLC010390

Big Share Services Pvt. Ltd

Address 1st Floor, Bharat Tin Works Building
 Opp. Vasant Oasis, Makwana Road Marol, Andheri East Mumbai (M.H)-
 400059
 Tel: 022 62638200
 Fax: 022 62638299
 Contact Person: Arvind Tandel
 E-mail:arvind@bigshareonline.com
 Website: www.bigshareonline.com
 SEBI Registration Number: INR000001385
 CIN: U99999MH1994PTC076534

BUYBACK PROGRAMME

Buyback Opening Date	[•]
Buyback Closing Date	[•]
Last Date and Time For Receipt of Completed Tender Forms	[•]

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1. SCHEDULE OF ACTIVITIES

Sr. No.	Activity	Date	Day
1.	Date of Board Meeting approving the proposal of the Buyback	23 rd April, 2022	Saturday
2.	Date of Public Announcement for the Buyback	25 th April, 2022	Monday
3.	Date of publication of the Public Announcement for the Buyback	26 th April, 2022	Tuesday
4.	Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	6 th May, 2022	Friday
5.	Buyback Opening Date	[●]	[●]
6.	Buyback Closing Date	[●]	[●]
7.	Last date of receipt of completed Tender Forms and other specified documents including physical share certificates (if and as applicable) by the Registrar	[●]	[●]
8.	Last date of verification of Tender Forms and other specified documents by the Registrar	[●]	[●]
9.	Last date of providing Acceptance/Non-acceptance of tendered Equity Shares to the Stock Exchange by the Registrar	[●]	[●]
10.	Last date of settlement of bids on the Stock Exchange	[●]	[●]
11.	Last date of dispatch of share certificate(s) by the Registrar/return of unaccepted demat Equity Shares by Stock Exchange to Seller Member/Eligible Shareholders	[●]	[●]
12.	Last date of extinguishment of Equity Shares	[●]	[●]

Note: Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates.

2. DEFINITIONS OF KEY TERMS

This Draft Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specified otherwise, shall have the meanings as provided below. References to any acts, regulations, rules, circulars or notifications shall be to such acts, regulations, rules, circulars or notifications as amended, supplemented, or re-enacted from time to time.

The words and expressions used in this Draft Letter of Offer, but not defined herein, shall, unless the context requires otherwise, have the meanings ascribed to such terms under the Buyback Regulations, the Act, the SEBI Depositories Act, 1996 and the rules and regulations made thereunder.

Acceptance/Accept/ Accepted	Acceptance of fully paid-up Equity Shares tendered by Eligible Shareholders in the Buyback.
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Stock Exchanges in the form of a separate window in accordance with the SEBI Circulars.
Act	The Companies Act, 2013 and rules framed thereunder (including any statutory modifications or amendments thereof).
Additional Equity Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder not exceeding the Equity Shares held by such Eligible Shareholder as on the Record Date.
AOP	Association of Persons.
Articles/Articles of Association	Articles of Association of the Company.
Board Meeting	Meeting of the Board of Directors of the Company held on 23 rd April, 2022 approving the proposal for the Buyback.
Board/Board of Directors	Board of Directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized "Committee" thereof).
BOI	Body of Individuals.
BSE	BSE Limited.
Buyback/Buyback Offer	The buyback by the Company of its fully paid-up equity shares of face value of ₹10 (Rupee 10 only) each of up to 8,11,108 (Eight lakh eleven thousand one hundred and eight) Equity Shares (representing 2.25 % of the total issued and paid-up equity share capital of the Company as on 31 st March 2021 at a price of Rs. 1,500/- (Rupees one thousand five hundred only) per Equity Share payable in cash for an aggregate consideration not exceeding 121.67 crores (Rupees one hundred twenty one crore sixty seven lakh only) excluding transaction costs, applicable taxes, other incidental and related expenses from the Equity Shareholders of the Company as on the Record Date, on a proportionate basis by way of the Tender Offer route as prescribed under the Buyback Regulations read with SEBI Circulars through the stock exchange mechanism.
Buyback Closing Date	[•]
Buyback Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback Offer based on the number of Equity Shares held by such Eligible Shareholder on the Record Date and the ratio of Buyback applicable to the category to which such Eligible Shareholder belongs.
Buyback Offer Price/ Offer Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e Rs. 1,500/- (Rupees one thousand five hundred only) per Equity Share, payable in cash.
Buyback Offer Size	Maximum number of Equity Shares proposed to be bought back (i.e. 8,11,108 Equity Shares) multiplied by the Buyback Offer Price (i.e. Rs. 1,500 per Equity Share), not exceeding Rs. 121.67 crores (Rupees one hundred twenty-one crore sixty seven lakh only)
Buyback Opening Date	[•]
Buyback Regulations	The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended.
CDSL	Central Depository Services (India) Limited.

CIN	Corporate Identification Number
Clearing Corporation	Indian Clearing Corporation Limited and National Securities Clearing Corporation Limited.
Company	Sarda Energy & Minerals Limited
Company's Broker	Hem Finlease Private Limited
Company Demat Account	A demat account held by the Company, wherein Demat Shares bought back in the Buyback would be transferred.
Depositories Act	The Depositories Act, 1996
Depositories	Collectively, National Securities Depository Limited (NSDL) and Central Depository Services(India) Limited (CDSL).
Designated Stock Exchange	The designated stock exchange for the Buyback, being National Stock Exchange of India Limited
DIN	Director Identification Number.
DP	Depository Participant.
Draft Letter of Offer	This draft letter of offer dated 2 nd May, 2022
DTAA	Double Taxation Avoidance Agreement.
Eligible Shareholders	Shareholders holding Equity Shares, either in physical or dematerialized form, as on the Record Date, and excludes person(s) who do not have the capacity under applicable law to tender Equity Shares.
Equity Shares/Shares	Fully paid-up equity shares of face value of ₹10 (Rupee ten only) each of the Company.
Equity Shareholder/Shareholder	Holders of Equity Shares and includes beneficial owners thereof.
Escrow Account	The Escrow Account titled “[●]” opened with the Escrow Agent in terms of Escrow Agreement.
Escrow Agent	[●]
Escrow Agreement	The escrow agreement dated [●] entered into amongst the Company, the Manager and the Escrow Agent.
FCB(s)	Foreign Corporate Bodies
FEMA	Foreign Exchange Management Act, 1999, as amended.
FII(s)	Foreign Institutional Investors.
FPI(s)	Foreign Portfolio Investors.
Financial Year/FY	Period of 12 months beginning from April 01 of a particular year and ending on March 31 of the subsequent year.
General Category	Eligible Shareholders other than the Small Shareholders.
HUF	Hindu Undivided Family.
Income Tax Act/ITA	Income-tax Act, 1961 (including any statutory modifications or re-enactment thereof).

Letter of Offer	The letter of offer dated [●] to be filed with SEBI containing disclosures in relation to the Buyback as specified in Schedule III of the Buyback Regulations, including comments received from SEBI on the Draft Letter of Offer.
LODR Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
Manager to the Buyback/Manager	Hem Securities Limited
Management Rules	The Companies (Management and Administration) Rules, 2014, as amended.
MCA Circulars	General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 and other applicable Circular(s) if any.
Non-Resident Shareholders	Includes Non-Resident persons and bodies corporate, Non-Resident Indians (“NRI”), Foreign Corporate Bodies (“FCBs”) Foreign Institutional Investors (“FIIs”), Foreign Portfolio Investors (“FPIs”) and erstwhile OCBs.
NRI	Non- Resident Indian
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited.
OCB	Overseas Corporate Bodies.
PAN	Permanent Account Number
Person in Control	Promoters, Promoter Group, the Directors of the Promoter and Persons Acting in concert, including such persons as have been disclosed under the filings made by the Company from time to time under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
Physical Share (s)	Equity Share(s) of the Company in Physical Form.
Promoters/Promoter Group	Names of person included in para 6.6.(i) of the Draft Letter of Offer
Public Announcement/PA	The public announcement dated 25 th April, 2022 made in accordance with the Buyback Regulations, and published on 26 th April, 2022 in all editions of the Business Standard, an English daily and Business Standard, a Hindi national daily, and Mahasagar, a regional language Marathi daily, each with wide circulation.
RBI	Reserve Bank of India.
Record Date	6 th May, 2022 i.e. the date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders, to whom the Letter of Offer will be sent and who are eligible to participate in the Buyback Offer in accordance with Buyback Regulations.
Registrar to the Buyback/Registrar	Bigshare Services Private Limited
Reserved Category	Equity Shares reserved for the Small Shareholders.
Rules	Rules notified under The Companies Act, 2013

SEBI	Securities and Exchange Board of India.
SEBI Circulars	SEBI circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, and other applicable Circulars(s), if any.
Selling Member(s)	Stockbroker(s) of Eligible Shareholder(s), through whom the Eligible Shareholder(s) seek (s) to participate in the Buyback.
Share Capital Rules	The Companies (Share Capital and Debentures) Rules, 2014, as amended.
Small Shareholder	An Eligible Shareholder, who holds Equity Shares of market value not more than ₹2,00,000 (Rupees two lakh only) on the basis of closing price on the recognized stock exchange registering the highest trading volume, as on the Record Date i.e. 6 th May, 2022 as defined in Regulation 2(1)(n) of the Buyback Regulations.
Stock Exchanges	BSE and NSE.
Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
Tender Form	Form of Acceptance-cum-Acknowledgement.
Tender Offer	Method of buyback as defined in Regulation 2(1) (q) of the Buyback Regulations.
Tendering Period	Period of 10 (Ten) Working Days from the Buyback Opening Date till the Buyback Closing Date (both days inclusive).
TRS	Transaction Registration Slip.
Transaction Costs	Any expenses incurred or to be incurred for the buyback such as Securities and Exchange Board of India (“SEBI”) fees, Stock Exchange(s) fees, advisory/legal fees, public announcement publication expenses, printing and dispatch expenses, brokerage, applicable taxes inter alia including buyback taxes, securities transaction tax, goods and services tax, stamp duty and other incidental and related expenses.
Working Day	Working day as defined under Regulation 2(1)(s) of the Buyback Regulations.

Certain conventions, currency of presentation, use of financial information and stock market data

Page Numbers and Paragraph Numbers

Unless otherwise stated, all references to page numbers and paragraph numbers in this Draft Letter of Offer are to page numbers of this Draft Letter of Offer.

Currency and Units of Presentation

All references to “Rupee(s)”, “Rs.” Or “Rs.” or “INR” or ₹ are to Indian Rupees, the official currency of the Republic of India.

Financial and Other Data

Unless stated or the context requires otherwise, our financial information in this Draft Letter of Offer is derived from the audited results for the fiscal year 2020-21 and unaudited financials for the period ending 31.12.2021

Our Company’s fiscal year commences on April 1 of each year and ends on March 31 of the next year (referred to herein as “Fiscal”, “Fiscal Year” or “FY”).

All data related to financials are given in INR crore, unless otherwise stated

Stock Market Data

Unless stated or the context requires otherwise, stock market data included in this Draft Letter of Offer is derived from the websites of the Stock Exchanges.

3. DISCLAIMER CLAUSE

As required, a copy of this Draft Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Draft Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in the Draft Letter of Offer. The Manager to the Buyback, Hem Securities Limited has certified that the disclosures made in the Draft Letter of Offer are generally adequate and are in conformity with the provisions of the Act and Buyback Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the Draft Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback, Hem Securities Limited, has furnished to SEBI a due diligence certificate dated 2nd May, 2022 in accordance with Buyback Regulations which reads as follows:

“We have examined various documents and materials relevant to the Buyback as part of the due-diligence carried out by us in connection with the finalization of the public announcement dated 25th April, 2022 (“Public Announcement”) which was published on 26th April, 2022 and the draft letter of offer dated 2nd May 2022 (“Draft Letter of Offer”). On the basis of such examination and the discussions with the Company, we hereby state that:

- *The Public Announcement and the Draft Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback Offer;*
- *All the legal requirements connected with the said Buyback Offer including the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, have been duly complied with;*
- *The disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the Eligible Shareholders of the Company to make a well-informed decision in respect of the captioned Buyback Offer;*
- *Funds used for Buyback shall be as per the provisions of the Companies Act 2013, as amended.”*

The filing of offer document with SEBI, does not, however, absolve the Company from any liabilities under the provisions of the Act or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

The Board of Directors declare and confirm that no information/ material likely to have a bearing on the decision of Eligible Shareholders has been suppressed/ withheld and/ or incorporated in the manner that would amount to misstatement/ mis-representation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to a mis-statement/mis-representation, the Company shall be liable for penalty in terms of the provisions of the Act and the Buyback Regulations.

The Board of Directors also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buyback.

Disclaimer for U.S. Persons:

The information contained in this Draft Letter of Offer is exclusively intended for persons who are not US Persons as such term is defined in Regulations of the US Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Draft Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any such restrictions. This is not an offer for sale, or a solicitation of an offer to buy in the United States of America and cannot be accepted by any means or instrumentality from within the United States of America.

Disclaimer for Persons in foreign countries other than U.S.:

This Draft Letter of Offer does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any such restrictions.

Important Notice to All Shareholders

1. This Draft Letter of offer has not been filed, registered or approved in any jurisdiction outside India. This Draft Letter of Offer has been prepared for the purposes of compliance with the Buyback Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of the Letter of Offer.

The Letter of Offer shall be dispatched to all Shareholders whose names appear on the register of members of the Company, as of the Record Date. However, receipt of the Letter of Offer by any Shareholders in a jurisdiction in which it would be illegal to make this Tender Offer, or where making this Tender Offer would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws), shall not be treated by such Shareholders as an offer being made to them. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any such restrictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

2. Forward Looking Statements

This Draft Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as 'aim', 'anticipate', 'believe', 'expect', 'estimate', 'intend', 'objective', 'plan', 'project', 'will', 'will continue', 'will pursue' or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about the Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in which the Company operates and its ability to respond to them, the Company's ability to successfully implement its strategy, its growth and expansion, technological changes, exposure to market risks, general economic and political conditions in India or other key markets where it operates which have an impact on its business activities or investments, the monetary and fiscal policies, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which the Company operates

Certain figures contained in this Draft Letter of Offer have been subject to rounding-off adjustments. All decimals have been rounded off.

4. TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING

The Buyback through Tender Offer has been authorised and approved by the Board of Directors at its meeting held on 23rd April, 2022. The text of the resolution of the Board of Directors is set out below.

“RESOLVED that pursuant to provisions of Table F as adopted in the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and all other applicable provisions of the Companies Act, 2013 (**“the Act”**) and applicable rules made there under including the Companies (Share Capital and Debentures) Rules, 2014 as amended, if and to the extent applicable and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended from time to time (**“Buy-back Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“Listing Regulations”**) and subject to such other approvals, permissions and sanctions as may be necessary, and subject to such

conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (herein referred to as the “**Board**” which term shall be deemed to include any committee/official which the Board may constitute /to whom the Board may delegate authority, to exercise its powers, including the powers conferred by this resolution), consent of the Board be and is hereby accorded for the Buy-back of fully paid up equity shares of the Company having face value of ₹ 10/- each (“**Equity Share(s)**”) up to 8,11,108 Equity Shares (representing 2.25% of the total number of Equity Shares of the Company) at a price of ₹ 1,500/- (Rupees one thousand five hundred only) (“**Buy-back Price**”) per Equity Share payable in cash for a total consideration not exceeding ₹ 121.67 crores (Rupees one hundred twenty one crore and sixty seven lakh only), excluding transaction costs viz. fees, brokerage, buy-back tax, other applicable taxes such as securities transaction tax, goods and service tax, stamp duty, etc. (“**Transaction Costs**”) (hereinafter referred to as “**Buy-back Size**”), which represents 6.06% and 5.49% of the total paid-up equity share capital and free reserves (including securities premium account) as per the audited standalone financial statements and audited consolidated financial statements of the Company for the financial year ended on March 31, 2021, respectively, through the “**Tender Offer**” process as prescribed under the Buy-back Regulations (the process being referred hereinafter as “**Buy-back**”), on a proportionate basis, from the equity shareholders / beneficial owners of the Equity Shares of the Company including promoter and members of promoter group (it being understood that the “**Promoter**” and “**Promoter Group**” will be such persons as have been disclosed under the shareholding pattern filed by the Company from time to time under the Listing Regulations and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended), as on the record date.

RESOLVED FURTHER that in accordance with the Buyback Regulations, the Buyback period shall commence from the date of this resolution until the last date on which the payment of consideration for the Equity Shares bought back by the Company is made (“**Buyback Period**”).

RESOLVED FURTHER that the Board of Directors hereby fixes Friday, 6th May 2022, as the Record Date for the purpose of Buy-back of Equity Shares of the Company (“**Record Date**”).

RESOLVED FURTHER that 15% (Fifteen percent) of the total number of Equity Shares which the Company proposes to Buy-back or such number of Equity Shares entitled as per the shareholding of small shareholders, as on the Record Date, whichever is higher, shall be reserved for the small shareholders, as prescribed under Regulation 6 of the Buy-back Regulations.

RESOLVED FURTHER that the Buy-back from non-resident shareholders, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors, Foreign Portfolio Investors and shareholders of foreign nationality, if any, shall be subject to such approvals, if and to the extent necessary or required, from concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999 and rules and regulations framed there under.

RESOLVED FURTHER that the Company shall earmark adequate sources of funds for the purpose of the Buy-back and the amount required by the Company for the Buy-back is intended to be met out of the Company’s balances in free reserves, retained earnings, current surplus and/or cash and cash equivalents and/or internal accruals and/or liquid resources and/or such other permissible sources of funds, as permitted under the Act and the Buy-back Regulations and on such terms and conditions as the Board may decide from time to time at its absolute discretion;

RESOLVED FURTHER that the Company shall not use borrowed funds, whether secured or unsecured, of any form and nature, from banks and financial institutions for paying the consideration to the Equity Shareholders who have tendered their Equity Shares in the Buyback.

RESOLVED FURTHER that the Buy-back would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (“**Listing Regulations**”).

RESOLVED FURTHER that the Company shall implement the Buyback using the “*Mechanism for acquisition of shares through Stock Exchange*” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via SEBI Circular

CFD/DCR2/CI R/P/2016/131 dated December 9, 2016 and SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any further amendments thereof and following the procedure prescribed in the Companies Act and the Buyback Regulations and on such terms and conditions as may be permitted by law from time to time as may be determined by the Board (including committee authorized by the Board) and the Company shall approach the Stock Exchange(s), as may be required, for facilitating the same.

RESOLVED FURTHER that in terms of Regulation 24(iii) of the Buy-back Regulations, Mr. Manish Sethi, Company Secretary and Compliance Officer, be and is hereby appointed as the Compliance Officer for the proposed Buy-back and Bigshare Services Pvt. Ltd., Registrar & Transfer Agents of the Company, be and is hereby appointed as the Registrar to the Buy-back offer and also the Investor Service Centre,

RESOLVED FURTHER that the National Stock Exchange of India Limited (NSE), be and is hereby appointed as the designated stock exchange for the purpose of the Buyback.

RESOLVED FURTHER that the approval of the Board be and is hereby accorded for the appointment of HEM Securities Ltd. as the Merchant Banker /Manager to the Buy-back.

RESOLVED FURTHER that the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the following opinion:

- a) that immediately following the date of this meeting i.e., 23rd April 2022, there will be no grounds on which the Company can be found unable to pay its debts;
- b) that as regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buyback and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this meeting.
- c) in forming its opinion aforesaid, the Board has considered the liabilities as if the Company were being wound up under the provisions of the Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

RESOLVED FURTHER that in terms of Section 68(6) of the Act read with Regulation 8(1)(b) of the Buy-back Regulations, the drafts of the declaration of solvency prepared in the prescribed form, supporting affidavit and other relevant documents, as placed before the Board, be and are hereby approved and Mr. K.K. Sarda (DIN: 00008170) – Chairman & Managing Director and Mr. Pankaj Sarda (DIN: 00008190) – Joint Managing Director of the Company be and are hereby authorized to sign the same for and on behalf of the Board, and Mr. Pankaj Sarda, Jt. Managing Director, Mr. Padam Kumar Jain, WTD and Chief Financial Officer & Mr. Manish Sethi, Company Secretary and Compliance Officer, be and are hereby severally authorised to file the same with the Registrar of Companies, Maharashtra, Mumbai, (“**ROC**”) and the Securities and Exchange Board of India or any such other concerned authorities, as may be necessary in accordance with applicable laws.

RESOLVED FURTHER that the Board of Directors hereby confirms that –

- i. all the Equity Shares which the Company proposes to buy-back are fully paid up;
- ii. the aggregate consideration for the Buy-back is not exceeding ₹ 121.67 crores (Rupees one hundred twenty one crore sixty seven lakh only) excluding Transaction Costs and does not exceed 10% of the aggregate of the fully paid up equity share capital and free reserves (including securities premium account) as per the audited financial statements of the Company for the financial year ended on March 31, 2021 and the maximum number of Equity Shares proposed to be bought back under the Buy-back i.e. 8,11,108 (Eight lakh eleven thousand one hundred eight) Equity Shares does not exceed 25% of the total number of equity shares in the paid up share capital of the Company;
- iii. the Company shall not issue any Equity Shares or other specified securities including by way of bonus till the date of expiry of the Buy-back period;
- iv. the Company, as per provisions of Section 68(8) of the Companies Act, shall not make further issue of the same kind of Shares or other specified securities including allotment of new shares under clause (a) of sub section (1) of Section 62 or other specified securities within a period of six months after the completion of the Buyback except by way of bonus shares or Equity Shares issued to discharge

- subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference Shares or debentures into Equity Shares;
- v. the Company shall not Buy-back any locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;
 - vi. the Company shall not Buy-back its Equity Shares from any person through negotiated deal whether on or off the Stock Exchange(s) or through spot transactions or through any private arrangement;
 - vii. the Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies;
 - viii. The Company has not undertaken a Buy-back of any of its securities during the period of one year immediately preceding the date of this meeting;
 - ix. the Company shall not make any offer of Buyback within a period of one year reckoned from the date of expiry of Buyback period;
 - x. the Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the equity shares purchased through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
 - xi. there are no defaults subsisting in repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
 - xii. the Company shall not raise further capital in cash for a period of one year or six months, as may be applicable, from the expiry of the Buy-back period, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
 - xiii. the Company shall pay the consideration for Buyback only by way of cash;
 - xiv. the ratio of the aggregate of secured and unsecured debts owned by the Company immediately after the Buy-back shall not be more than twice the paid up capital and free reserves of the Company based on both standalone and consolidated financial statements of the Company;
 - xv. there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act outstanding as on date;
 - xvi. the Company will not withdraw the Buy-back after the Draft Letter of Offer is filed with the SEBI or the public announcement of the offer of the Buyback is made;
 - xvii. The Company is in compliance with Sections 92, 123, 127 and 129 of the Act.
 - xviii. the Company is not buying back its Equity Shares so as to delist its Equity Shares from the stock exchanges;
 - xix. the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Act within 7 (seven) days of the expiry of buy-back period;
 - xx. as per Regulation 24(i)(e) of the Buyback Regulations, the Promoter and members of Promoter Group, and / or their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or off-market transactions (including inter- se transfer of Equity Shares among the promoter and members of promoter group) from the date of passing the resolution of the Board of Directors till the closure of the Buyback, other than participation in the Buyback;
 - xxi. the statements contained in all the relevant documents in relation to the Buyback shall be true, material and factual and shall not contain any mis-statements or misleading information;
 - xxii. post Buyback, if Promoters and members of Promoter Group. shareholding is anticipated to exceed the threshold resulting in fall in minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations, then the Promoters and members of Promoter Group shall ensure the compliance with the requirement of minimum public shareholding requirements of the Company after the Buyback;
 - xxiii. the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its shares; and
 - xxiv. the Company shall comply with the applicable statutory and regulatory provisions / timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the Buyback Regulations and any other applicable laws.

RESOLVED FURTHER that the Company do constitute a Buyback Committee consisting of the following directors -

- a) Mr. Kamal Kishore Sarda

- b) Mr. Pankaj Sarda and
- c) Mr. Padam Kumar Jain

and that the Buyback Committee be and is hereby authorized, to oversee the Buyback and also to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper, as it may consider to be in the best interests of the shareholders, including but not limited to:

1. appoint Buy-back broker, advertisement agency, printers, escrow agent(s) and such other persons/consultants for the Buy-back as may be required or deemed fit;
2. fix up the remuneration including commission, brokerage, fees, charges etc. and terms & conditions for the appointments referred to in point 1 above;
3. fix entitlement ratio in accordance with the Buy-back Regulations for the eligible shareholders from whom the buy-back of Equity Shares shall be made;
4. approve / file the final public announcement, draft letter of offer and final letter of offer, filing of declaration of solvency, post buy-back announcement, certificate of extinguishment of equity shares and extinguishment of equity shares in dematerialized form and also physical destruction of share certificates and all other documents / acts required to be filed / done in connection with the Buy-back Offer with SEBI, stock exchanges, Registrar Of Companies, National Securities Depository Limited, Central Depository Services (India) Limited, together referred as (“**Depositories**”) and other appropriate authorities;
5. deal with stock exchange(s) (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI Circular SEBI/HO/CFD/DCR3/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force;
6. deal with various intermediaries involved/required in the process and to execute and submit such documents and information as are required in connection with the buyback;
7. make all the applications to the appropriate authorities for their requisite approvals;
8. open, operate and close all the necessary accounts such as broking account, escrow account, special account(s) and any other bank account(s) and depository account for the purpose of the Buy-back Offer and authorize persons to operate the said accounts;
9. arrange for bank guarantees and/or Cash Deposits and/or Marketable Securities as may be necessary for the Buy-back Offer in accordance with applicable laws;
10. decide source of funds for paying the consideration to the equity shareholders who have tendered their equity shares in the Buy-back Offer;
11. authorize bankers to act upon the instructions of the Merchant Banker as required under the Buy-back Regulations;
12. make any alteration(s), modification(s), to the terms and conditions of the Buy-back Offer in accordance with the statutory requirements and as may deem necessary;
13. to sign the documents as may be necessary with regard to the Buyback and use the common seal of the Company, in accordance with the Articles of Association of the Company, wherever necessary on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the Appropriate Authorities, Registrar of Companies, stock exchanges, and depositories;
14. delegate all or any of the powers, rights or authorities conferred above to any Directors / executive / authorized representative(s) of the Company / professional(s) to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be felt necessary or as may be suggested by the appropriate authorities or advisors and to issue necessary Power of Attorneys, for the purpose, if any required;
15. to ratify decisions taken by authorised persons/executives and settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company and
16. generally, to do and perform all such acts, matters, deeds and things as it may in its absolute discretion deem necessary or desirable for the purpose of Buy-back as is in the best interest of the Company.
17. deposit and/or instruct the deposit of the requisite amount into escrow/special account and finalising the composition/combination of such deposit into escrow/special account in accordance with the provisions of Regulation 9(xi) and 10 of the Buyback Regulations and the escrow agreement entered into with the escrow agent;

18. extinguishment of the Equity Shares and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or Board, as required under applicable law;

RESOLVED FURTHER that the buyback committee be and is hereby authorised, to finalise and make necessary changes as may be required in the Public Announcement, Draft Letter of Offer, Letter of Offer and Post Buy-back Announcement and addendum/corrigendum thereto, all relevant forms, documents, applications, consents, undertakings, declarations, confirmation and such other documents, authorise the execution and submission/filing of the documents and to do all such acts, deeds and things as may be necessary, expedient or proper with regard to the implementation of the Buy-back.

RESOLVED FURTHER that at any meeting of the Buyback Committee two members of the Committee shall constitute the quorum and the Buyback Committee may regulate its own proceedings and meet as often as required, to discharge its functions and that resolutions by circulation shall require approval by majority of the members of the Committee.

RESOLVED FURTHER that nothing contained herein above shall confer any right on the part of any shareholder to offer, or any obligation on the part of the Company or the Board to Buy-back any Equity Shares, and / or impair any power of the Company or the Board to terminate any process in relation to such Buy-back as permissible by law.

RESOLVED FURTHER that the Company shall maintain a register of securities bought back wherein details of Equity Shares bought back, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying of Equity Shares and such other particulars as may be prescribed, shall be entered and that Mr. Padam Kumar Jain, Director & CFO and /or the Company Secretary of the Company be and is hereby authorised, individually and severally, to authenticate the entries made in the said register.

RESOLVED FURTHER that any of the Directors of the Company, Chief Financial Officer and /or the Company Secretary for the time being, be and are hereby authorized, individually and severally, to send the necessary intimations to the Stock Exchanges in relation to this resolution, as may be required under the Listing Regulations; to file necessary e-forms with the ROC and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions.

RESOLVED FURTHER that the common seal of the Company, if required be affixed on such documents in the presence of any two Directors of the Company for the time being or by one director and any other person named herein above who shall countersign the same.”

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

- 5.1 In accordance with Regulation 7(i) of the Buyback Regulations, the Company has made the Public Announcement dated 25th April 2022, which was published in the following newspapers on 26th April 2022.

Sr. No.	Name of the Newspaper	Language	Edition
1.	Business Standard	English	All editions
2.	Business Standard	Hindi	All editions
3.	Mahasagar	Marathi	Nagpur

- 5.2 The Public Announcement was issued within 2 (two) Working Days from the date of passing of the resolution in the meeting of the Board of Directors for the Buyback i.e.

- 5.3 The Company will publish further notices or corrigenda, if any, in the above-mentioned newspapers.

- 5.4 A copy of the Public Announcement is available on the SEBI website at www.sebi.gov.in and also on the website of the Company at www.seml.co.in

6. DETAILS OF THE BUYBACK

- a. The Board of Directors of Sarda Energy & Minerals Ltd., at their meeting held on 23rd April 2022, (the “**Board Meeting**”), pursuant to Clause 41 of Table F of Companies Act, 2013 as adopted by the Company in its Articles of Association, Section 68, 69 and 70 of the Companies Act, 2013, as amended and in compliance with the Buyback Regulations and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board, approved the buyback by the Company of up to 8,11,108 (Eight Lakh eleven thousand one hundred and eight) fully paid-up Equity Shares of face value of Rs. 10/- each representing up to 2.25% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company at a price of Rs. 1,500/- (Rupees one thousand five hundred only) per Equity Share payable in cash for an aggregate amount of up to Rs. 121.67 crore (Rupees one hundred twenty one crore sixty seven lakh only), on a proportionate basis through the “Tender Offer” route as prescribed under the Buyback Regulations from all of the Eligible Shareholders who hold Equity shares as on the Record Date i.e 6th day of May 2022. As required under the Buyback Regulations, Equity Shares to be bought back are divided into two categories: (i) Reserved Category for Small Shareholders; and (ii) General Category for all other shareholders.
- b. The Buyback Size is 6.06% and 5.49% of the fully paid-up equity share capital and free reserves as per the latest Standalone and Consolidated Audited Balance Sheet, respectively, for the financial year ended 31st March 2021 (the latest Audited Financial Statements available as on the date of Board Meeting) and is within the statutory limit of 10% of the fully paid-up equity share capital and free reserves as per the latest audited balance sheet of the Company. The maximum number of Equity Shares proposed to be bought back represents 2.25% of the total number of Equity Shares in the total paid-up Equity Share Capital of the Company.
- c. The Buyback Size does not include expenses incurred or to be incurred for the buyback such as Securities and Exchange Board of India (“**SEBI**”) fees, Stock Exchange(s) fees, advisory/legal fees, public announcement publication expenses, printing and dispatch expenses, brokerage, applicable taxes inter alia including buyback taxes, securities transaction tax, goods and services tax, stamp duty and other incidental and related expenses (“**Transaction Cost**”).
- d. The aggregate paid-up share capital and free reserves of the Company as per the latest audited standalone balance sheet of the Company as on 31st March 2021 is Rs. 2007 crore and as per the latest audited consolidated balance sheet of the Company as on 31st March 2021 is Rs. 2215 crore. Under the provisions of the Companies Act, the funds deployed for Buyback shall not exceed 10% of the paid-up capital and free reserves of the Company under Board approval route, as provided for under the first proviso to Section 68(2) of the Companies Act. Accordingly, the maximum amount that can be utilized on a standalone basis in the present Buyback is Rs. 200 crore and the maximum amount that can be utilized on a consolidated basis in the present Buyback is Rs. 221 crore. The Company has proposed to utilise an aggregate amount of up to Rs. 121.67 crore (Rupees one hundred twenty-one crore sixty seven lakh only) for the Buyback which is within the maximum amount as aforesaid.
- e. The Buyback shall be undertaken on a proportionate basis from the Equity Shareholders of the Company as on a record date through the tender offer process prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any further amendments thereof.
- f. The aggregate shareholding of the (a) promoter and promoter group of the Company (“**Promoter and Promoter Group**”) and persons in control, (b) directors of companies which are a part of the

Promoter and Promoter Group, and (c) directors and key managerial personnel of the Company as on the date of Public Announcement i.e. 25th April 2022 are as follows:

i. Aggregate shareholding of the Promoter and Promoter Group and persons who are in control:

Sr. No.	Name of Shareholder	No. of Number of Equity Shares held	% of Shareholding
1	Ghanshyam Ramkishore sarda	639224	1.77
2	Kamal Kishore Sarda	564518	1.57
3	Pankaj Sarda	691107	1.92
4	Veenadevi Ghanshyam Sarda	702350	1.95
5	Uma Sarda	1242579	3.45
6	Kamal Kishore Rathi	6000	0.02
7	Anant Sarda	808289	2.24
8	Jugal Kishore Sarda (HUF)	21716	0.06
9	Shashi Rathi	19467	0.05
10	Manish J Sarda	777335	2.16
11	Aditya Ghanshyam Sarda	112840	0.31
12	Raghav Sarda	112840	0.31
13	Neeraj JugalKishore Sarda	777335	2.16
14	Aditi Ghanshyam Sarda	9132	0.03
15	Vipula Sarda	422665	1.17
16	Chhatisgarh Investments Ltd.	13878760	38.50
17	Sarda Agriculture & Properties Pvt. Ltd.	2635150	7.31
18	Prachi Agriculture & properties Pvt. Ltd.	1565322	4.34
19	Chhattisgarh Investments Ltd.(Firm)	147731	0.41
20	Uma Sarda-Trustee to K K Sarda Family Trust	1000000	2.77
	TOTAL	26134360	72.50

ii. Aggregate shareholding of the directors of companies which are a part of the Promoter and Promoter Group:

Sr. no.	Name of the director	Name of the Promoter company	No. of equity Shares held in the company	% shareholding
1.	Mr. Kamal Kishore Sarda	Chhatisgarh Investments Ltd.	564518	1.57%
2.	Mr. Anant Sarda	Chhatisgarh Investments Ltd.	808289	2.24%
3.	Mr. Pankaj Sarda	Prachi Agriculture & Properties Pvt. Ltd. / Sarda Agriculture & Properties Pvt. Ltd.	691107	1.92%
4.	Mr. Neeraj JugalKishore Sarda	Sarda Agriculture & Properties Pvt. Ltd.	777335	2.16%
5.	Mr. Asit Kumar Basu	Chhatisgarh Investments Ltd.	4000	0.01%

iii. None of the Directors or Key Managerial Personnel of the Company holds any Equity Shares in the Company except for the following:

Sr. No.	Name of Shareholder	Designation	Number of Equity Shares held	% of Shareholding
1	Kamal Kishore Sarda	Chairman & Managing Director	564518	1.57
2	Pankaj Sarda	Jt. Managing Director	691107	1.92
3	Padam Kumar Jain	Whole-Time Director & CFO	10073	0.03
4	Jitender Balakrishnan	Independent Director	1667	0.00
5	Rakesh Mehra	Independent Director	10537	0.03

6	Chittur Krishnan Lakshminarayanan	Independent Director	8000	0.02
7	Asit Kumar Basu	Independent Director	4000	0.01
8	Manish Sethi	Company Secretary	1680	0.00
		TOTAL	1291582	3.58

- iv. Except as disclosed below, no Equity Shares of the Company have been purchased/ sold by any of the Promoter(s)/ members of the Promoters Group, and persons in control of the Company and the Directors and Key Managerial Personnel of the Company during the period of twelve months preceding the date of Public Announcement i.e 25th April 2022

Name of the Shareholder	Aggregate number of Equity Shares purchased or sold	Nature of Transaction	Maximum Price per Equity Share (Rs.)	Date of Maximum Price	Minimum Price per Equity Share (Rs.)	Date of Minimum Price
Ghanshyam Sarda	(753154)	Gift	NA	NA	NA	NA
Uma Sarda	753154	Gift	NA	NA	NA	NA
Manish Sarda	(213283)	Gift	NA	NA	NA	NA
Neeraj Sarda	(209382)	Gift	NA	NA	NA	NA
Vipula Sarda	422665	Gift	NA	NA	NA	NA

- g. In terms of the Buyback Regulations, under the Tender Offer Route, the promoters and promoter group and persons in control of the Company have the option to participate in the Buyback. In this regard, the Promoters have expressed intention vide letter dated 25th April 2022 to participate in the Buyback and offer up to an aggregate maximum number of 5,88,023 Equity Shares or such lower number of Equity Shares as required in compliance with the Buyback Regulations/ terms of the Buyback.
- 6.8 Please see below the maximum number of Equity Shares proposed to be tendered by each of the Promoter and Promoter Group as well as persons control of the Company:

Sr. No	Name of the Promoter and Promoter Group	Maximum Number of Equity Shares Intended to be tendered
1.	Ghanshyam Ramkishore Sarda	5,88,023 shares (being 72.50% of the total offer size.*
2.	Kamal Kishore Sarda	
3.	Pankaj Sarda	
4.	Uma Sarda	
5.	Kamal Kishore Rathi	
6.	Anant Sarda	
7.	Jugal Kishore Sarda (HUF)	
8.	Shashi Rathi	
9.	Manish J Sarda	
10.	Aditya Ghanshyam Sarda	
11.	Raghav Sarda	
12.	Neeraj JugalKishore Sarda	
13.	Aditi Ghanshyam Sarda	
14.	Vipula Sarda	
15.	Chhatisgarh Investments Ltd.	
16.	Sarda Agriculture & Properties Pvt. Ltd.	
17.	Prachi Agriculture & properties Pvt. Ltd.	
18.	Chhattisgarh Investments Ltd.(Firm)	
19.	Uma Sarda-Trustee to K K Sarda Family Trust	
	TOTAL	

*The Promoter/promoter group also intend to tender additional shares, to the extent of shortfall in the public category, in case there is shortfall in the public category. Accordingly, the quantity to be tendered by the Promoter / promoter group will increase to that extent. However, the total quantity to be tendered by the promoter /promoter group will not exceed 8,11,108 equity shares.

Pursuant to the Buyback and depending upon the response to the Buyback, the voting rights of the members of the promoter and promoter group in the company may increase or decrease from their existing shareholding in the total equity capital and voting rights of the Company. Any change in voting rights of the Promoter and Promoter group of the Company pursuant to completion of buyback will not result in any change in control over the Company.

For details with respect to aggregate shareholding of Promoters and members of Promoter Group and Persons in Control post the BuyBack, please refer to Paragraph 6.6 (i) of this DLoF.

6.9 The details of the date and price of acquisition of the Equity Shares that the Promoter and Promoter Group and persons in control intend to tender as disclosed /informed vide letter dt. 25th April 2022, are set-out below:

Name	Date of Transaction	Nature of Transaction	Number of equity shares	Face Value(₹)	Consideration (₹)
Chhatisgarh Investments Ltd.	Balance as on 01.04.2000 [#]		1273840	10/-	
	2000-01	Sale	(81608)	10/-	
	2001-02	Acquisition	21514	10/-	
	2002-03	Acquisition	325762	10/-	
	2003-04	Acquisition	1758539	10/-	
	2004-05	Acquisition	433357	10/-	
	2006-07	Sale	(1700000)	10/-	
	2007-08	Acquisition	9182534	10/-	
	2008-09	Acquisition	71979	10/-	
	2009-10	Acquisition	60790	10/-	
	25.01.2011	Sale	(856050)	10/-	Capital Contribution to firm
	2013-14	Acquisition	1775000	10/-	
	03.04.2014	Acquisition	1549	10/-	
	04.04.2014	Acquisition	4193	10/-	
	07.04.2014	Acquisition	1675	10/-	
	16.04.2014	Acquisition	5522	10/-	
	17.04.2014	Acquisition	130	10/-	
	21.04.2014	Acquisition	1043	10/-	
	22.04.2014	Acquisition	1225	10/-	
	23.04.2014	Acquisition	8124	10/-	
	25.04.2014	Acquisition	5061	10/-	
	30.03.2017	Purchase (inter-se among promoters/promoter group)	1000000	10/-	Rs. 244362299/-
	31.03.2017	Purchase (inter-se among promoters/promoter group)	245731	10/-	
	31.03.2017	Acquisition	123850	10/-	
	08.03.2018	Acquisition	10000	10/-	Rs. 4390785.58/-
	15.03.2018	Acquisition	115000	10/-	Rs. 52213796.85/-
20.06.2018	Acquisition	90000	10/-	Rs. 35887286.20/-	

	As on date		13878760		
Sarda Agriculture & Properties Pvt. Ltd.	Balance as on 01.04.2005 [#]		1325560	10/-	
	04.08.2007	Acquisition	1409590	10/-	Amalgamation
	25.01.2011	Disposal	(100000)	10/-	Capital Contribution to firm
	As on date		2635150		
Prachi Agriculture & Properties Pvt. Ltd.	Balance as on 01.04.2005 [#]		1048392	10/-	
	04.08.2007	Acquisition	566930	10/-	Amalgamation
	25.01.2011	Disposal	(50000)	10/-	Capital Contribution to firm
	As on date		1565322		
Uma Sarda	Balance as on 01.04.2005 [#]		28150	10/-	
	04.08.2007	Acquisition	455000	10/-	Amalgamation
	2011-12	Acquisition	6275	10/-	Dissolution of family trust
	05.08.2021	Acquisition	753154	10/-	Gift
	As on date		1242579		
UMA SARDA - Trustee to K.K. Sarda Family Trust	07.09.2020	Acquisition	800000	10/-	Gift
	08.09.2020	Acquisition	200000	10/-	Gift
	As on date		1000000		
Anant Sarda	04.08.2007	Acquisition	49140	10/-	Amalgamation
	07.09.2020	Acquisition	509149	10/-	Gift
	08.09.2020	Acquisition	250000	10/-	Gift
	As on date		808289		
Manish Jugal Kishore Sarda	Balance as on 01.04.2001 [#]		18000	10/-	
	04.08.2007	Acquisition	215670	10/-	Amalgamation
	2011-12	Acquisition	3900	10/-	Dissolution of family trust
	10.05.2019	Acquisition	215698	10/-	Transmission
	31.05.2019	Acquisition	537350	10/-	Transmission
	18.06.2021	Disposal	(213283)	10/-	Gift
	As on date		777335		
Neeraj Sarda	Balance as on 01.04.2001 [#]		15420	10/-	
	04.08.2007	Acquisition	79170	10/-	Amalgamation
	2011-12	Acquisition	3900	10/-	Dissolution of family trust
	10.05.2019	Acquisition	253212	10/-	Transmission
	31.05.2019	Acquisition	635015	10/-	Transmission
	18.06.2021	Sale	(209382)	10/-	Gift
	As on date		777335		
Pankaj Sarda	Balance as on 01.04.2005 [#]		28722	10/-	
	04.08.2007	Acquisition	656110	10/-	Amalgamation
	15-03-2012	Acquisition	6275	10/-	Dissolution of family trust
	As on date		691107		
Veenadevi Ghanshyam	Balance as on 01.04.2005 [#]		19850	10/-	

Sarda	04.08.2007	Acquisition	682500	10/-	Amalgamation
	As on date		702350		
Ghanshyam Ramkishore Sarda	Balance as on 01.04.2005 [#]		27378	10/-	
	04.08.2007	Acquisition	1365000	10/-	Amalgamation
	05.08.2021	Disposal	(753154)	10/-	Gift
	As on date		639224		
Kamal Kishore Sarda	Balance as on 01.04.2002 [#]		27762	10/-	
	21.06.2003	Acquisition	200000	10/-	
	25.09.2003	Acquisition	4853	10/-	
	04.08.2007	Acquisition	1076534	10/-	Amalgamation
	21.06.2019	Acquisition	1014518	10/-	Transmission
	07.09.2020	Disposal	(1000000)	10/-	Gift
	07.09.2020	Disposal	(759149)	10/-	Gift
	As on date		564518		
Vipula Sarda	18.06.2021	Acquisition	422665	10/-	Gift
Chhatisgarh Investments Ltd. (th. Firm - CSP Investments)	18.11.2010	Acquisition	850000	10/-	Capital Contribution
	24.11.2010	Acquisition	50000	10/-	Capital Contribution
	25.01.2011	Acquisition	100000	10/-	Capital Contribution
	30.03.2017	Sale (inter-se among promoters/promoter group)	(1000000)	10/-	Rs.243444043.25
	22.06.2017	Acquisition	18595	10/-	Rs. 4611013.96
	23.06.2017	Acquisition	22830	10/-	Rs. 5661169.60
	27.06.2017	Acquisition	37276	10/-	Rs. 9325895.60
	28.06.2017	Acquisition	24403	10/-	Rs. 6105264.25
	30.06.2017	Acquisition	3707	10/-	Rs. 927598.55
	04.07.2017	Acquisition	1272	10/-	Rs. 330737.36
	07.07.2017	Acquisition	39648	10/-	Rs. 10309021.12
	As on date		147731		
Aditya Ghanshyam Sarda	04.08.2007	Acquisition	112840	10/-	Amalgamation
Raghav Sarda	04.08.2007	Acquisition	112840	10/-	Amalgamation
Jugalkishore Ramkishore Sarda (HUF)	Balance as on 01.04.2001 [#]		21716	10/-	
Shashi Rathi	Balance as on 01.04.2007 [#]		7000	10/-	
	04.08.2007	Acquisition	12767	10/-	Amalgamation
	2013-14	Acquisition	500	10/-	
	22.05.2014	sale	-21	10/-	
	23.05.2014	sale	-200	10/-	
	19.03.2015	sale	-279	10/-	
	10.04.2017	sale	-300	10/-	
	As on date		19467		
Aditi Ghanshyam Sarda	Balance as on 01.04.2001 [#]		7312	10/-	
	04.08.2007	Acquisition	1820	10/-	Amalgamation
	As on date		9132		
Kamal Kishore Rathi	Balance as on 01.04.2000 [#]		6000	10/-	

	04.08.2007	Acquisition	245731	10/-	Amalgamation
	2008-09	Acquisition	500	10/-	
	2010-11	sale	-100	10/-	
	2011-12	sale	-400	10/-	
	31.03.2017	Sale (inter-se among promoters/promoter group)	-245731	10/-	
	As on date		6000		

Since specific details of acquisition/sale of equity shares prior to given date are not available, aggregate shareholding as on the given date is provided.

6.10 Post Buyback, the public shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

6.11 The Company is not undertaking this Buy Back to delist its Equity Shares from the Stock Exchanges.

7. AUTHORITY FOR THE BUYBACK

7.1 This Buyback is pursuant to Clause 41 of Table F of Companies Act, 2013 as adopted by the Company in its Articles of Association, Sections 68, 69, 70 and other applicable provisions, if any, of the Act, the relevant rules framed thereunder, including the Share Capital Rules, the Management Rules, LODR Regulations, to the extent applicable and the Buyback Regulations.

7.2 This Buyback is further subject to approvals, permissions, sanctions and exemptions, as may be necessary, from time to time from regulatory and/or statutory authorities as required under applicable laws, including but not limited to SEBI and the Stock Exchanges.

7.3 This Buyback has been duly authorised by a resolution of the Board of Directors dated 23rd April, 2022

8. NECESSITY/OBJECTIVE OF THE BUYBACK

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash needs of the Company in the medium term and thereby returning surplus funds to the equity shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, effective and cost-efficient manner. The Buyback is being undertaken for the following reasons:

- The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of up to 15% of the Buyback Size for small shareholders. The Company believes that this reservation of up to 15% for small shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholders" as defined in the Buyback Regulations;
- The Buyback would help in improving financial ratios like earnings per share and return on equity, by reducing the equity base of the Company; and
- The Buyback gives an option to the Eligible Sellers to either choose to participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback or choose not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment as a result of decrease in the paid-up Equity Share Capital.

9. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF THE BUYBACK ON THE COMPANY

- 9.1 The Company believes that the Buyback is not likely to cause any material impact on the profitability or earnings of the Company except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming full response to the Buyback, the funds deployed by the Company towards the Buyback would not exceed Rs.121.67 crore (Rupees one hundred twenty-one crore sixty-seven lakh only), excluding transaction costs, applicable taxes, other incidental and related expenses.
- 9.2 The Company believes the Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations. The Buyback is expected to contribute to the overall enhancement of shareholder value and result in an increase in the return on equity of the Company. The Buyback is being undertaken, inter alia, for helping the Company to return surplus cash to the Eligible Shareholders broadly in proportion to their shareholding, thereby, enhancing the overall return to the shareholders.
- 9.3 The promoters and members of the promoter group intend to participate in the Buyback. For further details, please refer to Paragraph 6.8 of this DLoF. Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Sellers up to their entitlement, the aggregate shareholding of the Promoters and Promoters Group after the completion of the Buyback shall become [●] % of the post-Buyback total paid-up equity share capital of the Company from 72.50% of the pre-Buyback total paid-up equity share capital of the Company, and the aggregate shareholding of the public in the Company shall become [●] % of the post-Buyback total paid-up equity share capital of the Company from 27.50% of the pre-Buyback total paid-up equity share capital of the Company.
- 9.4 Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding of each such person shall undergo a change.
- 9.5 The debt-equity ratio after the completion of the Buyback will be within the permissible limit of 2:1 prescribed by the Act and the Buyback Regulations, based on both audited condensed standalone interim financial statements and audited condensed consolidated interim financial statements of the Company, even if the response to the Buyback is to the extent of 100% (full acceptance).
- 9.6 The Company believes that the Buyback will not impact the growth opportunities of the Company.
- 9.7 The Company shall not raise further capital for a period of one year, from the expiry of the Buyback period, except in discharge of subsisting obligations.
- 9.8 The Company shall not issue new Equity Shares or other specified securities including by way of a bonus issue till the expiry of the Buyback period.
- 9.9 The Promoter / Promoter Group shall not deal in the Equity Shares of the Company, including any inter se transfer of Equity Shares amongst the Promoters/Promoter Group for the period between the date of passing of the board resolution and the date of the closure of the Buyback in accordance with the Buyback Regulations.
- 9.10 Salient financial parameters pursuant to the Buyback based on the audited standalone and consolidated financial statements of the Company as on March 31, 2021 are set out below:

Parameters	Standalone		Consolidated	
	Pre-Buyback	Post-Buyback ⁷	Pre-Buyback	Post-Buyback ⁷
Net worth (₹ in crore) ¹	2010.94	1889.27	2221.25	2099.58
Return on net worth ²	14.75%	15.70%	16.88%	17.86%
Earnings Per Equity Share (₹) ³	82.26	84.15	104.00	106.39

Book Value Per Equity Share (₹) ⁴	557.83	536.14	616.17	595.83
Price/Earnings ratio ⁵	15.03	14.69	11.89	11.62
Total debt equity ratio ⁶	0.13	0.14	0.77	0.82

Notes:

Pre and post Buyback calculations are based on the audited standalone financial statements of the Company as on 31st March 2021. The post-Buyback numbers are calculated by reducing the net worth by the proposed Buyback amount (assuming full acceptance) without factoring in any impact on the profit and loss account.

(1) Net Worth is excluding revaluation reserves and miscellaneous expenditure to the extent not written off, if any

(2) Return on Net Worth = Profit after Tax/ Net Worth (excluding revaluation reserves, if any)

(3) Earnings per Share represents Basic Earnings per share= Profit after Tax / Average Number of Shares outstanding for Year Ended March 31, 2021

EPS post buyback is computed after reducing proposed buyback shares from Average Number of Shares outstanding for Year Ended March 31, 2021

(4) Book value per Share = Net Worth (excluding Revaluation Reserves, if any) / Number of Shares outstanding for Year Ended March 31, 2021

(5) P/E as per latest audited financial results = Market Value per Share / Earnings per Share

The price earnings ratio is based on the closing market price of Equity Shares of the Company as on the date of publication of Public Announcement, i.e 26th April, 2022.

(6) Total Debt/ Equity Ratio = Total Debt /Net Worth

(7) The post buyback numbers are calculated (assuming full acceptance) by reducing a) the Net Worth by the proposed buyback size; b) Proposed number of shares to be bought back from Average Number of Shares outstanding for the year ended March 31, 2021, without factoring in any impact on the Profit & Loss Account.

10. BASIS OF CALCULATING THE OFFER PRICE

10.1 The Equity Shares of the Company are proposed to be bought back at the Offer Price, i.e. a price of Rs. 1,500/- (Rupees one thousand five hundred) per share. The Offer Price has been arrived at after considering various factors including, but not limited to, the trends in the volume weighted average prices and closing price of the Equity Shares on the Stock Exchanges where the Equity Shares of the Company are listed, impact on net worth, price earnings ratio, earnings per share (“EPS”) and other financial parameters.

10.2 The Offer Price represents:

10.2.1 Premium of 53.55% and 51.87% to the volume weighted average market price of the Equity Share on BSE and on NSE, respectively, during the 3 months preceding 18th April, 2022 being the date of intimation

10.2.2 Premium of 16.02% and 15.98% over the closing price of the Equity Share on BSE and NSE, respectively, as on 18th April, 2022, being the date of intimation to the Stock Exchanges of the date of the Board Meeting to consider the proposal of the Buyback (“**Intimation Date**”), and

10.2.3 Premium of 25.48% and 25.57% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the two weeks preceding the Intimation Date

10.3 The Buyback Price represents a Premium of 168.90% and 143.44% of the Company’s book value per Equity Share of Rs. 557.83 and Rs. 616.17 respectively, pre-Buyback, on the Standalone and Consolidated audited financial statements of the Company as at March 31, 2021.

11. SOURCES OF FUNDS FOR THE BUYBACK

11.1 Assuming full acceptance, the funds that would be employed by the Company for the purpose of the Buyback of up to 8,11,108 (Eight lakh eleven thousand one hundred and eight) (Equity Shares at a price of price of Rs.1,500/-(One thousand five hundred only) per Equity Share would not exceed

exceeding Rs 121.67 crore (Rupees one hundred twenty one core and sixty seven lakh only)excluding transaction costs, applicable taxes, other incidental and related expense.

11.2 The funds for the implementation of the proposed Buyback will be sourced out of the free reserves (retained earnings) and/or such other source as may be permitted by the Buyback Regulations or the Act.

11.3 The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares so bought back to the capital redemption reserve account, and details of such transfer shall be disclosed in its subsequent audited financial statements. The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT TO BE DEPOSITED THEREIN

12.1 In accordance with Regulation 9(xi) of the Buyback Regulations, an escrow agreement (“Escrow Agreement”) will be entered into amongst the Company, the Manager and the Escrow Agent on [●].

12.2 In accordance with the Buyback Regulations and pursuant to the Escrow Agreement, the Company will open an Escrow Account in the name and style “[●]” bearing account number [●] with the Escrow Agent, namely, [●] having its office at [●]. In accordance with Regulation 9(xi) of the Buyback Regulations, the Company proposes to deposit the applicable amount in the Escrow Account and/or arrange for a bank guarantee issued in favour of the Manager to the Buyback and/or deposit of acceptable securities with appropriate margin with the Manager on or before the Buyback Opening Date. In accordance with the Buyback Regulations, the Manager to the Buyback will be empowered to operate the Escrow Account and bank guarantee. Such bank guarantee shall be valid until 30 days after the Buyback Closing Date i.e. until [●]. In accordance with the Buyback Regulations, in case the Escrow Account consists of securities, the Manager will be empowered to realise the value of such Escrow Account by sale or otherwise and if there is any deficit on realisation of the value of the securities, the Manager shall be liable to make good any such deficit.

12.3 O P Singhania & Co. (Partner’s Name: Sanjay Singhania, Membership Number:076961, Firm Registration Number:002172C), Chartered Accountants, (address: JDS Chambers, 1st floor, 6-Central Avenue, Choube Colony, Raipur-492001 (C.G.)) (Tel: 0771-4061216), has certified vide its certificate dated 23rd April, 2022 that the Company has adequate funds for the purposes of the Buyback of 8,11,108 (Eight lakh eleven thousand one hundred and eight)Equity Shares at Rs.1,500/-(One thousand five hundred only) each.

12.4 Based on the aforementioned certificate, the Manager to the Buyback confirms that they are satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the Buyback Regulations.

13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

13.1 The present capital structure of the Company is set out below.

Sr No	Particulars	Aggregate value at face value of ₹10/- each (in ₹ crore)
A	AUTHORISED SHARE CAPITAL	
	Equity Shares	50.00
B	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE BUYBACK	
	36049235 equity shares of Rs. 10/- each	36.05

13.2 The company confirms that no buyback programmes was undertaken by the Company in the last 3 (three) years

13.3 The Company confirms that there are no partly paid-up Equity Shares or calls in arrears.

13.4 The Company confirms that it shall not issue, including through a bonus issue, Equity Shares or any other specified securities, until the expiry of the Buyback period in accordance with Regulation 24(i)(b) of the Buyback Regulations.

13.5 The Company does not have any convertible securities.

13.6 Assuming full acceptance in the Buyback, the issued, subscribed and paid-up equity share capital of the Company after the completion of the Buyback Offer would be as set out below:

Sr No	Particulars	Aggregate value at face value of ₹10/- each (in ₹ crore)
A	AUTHORISED SHARE CAPITAL	
	Equity Shares	50.00
B	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE BUYBACK	
	35238127 equity shares of Rs. 10/- each*	35.24

*Assuming full acceptance of Equity Shares in the Buyback as per the Buyback Entitlement.

13.7 There is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Act.

The shareholding pattern of the Company (i) pre-Buyback as on the record date i.e May 06, 2022; and (ii) after the completion of the Buyback is set out below:

Category	Pre-Buyback		Post-Buyback [#]	
	Number of Equity Shares	% of Shareholding	Number of Equity Shares	% of Shareholding
Promoters/ Promoter Group	[•]	[•]	[•]	[•]
Foreign Investors (including Non Resident Indians/FIIs/FPIs/Foreign Nationals/OCBs)	[•]	[•]	[•]	[•]
Financial Institutions/Banks/ NBFCs and Mutual Funds/Insurance Companies	[•]	[•]	[•]	[•]
Others (Public, Bodies Corporate, Clearing Members, Trust, HUF, etc.)	[•]	[•]		
Total		[•]	[•]	[•]

[#] Assuming full acceptance of Equity Shares in the Buyback as per the Buyback Entitlement.

14. BRIEF INFORMATION OF THE COMPANY

14.1 History of the Company:

Incorporated in 1973 as Raipur Wires & Steel Ltd. the name of the Company was changed to Raipur Alloys & Steel Ltd. in 1985. The name was further changed to Sarda Energy & Minerals Ltd. in 2007. The Equity Shares of the Company are listed on the BSE (Code: 504614) and NSE (Code: SARDAEN) on 21.03.1974 and 03.12.2009 respectively.

14.2 The Promoters/Promoter Group currently hold 2,61,34,360 of the total Equity Share capital of the Company.

14.3 The registered office of the Company is located at 73-A, Central Avenue, Nagpur (M.H.)

14.4 Performance of the Company in brief

- a) For the Financial year ended March 31, 2021., the Company's reported revenue of Rs. 1702.11 crore which was higher by 14.65% against Rs. 1484.65 crore for the financial year ended March 31, 2020
- b) Further, the net profit of Rs. 297.51 crore was higher by 61.83% for the year ended March 31, 2021 over the previous year net profit of Rs.183.84 crore

14.5 The current authorised share capital of the Company is 50,00,00,000/- (Rupees fifty crore only) consisting of 5,00,00,000 (Five crore only) Equity Shares of face value of ₹10 (Rupee ten only) each. The total paid-up share capital of the Company is ₹ 36,04,92,350/- (Rupees thirty six crore four lakh ninety two thousand and three hundred fifty only) represented by 36049235 (three crore sixty lakh forty nine thousand and two hundred and thirty five) Equity Shares of ₹10 (Rupee ten only) each.

14.6 The history of the Equity Share capital of the Company is set out below:

Year	No. of shares	Nature of Allotment	Face Value	Amount Called up	Paid up Share Capital	Cumulative paid up share capital	Nature of Consideration
1973-74	75,000	Fresh Issue	10	10	7,50,000	7,50,000	Cash
	3,25,000	Fresh Issue	10	7.5	24,37,500	31,87,500	Cash
1980-81	3,25,000	Pending call money on 3,25,000 shares issued earlier	10	2.5	8,12,500	40,00,000	Cash
	(12,050)	Shares Forfeited	10	10	(1,20,500)	38,79,500	Cash
1981-82	12,050	Forfeited Shares reissued	10	10	40,00,000	40,00,000	Cash
1982-83	2,00,000	Fresh Issue	10	5	10,00,000	50,00,000	Cash
1983-84			10	5	10,00,000	60,00,000	Cash
1989-90	6,00,000	Bonus	10	10	60,00,000	1,20,00,000	Other than Cash
	2,18,500	Conversion of Debentures- Part A	10	10	21,85,000	1,41,85,000	Other than Cash
	9,00,000	Public Issue	10	10	90,00,000	2,31,85,000	Cash
	1,35,000	Oversubscription of 15% in Public Issue	10	10	13,50,000	2,45,35,000	Cash
	4,00,000	Right Issue	10	10	40,00,000	2,85,35,000	Cash
	60,000	Oversubscription of 15% in Right Issue	10	10	6,00,000	2,91,35,000	Cash
1990-91	69,000	Conversion of Debentures- Part A	10	10	6,90,000	2,98,25,000	Other than Cash
1992-93	2,87,500	Conversion of Debentures- Part B	10	10	28,75,000	3,27,00,000	Other than Cash
1993-94	32,70,000	Conversion of Debentures	10	10	3,27,00,000	6,54,00,000	Other than Cash
2003-04	65,40,000	Preferential Issue	10	10	6,54,00,000	13,08,00,000	Cash
2007-08		Issue of shares on			19,56,42,290	32,64,42,290	Other than

	1,95,64,229	Amalgamation	10	10			Cash through Scheme of Arrangement
2007-08	(30,72,804)	Shares cancelled on Amalgamation on account of cross holding	10	10	(3,07,28,040)	29,57,14,250	
2007-08	44,73,684	Preferential Issue	10	10	4,47,36,840	34,04,51,090	Cash
2010-11	18,04,891	Preferential Issue	10	10	1,80,48,910	35,85,00,000	Cash
2014-15	75,879	ESOP	10	10	7,58,790	35,92,58,790	Cash
2014-15	26,474	ESOP	10	10	2,64,740	35,95,23,530	Cash
2015-16	25,966	ESOP	10	10	2,59,660	35,97,83,190	Cash
2016-17	45,808	ESOP	10	10	4,58,080	36,02,41,270	Cash
2016-17	6,271	ESOP	10	10	62,710	36,03,03,980	Cash
2017-18	18,837	ESOP	10	10	1,88,370	36,04,92,350	Cash

14.7 The details regarding the Board of Directors as on the date of the Public Announcement i.e. 25th April 2022

Name, Occupation, DIN & Age of the Director	Designation	Date of Appointment /Re-appointment	Other Directorships in Indian Companies
Mr. Kamal Kishore Sarda	Chairman & Managing Director	Appointment: 16/12/1978, Re-appointment: 01/04/2020	Sarda Energy Ltd.
Qualification: B.E. (Mech)			Sarda Metals & Alloys Ltd.
Occupation: Industrialist			Chhatisgarh Investments Ltd.
DIN: 00008170			Parvatiya Power Ltd.
Age: 69 Years			Madhya Bharat Power Corporation Ltd.
Mr. Pankaj Sarda	Jt. Managing Director	Appointment: 31/10/2007, Re-appointment: 01/11/2017	Sarda Hydro Power LLP
Qualification: Bachelors in Industrial Engineering			ABS Engineers Private Limited
Occupation: Industrialist			Madhya Bharat Power Corporation Ltd.
DIN: 00008190			Sarda Agriculture & Properties Pvt. Ltd.
Age: 43 Years			Madanpur South Coal Co. Ltd.
			Sarda Energy Ltd.
			Rishabh Mining & Transport Co. Pvt. Ltd.
			Sarda Dairy & Food Products Ltd.
			Raipur Mega Food Park Pvt. Ltd.
			Prachi Agriculture & Properties Pvt. Ltd.
			Comienzo Agri Science Ltd.
			Natural Resources Energy Pvt. Ltd.
			Chhattisgarh Hydro Power LLP
Mr. Padam Kumar Jain	Wholetime Director & CFO	Appointment: 01/06/2016, Re-appointment:	Sarda Hydro Power LLP
Qualification: Chartered Accountant/			Madhya Bharat Power Corporation Ltd.
			Sarda Dairy & Food Products

Company Secretary		01/06/2021	Ltd.
Occupation: Service			Geschaft Formulae India Pvt. Ltd.
DIN: 00008379			Ltd.
Age: 59 Years			
Mr. Jitender Balakrishnan	Independent Director	Appointment: 30/07/2010, Re-appointment: 01/04/2019	Bharti AXA Life Insurance Co. Ltd.
Qualification: B.E. (Mech.), Post Graduate Diploma in Industrial Management			Bhoruka Power Corporation Ltd.
Occupation: Professional			Madhya Bharat Power Corporation Ltd.
DIN: 00028320			Aditya Birla Finance Ltd.
Age: 72 Years			Polyplex Corporation Ltd.
			India Glycols Ltd.
Mr. Rakesh Mehra	Independent Director	Appointment: 18/07/1986, Re-appointment: 01/04/2019	Econo Tech Services Pvt. Ltd.
Qualification: Cost Accountancy (FCWA)			Sunegra Foods LLP
Occupation: Professional			
DIN: 00035812			
Age: 70 Years			
Mr. Chhittur Krishnan Lakshminaryanan	Independent Director	Appointment: 28/01/2009, Re-appointment: 01/04/2019	Madhya Bharat Power Corporation Ltd.
Qualification: Bachelor Of Technology			Sarda Metals & Alloys Ltd.
Occupation: Professional			Shri Kailash Logistics (Chennai) Ltd
DIN: 01308030			
Age: 73 Years			
Mr. Asit Kumar Basu	Independent Director	Appointment: 31/01/2003, Re-appointment: 01/04/2019	Pratibha Syntex Ltd.
Qualification: BME			Pegasus Assets Reconstruction Pvt. Ltd.
Occupation: Professional			Chhatisgarh Investments Ltd.
DIN: 01382260			
Age: 72 Years			
Mrs. Tripti Sinha	Independent Director	Appointment: 20/10/2020	NIL
Qualification: B.E. (Electricals)			
Occupation: Professional			
DIN: 07837793			
Age: 64 Years			

14.8 The details of changes in the Board of Directors during the last 3 (three) years from the date of the Public Announcement i.e. 25th April 2022

Name of the Director	Appointment/Reappointment/Resignation/ Cessation	Effective Date	Reasons
Mr. Gajinder Singh Sahni	Cessation	01-04-2021	Retirement
Ms. Uma Sarda	Resignation	06-11-2020	Resignation
Ms. Tripti Sinha	Appointment	20-10-2020	Appointment

14.9 The Buyback will not result in any benefit to any Director of the Company, Promoters/Promoter Group except to the extent of the intention of the Directors and Promoters/Promoter Group to participate in the Buyback and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to a reduction in the Equity Share capital after the completion of the Buyback.

15. FINANCIAL INFORMATION ABOUT THE COMPANY

15.1 The salient financial information of the Company as extracted from the audited standalone financial statements for the last three financial years ended March 31, 2021, March 31, 2020, March 31, 2019 and unaudited results for nine months ended December 31, 2021 are as under:

(Rs in Crores)

Particulars	For 9 months period ended 31st December, 2021	For the Financial Year ended March 31		
		2021	2020	2019
Total Income	1,928.72	1,702.11	1484.65	1685.31
Total Expenses (excluding Finance Costs and Depreciation)	1,287.13	1223.05	1183.78	1278.92
Finance Cost	15.55	34.49	35.7	35.13
Depreciation & Amortisation	38.27	48.16	51.35	49.96
Exceptional Items	0	(14.52)	0	0
Profit Before Tax	587.77	381.89	213.82	321.3
Tax Expense	142.72	85.35	31.51	106.45
Profit After Tax	445.05	296.54	182.31	214.85
Other Comprehensive Income	0.77	0.96	1.53	0.12
Total Comprehensive Income for the Period / Year	445.82	297.5	183.84	214.97
Equity Share Capital	36.05	36.05	36.05	36.05
Reserves & Surplus	2,393.68	1974.89	1695.42	1529.6
Net worth	2,429.73	2010.94	1731.47	1565.65
Total debt	227.16	269.96	375.28	294.90

Key Financial Ratios

Particulars	For the nine months ended	Year Ended		
		December 31, 2021	March 31, 2021	March 31, 2020
	Un-Audited	Audited	Audited	Audited
Key Ratios				
Earnings per Share – Basic (Rs.) ⁽¹⁾	123.46*	82.26	50.57	59.60
Earnings per Share – Diluted(Rs.) ⁽¹⁾	123.46*	82.26	50.57	59.60
Book Value Per Share(Rs.) ⁽²⁾	674.00	557.83	480.31	434.31
Return on Networth(%) ⁽³⁾	18.32%*	14.75%	10.53%	13.72%
Debt-EquityRatio ⁽⁴⁾	0.09	0.13	0.22	0.19

*Not Annualised

Note: Below are the formulae used for computation of the above ratios

- (1) Earnings per Share–Basic & Diluted= Profit after Tax / Average Number of Shares (as at March 31 of respective financial year)
- (2) Book value per Share = Net Worth (excluding Revaluation Reserves, if any)/Number of Shares (as at March 31 of respective financial year)
- (3) Return on Net Worth = Profit after Tax / Net Worth (excluding revaluation reserves, if any)
- (4) Debt-Equity Ratio=Total Debt /Net Worth

15.2 The salient financial information of the Company as extracted from the audited consolidated financial statements for the last three financial years ended March 31, 2021, March 31, 2020, March 31, 2019 and unaudited financial results for nine months ended December 31, 2021 are as under:

(Rs in Crores)

Particulars	For 9 months period ended 31st December, 2021	For the Financial Year ended March31,		
		2021	2020	2019
Total Income	2,871.85	2,343.27	1983.22	2340.74
Total Expenses (excluding Finance Costs and Depreciation)	1,852.09	1679.25	1643.93	1841.62
Finance Cost	102.49	79.1	82.48	98.96
Depreciation & Amortisation	96.68	75.05	77.92	76.47
Exceptional Items	(3.11)	(14.52)	0	0
Profit Before Tax	817.48	495.35	178.89	323.69
Tax Expense	213.96	380.38	43.35	116.5
Profit After Tax	603.52	376.42	135.54	207.13
Other Comprehensive Income	0.75	(1.27)	0.26	(7.62)
Total Comprehensive Income for the Period / Year	600.47	375.15	128.71	199.51
Equity Share Capital	36.05	36.05	36.05	36.05
Reserves & Surplus	2,753.29	2185.20	1831.34	1707.38
Net worth	2,789.34	2221.25	1867.39	1743.43
Total debt	1,593.53	1713.55	1694.44	1395.32

Key Financial Ratios

Particulars	For the nine months ended	Year Ended		
		December 31, 2021	March 31, 2021	March 31, 2020
	Un-Audited	Audited	Audited	Audited
Key Ratios				
Earnings per Share – Basic(Rs.)(1)	163.88*	104.00	35.05	56.36
Earnings per Share – Diluted(Rs.)(1)	163.88*	104.00	35.05	56.36
Book Value Per Share(Rs.)(2)	773.76	616.17	518.65	483.63
Return on Networth (%)(3)	21.18*	16.88	6.76	11.65
Debt-EquityRatio(4)	0.57	0.77	0.91	0.80

*Not Annualised

Note: Below are the formulae used for computation of the above ratios

- (1) Earnings per Share–Basic & Diluted= Profit after Tax / Average Number of Shares (as at March 31 of respective financial year)
- (2) Book value per Share = Net Worth (excluding Revaluation Reserves, if any) / Number of Shares (as at March 31 of respective financial year)
- (3) Return on Net Worth = Profit after Tax/ Net Worth (excluding revaluation reserves, if any).
- (4) Debt-Equity Ratio=Total Debt / Net Worth
- (5) “Networth” is total equity attributable to equity holders of the company.

15.3 The Company shall comply with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, wherever and if applicable. The Company hereby declares that it has complied with sections 68, 69 and 70 of the Companies Act and the Companies (Share Capital and Debentures) Rules, 2014.

16. STOCK MARKET DATA

16.1 The Equity Shares are currently listed and traded only on the BSE and NSE.

16.2 The high, low and average market prices of Equity Shares in last three fiscal years and the monthly high, low and average market prices of Equity Shares for the six months preceding the date of Public Announcement i.e. 25th April 2022 and the corresponding volumes on the Stock Exchanges are as follows:

NSE (Scrip Symbol: SARDAEN)

Period	HIGH			LOW			Average Price (Rs.)	Total Volume Traded in the period (No. of shares)
	High Price (Rs.)	Date of High Price	No. of shares traded on that date	Low Price (Rs.)	Date of Low Price	No. of shares traded on that date		
PRECEDING 3 FINANCIAL YEARS								
2021-22	1197.60	21-03-2022	333264	375.09	19-04-2021	131150	750.34	21788179
2020-21	447.00	23-03-2021	220042	112.20	03-04-2020	12669	256.20	26047741
2019-20	324.70	02-04-2019	27727	98.05	24-03-2020	66619	203.27	10295331
PRECEDING 6 MONTHS								
March	1197.60	21-03-2022	333264	845.05	02-03-2022	189273	1059.86	3309806
February	960.00	04-02-2022	126331	727.05	24-02-2022	68245	843.90	1539857
January	877.00	14-01-2022	68994	756.80	05-01-2022	86176	807.47	1301635
December	831.70	15-12-2021	277088	711.95	20-12-2021	81837	773.29	1103983
November	940.00	01-11-2021	370393	742.00	29-11-2021	47171	836.94	1613525
October	877.50	19-10-2021	126294	680.00	01-10-2021	25924	788.85	1590948

Source: www.nseindia.com

^High is the highest price recorded for the equity share of the Company during the said period, based on the intraday prices

#Low is the lowest price recorded for the equity share of the Company during the said period, based on the intraday prices

@ Average price is the arithmetical average of closing prices of the Company during the said period

BSE (Scrip Symbol: 504614)

Period	HIGH			LOW			Average Price (Rs.)	Total Volume Traded in the period (No. of shares)
	High Price (Rs.)	Date of High Price	No. of shares traded on that date	Low Price (Rs.)	Date of Low Price	No. of shares traded on that date		
PRECEDING 3 FINANCIAL YEARS								
2021-22	1195.60	21-03-2022	36836	392.00	19-04-2021	43835	738.71	3509964
2020-21	447.25	23-03-2021	29607	113.30	01-04-2020	3745	256.20	3374263
2019-20	325.00	01-04-2019	7065	97.50	23-03-2020	4209	203.33	1797212
PRECEDING 6 MONTHS								
March	1195.60	21-03-2022	36836	847.70	02-03-2022	18350	1058.66	432732
February	959.45	04-02-2022	10257	730.00	24-02-2022	11772	843.03	201303
January	875.00	14-01-2022	11462	758.00	05-01-2022	6870	807.21	161804
December	830.00	15-12-2021/ 16-12-2021	26999/ 3287	712.65	20-12-2021	12051	774.02	129379
November	948.00	08-11-2021	6068	738.85	29-11-2021	7071	836.82	205798
October	876.90	19-10-2021	45442	681.00	01-10-2021	2153	788.48	293037

Source: www.bseindia.com

^High is the highest price recorded for the equity share of the Company during the said period, based on the intraday prices

#Low is the lowest price recorded for the equity share of the Company during the said period, based on the intraday prices

@ Average price is the arithmetical average of closing prices of the Company during the said period

16.3 Notice of the Board Meeting convened to consider the proposal of the Buyback was given to the NSE and BSE on 18th April, 2022. The proposal for the Buyback was approved at the Board Meeting held on 23rd April 2022 and the intimation was sent to the NSE and BSE on the same day. The closing market price of the Equity Shares on the NSE and BSE during this period, are summarized below.

EVENT	DATE	BSE (In Rs)	NSE (In Rs)
Notice of the Board Meeting convened to consider the proposal of the Buyback	18 th April, 2022	1292.90	1293.30
1(One) Trading Day Post-Notice of Board Meeting	19 th April, 2022	1272.35	1270.00
1(One) Trading Day Prior to Board Meeting	22 nd April 2022	1310.35	1310.15
Board Meeting Date*	23 rd April, 2022	1310.35	1310.15
1(One) Trading Day Post-Board Meeting	25 th April, 2022	1254.10	1251.90

Source: www.bseindia.com and www.nseindia.com

* meeting was on Saturday, hence closing price of 22nd April, 2022 (Friday) is taken

17. DETAILS OF STATUTORY APPROVALS

17.1 The Buyback Offer is subject to approval, if any required, under the provisions of the Act, the Buyback Regulations and/or such other applicable rules and regulations in force for the time being.

17.2 The Buyback of Equity Shares from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities, including RBI as may be required. The Company will have the right to make payment to the Eligible Shareholders in respect of whom no prior RBI approval is required and not accept Equity Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted.

17.3 Non-Resident Shareholders (excluding OCBs) permitted under general permission under the consolidated Foreign Direct Investment policy issued by the Government of India read with applicable regulations issued under FEMA, are not required to obtain approvals from RBI.

17.4 By agreeing to participate in the Buyback, each Eligible Shareholder (including each Non-Resident Shareholder) undertakes to complete all relevant regulatory/statutory filings and compliances to be made by it under applicable law, including filing of Form FC-TRS. Further, by agreeing to participate in the Buyback, each Eligible Shareholder hereby (a) authorises the Company to take all necessary action, solely to the extent required, and if necessary, to be undertaken by the Company, for making any regulatory/statutory filings and compliances on behalf of such Shareholder; and (b) undertakes to provide the requisite assistance to the Company for making any such regulatory/statutory filings and compliances.

17.5 As of date, there is no other statutory or regulatory approval required to implement the Buyback Offer, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buyback will be subject to such statutory or regulatory approval(s). In the event of any delay in receipt of any statutory/regulatory approvals, changes to the proposed timetable of the Buyback Offer, if any, shall be intimated to BSE/NSE

17.6 The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the FEMA and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the FEMA and rules and regulations framed thereunder, if any.

17.7 The reporting requirements for non-resident shareholders under RBI, FEMA, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/or the Shareholder Broker through which the Eligible Shareholder places the bid.

17.8 In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

18. DETAILS OF THE REGISTRAR TO THE BUYBACK AND COLLECTION CENTRE

18.1.1 Eligible Shareholders who wish to tender their Equity Shares in the Buyback can send the Tender Form by registered post/speed post or hand deliver the same, along with the TRS generated by the exchange bidding system along with all relevant documents by super-scribing the envelope as “Sarda Energy & Minerals Limited Buyback 2022”, to the Registrar to the Buyback at its office set out below, so that the same are received not later than the Buyback Closing Date i.e. [●] (by 5 p.m)

Name of the registrar



Big Share Services Pvt. Ltd

1st Floor, Bharat Tin Works Building
Opp. Vasant Oasis, Makwana Road
Marol, Andheri East Mumbai (M.H)- 400059
Tel: 022 62638200
Fax: 022 62638299
Contact Person: Arvind Tandel
E-mail:arvind@bigshareonline.com

Days & time of contact: In case of any clarifications or to address investor grievance, Eligible Shareholders may contact on all Working Days during 11:00 a.m. (IST) to 5:00 p.m. (IST).

18.1.2 For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS are not required to be submitted to the Company, Manager or the Registrar. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in demat form.

ELIGIBLE SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK.

ELIGIBLE SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS OTHERWISE THE SAME ARE LIABLE TO BE REJECTED.

19. PROCESS AND METHODOLOGY FOR THE BUYBACK

19.1 The Company proposes to Buyback up to up to 8,11,108 (Eight lakh eleven thousand one hundred and eight) fully paid-up Equity Shares representing up to 2.25.% of the total number of equity shares in the total paid-up Equity Share capital of the Company at the Buyback Price per Equity Share payable in cash for the Buyback Size, on a proportionate basis through the “Tender Offer” route as prescribed under the Buyback Regulations from all Eligible Shareholders. The Buyback is in accordance with the provisions of Sections 68, 69, 70 and other applicable provisions, if any, of the Companies Act and in accordance with the provisions of Clause 41 of Table F of Companies Act, 2013 as adopted by the Company in its Articles of Association of the Company and the Buyback Regulations and subject to receipt of such other approvals, permissions, sanctions and exemptions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by statutory, regulatory or governmental authorities as may be required under applicable laws, including but not limited to the SEBI, Stock Exchanges etc. The Buyback Size is 6.06% and 5.49% of the fully paid-up Equity Share capital and free reserves as per the latest Standalone and Consolidated Audited Financial Statements of the Company, respectively, for the financial year ended March 31, 2021 (being the latest Audited Financial Statements available as on the date of the Board meeting approving the Buyback).

19.2 The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buyback.

19.3 The shareholding of the Promoters/Promoter Group as of the date of the Public Announcement is 26134360 Equity Shares which represents 72.50% of the existing total paid-up equity share capital of the Company. In terms of the Buyback Regulations, under the Tender Offer route, the promoters have an option of participating in a buyback. In this regard, Promoters/Promoter Group have expressed intention to participate in the Buyback, and may tender in aggregate up to 588023 Equity Shares in accordance with the provisions of the Buyback Regulations.

19.4 Assuming acceptance of all Equity Shares tendered in the Buyback from the Eligible Shareholders up to their respective Buyback Entitlement, there will be no change in the shareholding of the Promoters/Promoter Group after the completion of the Buyback. Also, if none of the public shareholders participate and only the Promoters/Promoter Group participate to the extent of their Buyback Entitlement, their shareholding will reduce to 72.04% of the total equity share capital of the Company.

Record Date and Ratio of Buyback as per the Buyback Entitlement in each Category:

The Board in its meeting has fixed 6th May, 2022 as the Record Date for the purpose of determining the Buyback Entitlement and the names of the Equity Shareholders, who are eligible to participate in the Buyback.

19.5 The Equity Shares to be bought back pursuant to the Buyback are divided into 2 (two) categories:

19.5.1 Reserved category for Small Shareholders (“**Reserved Category**”); and

19.5.2 General category for all other Eligible Shareholders (“**General Category**”).

19.6 As defined in the Buyback Regulations, a “Small Shareholder” is an Eligible Shareholder who holds Equity Shares having market value, on the basis of closing price of shares on BSE or NSE, on which the highest trading volume in respect of the Equity Shares on the Record Date was recorded, of not more than ₹2,00,000 (Rupees two lakh only). As on the Record Date, the closing price on [●], having the highest trading volume, was ₹ [●] per Equity Share. Accordingly, all Eligible Shareholders holding not more than [●] Equity Shares as on the Record Date are classified as ‘Small Shareholders’ for the purpose of the Buyback.

19.7 Based on the aforementioned definition, there are [●] Small Shareholders of the Company with an aggregate shareholding of [●] Equity Shares as on the Record Date, which constitutes [●]% of the total paid-up equity share capital of the Company and [●]% of the maximum number of Equity Shares which are proposed to be bought back as part of this Buyback. [●] Equity Shares were held by the other Eligible Shareholders in the General Category as on the Record Date.

19.8 In accordance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders will be the higher of:

19.8.1 15% of the number of Equity Shares which the Company proposes to buy back i.e 15% of 811108 (buyback shares) Equity Shares which is 121666 Equity Shares; or

19.8.2 The number of Equity Shares entitled as per their shareholding as on the Record Date (i.e. $(\frac{[●]}{[●]}) \times [●]$) which is [●] Equity Shares.

19.9 All the outstanding Equity Shares have been used for computing the Buyback Entitlement of Small Shareholders since the Promoters/Promoter Group also intend to offer their Equity Shares in the Buyback.

19.10 Based on the above analysis and in accordance with Regulation 6 of the Buyback Regulations, [●] Equity Shares have been reserved for the Small Shareholders (“Reserved Portion”) and accordingly, the General Category for all other Eligible Shareholders shall consist of [●] Equity Shares (“General Portion”).

19.11 Based on the above Buyback Entitlements, the ratio of Buyback for both categories is set out below:

Category of Eligible Shareholder	Ratio of Buyback (i.e. Buyback Entitlement)
Reserved category for Small Shareholders	[●] Equity Shares for every [●] Equity Share held on the Record Date
General category for all other Eligible Shareholders	[●] Equity Shares for every [●] Equity Share held on the Record Date

The ratio of Buyback indicated above is approximate and provides an indication of the Buyback Entitlement. Any computation of entitled Equity Shares using the above ratio of Buyback may provide a slightly different number due to rounding-off.

Fractional Entitlements

- 19.12 If the Buyback Entitlement under the Buyback, after applying the abovementioned ratios to the Equity Shares held on Record Date is not in the multiple of one Equity Share, then the fractional entitlement shall be ignored for computation of Buyback Entitlement to tender Equity Shares in the Buyback for both categories of Eligible Shareholders.
- 19.13 On account of ignoring the fractional entitlement, those Small Shareholders who hold [●] or less Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders may tender Additional Equity Shares as part of the Buyback and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered Additional Equity Shares.

Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders

- 19.14 Subject to the provisions contained in the Draft Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by the Small Shareholders in the Reserved Category in the following order of priority:
- 19.15.1 Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement or the number of Equity Shares tendered by them, whichever is less.
- 19.15.2 After the Acceptance as described in Paragraph 19.15.1 above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of fractional entitlement), and have tendered Additional Equity Shares as part of the Buyback, shall be given preference and one Equity Share each from such Additional Equity Shares shall be bought back in the Reserved Category.
- 19.15.3 After the Acceptance as described in Paragraph 19.15.2 above, in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buyback Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptance per Small Shareholder shall be made in accordance with the Buyback Regulations. Valid Acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small Shareholder divided by the total Additional Equity Shares validly tendered and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category. For purpose of this calculation, the Additional Equity Shares taken into account for such Small Shareholders, from whom one Equity Share has been Accepted in accordance with the Paragraph 19.15.2, shall be reduced by one.

Adjustment for fractional results in case of proportionate Acceptance, as described above:

- 19.15 For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not a multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

- 19.16 For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

Basis of Acceptance of Equity Shares validly tendered in the General Category

- 19.17 Subject to the provisions contained in the Draft Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by all other Eligible Shareholders in the General Category in the following order of priority:

- 19.17.1 Acceptance of 100% Equity Shares from other Eligible Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- 19.17.2 After the Acceptance as described in Paragraph 19.18.1 above, in case there are any Equity Shares left to be bought back in the General Category, the Additional Equity Shares tendered by the other Eligible Shareholders over and above their Buyback Entitlement shall be Accepted in proportion of the Additional Equity Shares tendered by them and the acceptances per shareholder shall be made in accordance with the Buyback Regulations, i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by the Eligible Shareholders divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be Accepted in General Category.

Adjustment for fractional results in case of proportionate acceptance as described above:

- 19.18 For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
- 19.19 For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

Basis of Acceptance of Equity Shares between categories

- 19.20 In the event the Equity Shares tendered by the Small Shareholders in accordance with the process set out under Paragraph 19.15 (Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders) of the Draft Letter of Offer is less than the Reserved Portion, Additional Equity Shares tendered by the Eligible Shareholders in the General Category over and above their Buyback Entitlement shall, in accordance with the Buyback Regulations, be Accepted in proportion of the Additional Equity Shares tendered by them i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by an Eligible Shareholder in the General Category divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the Additional Equity Shares that can be accepted due to shortfall in the Reserved Portion.
- 19.21 In the event the Equity Shares tendered by the Eligible Shareholders in the General Category in accordance with the process set out under Paragraph 19.18 (Basis of Acceptance of Equity Shares validly tendered in the General Category) of the Draft Letter of Offer is less than the General Portion, Additional Equity Shares tendered by the Eligible Shareholders in the Reserved Category over and above their Buyback Entitlement shall, in accordance with the Buyback Regulations, be Accepted in proportion of the Additional Equity Shares tendered by them i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by an Eligible Shareholder in the Reserved Category divided by the total Additional Equity Shares validly tendered in the Reserved Category and multiplied by the Additional Equity Shares that can be accepted due to shortfall in the General Portion.
- 19.22 A Small Shareholder who has received a Tender Form with zero Buyback Entitlement and who has tendered Additional Shares shall be eligible for priority Acceptance of one Equity Share before Acceptance, as mentioned above, out of the Equity Shares left to be bought back in the General Category, provided no Acceptance could take place from such Small Shareholder in accordance

with the section entitled “Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders”.

Adjustment for fractional results in case of proportionate Acceptance, as described above:

- 19.23 For any Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not a multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
- 19.24 For any Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.
- 19.25 In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board or any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Paragraph 19.

Miscellaneous

- 19.26 For avoidance of doubt, it is clarified that:
- 19.26.1 The Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with the paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholders;
- 19.26.2 The Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with the paragraphs above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date; and
- 19.26.3 The Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the paragraphs above.

19.27 Clubbing of Entitlement

In accordance with Regulation 9(ix) of the Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Registrar will check the sequence of names of the joint holders and club together the Equity Shares held in such cases where the sequence of name of joint shareholders is identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of “clearing members” or “corporate body margin account” or “corporate body - broker” as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

20. PROCEDURE FOR TENDER/OFFER AND SETTLEMENT

- 20.1 The Buyback is open to all Eligible Shareholders who hold Equity Shares either in physical form or dematerialized form. The Company proposes to effect the Buyback through a Tender Offer route through Stock Exchange mechanism, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback as well as the detailed disclosures as specified in the Buyback Regulations, will be e-mailed/dispatched to Eligible Shareholders. The Letter of Offer, shall be sent through electronic means to Eligible Shareholder(s) who have registered their e-mail ids with the

depositories/the Company, and for those Eligible Shareholder(s) who have not registered their e-mail ids with the depositories/the Company, the Letter of Offer shall be dispatched through physical mode by registered post/speed post/courier. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure mentioned in Paragraph 20.9.

An Eligible Shareholder may access the Letter of Offer, on the website of the Company, the Registrar to the Buyback, the Stock Exchanges and the Manager to the Buyback at www.seml.co.in, www.bigshareonline.com, www.bseindia.com, www.nseindia.com and www.hemsecurities.com, respectively. However, on the receipt of the request from the Eligible Shareholder for the physical copy, Registrar to the Buyback, Manger to the Buyback and Company shall undertake the reasonable steps to send the Letter of Offer and the Tender Form in the physical form either by courier/registered post/speed post or any other permissible mode.

- 20.2 The Company will not accept any Equity Shares offered in the Buyback which are under any restraint order of a court for transfer/sale of such Equity Shares. In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.
- 20.3 Eligible Shareholders will have to transfer their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date, and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback.
- 20.4 As disclosed in Paragraph 19 (Process and Methodology of Buyback) above, the Equity Shares proposed to be bought as a part of the Buyback are divided into 2 (two) categories; (i) Reserved Category for Small Shareholders, and (ii) the General Category for other Eligible Shareholders; and the Buyback Entitlement of an Eligible Shareholders in each category shall be calculated accordingly.
- 20.5 After accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in any other category.
- 20.6 Eligible Shareholders' participation in the Buyback is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders may also tender a part of their Buyback Entitlement. Eligible Shareholders also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of procedure outlined herein. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.
- 20.7 The maximum tender under the Buyback by an Eligible Shareholder cannot exceed the number of Equity Shares held by such Eligible Shareholder as on the Record Date.
- 20.8 The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars, and following the procedure prescribed in the Act, the Buyback Regulations and as may be determined by the Board (including the committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

THE NON-RECEIPT OF THE LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THE LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THE SAME TO PARTICIPATE IN THE BUYBACK, SHALL NOT INVALIDATE THE BUYBACK OFFER IN ANY WAY.

20.9 In case of non-receipt of the Letter of Offer and the Tender Form:

20.9.1 **In case the Eligible Shareholder holds Equity Shares in dematerialised form:** If Eligible Shareholder(s) who have been sent the Letter of Offer through electronic means wish to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Company or Registrar at the address or e-mail id mentioned at the cover page of the Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name/ID, beneficiary account number, and upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the websites of the Company and Registrar to the Buyback at www.seml.co.in and www.bigshareonline.com, respectively or by providing his/her/its application in writing on a plain paper, signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback.

20.9.2 **In case the Eligible Shareholder holds Equity Shares in physical form:** An Eligible Shareholder may participate in the Buyback by providing his/her/its application in writing on a plain paper signed by all Eligible Shareholders (in case of joint holding) stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the websites of the Company and the Registrar to the Buyback www.seml.co.in and www.bigshareonline.com, respectively and must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback not later the Buyback Closing Date i.e. [●] (by 5 p.m.). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order (although attested), such Tender Forms are liable to be rejected under this Buyback.

20.10 Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Selling Member(s) (along with the complete set of documents for verification procedures in case of Equity Shares held in physical form) and have to ensure that their bid is entered by their respective Selling Member(s) in the electronic platform to be made available by Stock Exchanges before the Buyback Closing Date.

20.11 The Company shall accept Equity Shares validly tendered by the Eligible Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Shareholder(s) who intend to participate in the Buyback using the "plain paper" option as mentioned above are advised to confirm their Buyback Entitlement from the Registrar to the Buyback, before participating in the Buyback.

20.12 The acceptance of the Buyback made by the Company is entirely at the discretion of the Eligible Shareholders of the Company. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of Equity Share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

20.13 For implementation of the Buyback, the Company has appointed HEM Finlease Pvt. Ltd. as the registered broker to the Company ("Company's Broker") to facilitate the process of tendering of

Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

Hem Finlease Private Limited
203, Jaipur Tower, M I Road, Jaipur, Rajasthan 302001, India
Telephone no. :0141-4051000
Contact Person: Mr. Ashok Soni
Email: ib@hemsecurities.com
Website: www.hemsecurities.com
SEBI Registration Number: INZ000167734
CIN: U67120RJ1996PTC011799

- 20.14 The Company shall request the Stock Exchanges to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the platform will be specified by the Stock Exchanges from time to time. For the purposes of this Buyback, NSE has been appointed as the 'Designated Stock Exchange'.
- 20.15 All Eligible Shareholders, through their respective Selling Member(s) will be eligible and responsible to place orders in the Acquisition Window.
- 20.16 All Eligible Shareholders can enter orders for Equity Shares in demat form as well as Equity Shares in physical form.
- 20.17 During the Tendering Period, the order for selling the Equity Shares shall be placed by the Eligible Shareholders through their respective Selling Member(s) during normal trading hours of the secondary market.
- 20.18 Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period. Multiple bids made by a single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.
- 20.19 The cumulative quantity tendered shall be made available on BSE's and NSE's websites, www.bseindia.com and www.nseindia.com, respectively, throughout the Tendering Period, and will be updated at specific intervals during the Tendering Period.
- 20.20 All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to adequately safeguard their interests in this regard.
- 20.20.1 Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
- (i) Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
 - (ii) Duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder has expired; and
 - (iii) In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).
- 20.21 Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialised form:
- 20.21.1 Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Selling Member(s) by indicating to such Selling Member(s) the details of Equity Shares they intend to tender under the Buyback.
- 20.21.2 The Selling Member would be required to place an order/bid on behalf of the Eligible Shareholder(s) who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. For further details, Eligible Shareholders may refer to the circulars issued by Stock Exchanges/Clearing Corporation.

- 20.21.3 The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Clearing Corporation.
- 20.21.4 The lien shall be marked by the Seller Member in the demat account of the Shareholders for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the shareholder shall be provided by the Depositories to Clearing Corporation. In case, the Shareholders demat account is held with one Depository and Clearing Member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period.
- Inter Depository Tender Offer (“**IDT**”) instructions shall be initiated by the shareholders at source depository to Clearing Member/Clearing Corporation account at target Depository. Source Depository shall block the shareholder’s securities (i.e. transfers from free balance to blocked balance) and send IDT message to target Depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation.
- 20.21.5 For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the Tendering Period i.e. the Buyback Closing Date. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned Selling Member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- 20.21.6 Upon placing the bid, the Selling Member shall provide a TRS generated by the Stock Exchanges’ bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted such as Bid ID No., application no., DP ID, Client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.
- 20.21.7 In case of demat Equity Shares, submission of Tender Form and TRS is not required. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.
- 20.21.8 The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.

20.22 Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form:

In accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. The procedure is as below.

- 20.22.1 Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Selling Member(s) along with the complete set of documents for verification procedures to be carried out including the (i) original Equity Share certificate(s), (ii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iii) self-attested copy of the Eligible Shareholder’s PAN Card, (iv) the Tender Form (duly signed by all Eligible Shareholders in case the Equity Shares are in joint names) the same order in which they hold Equity Shares, and (v) any other relevant documents such as, but not

limited to, duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

- 20.22.2 Based on the documents as mentioned in paragraph 20.22.1 herein above, the concerned Selling Member shall place the bid on behalf of Eligible Shareholders holding Equity Shares in physical form using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Selling Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted like folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.
- 20.22.3 The Selling Member/Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned in Paragraph 20.22.2) along with TRS either by registered post or courier or hand delivery to Registrar to the Buyback, at its office provided in Paragraph 18 herein above, within 2 (two) days of bidding by Selling Member and ensure that it to reach on or before the Buyback Closing Date i.e. [●] (by 5 p.m.). The envelope should be super scribed as “**Sarda Energy & Minerals Limited Buyback 2022**”. One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Selling Member/Eligible Shareholder.
- 20.22.4 Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such time the Stock Exchanges shall display such bids as ‘unconfirmed physical bids’. Once the Registrar to the Buyback confirms the bids it will be treated as ‘Confirmed Bids’.
- 20.22.5 All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company’s equity share certificate(s) enclosed with the Tender Form instead of the Equity Share certificate(s) of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar to the Buyback does not receive the Equity Share certificate(s); (iv) In case the signature on the Tender Form and Form SH-4 does not match as per the specimen signature recorded with Company/Registrar of the Company;
- 20.22.6 In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before Buyback Closing Date

20.23 For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders

- 20.23.1 Eligible Shareholders, being Non-Resident Shareholders (excluding FIIs/FPIs) should also enclose a copy of the permission received by them from the RBI, if applicable, to acquire the Equity Shares held by them in the Company.
- 20.23.2 In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorised dealer/bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a NonResident Shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a

consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.

20.23.3 If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered by Eligible Shareholders, being Non-Resident Shareholders, under the Buyback are liable to be rejected.

20.24 Acceptance of orders

The Registrar to the Buyback shall provide details of order acceptance to Clearing Corporation within specified timelines.

20.25 Method of Settlement

20.25.1 Upon finalization of the basis of Acceptance as per the Buyback Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time, and in compliance with the SEBI Circulars.

20.25.2 The Company will transfer the consideration pertaining to the Buyback to the Clearing Corporation's bank account through the Company's Broker as per the secondary market mechanism, as per the prescribed schedule. For demat Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholders' bank account linked to its demat account. If bank account details of any Eligible Shareholder holding Equity Shares in dematerialized form are not available or if the fund transfer instruction is rejected by the RBI or relevant Bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Members' for onward transfer to the such Eligible Shareholder holding Equity Shares in dematerialized form.

20.25.3 In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.

20.25.4 For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.

20.25.5 The Equity Shares bought back in the dematerialized form would be transferred directly to the escrow account of the Company ("Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.

20.25.6 Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the Depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the respective Eligible Shareholder.

20.25.7 Any excess Equity Shares, in physical form, pursuant to proportionate acceptance/rejection will be returned back to the Eligible Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by Eligible Shareholders holding Equity Shares in the physical form.

- 20.25.8 The Seller Member would issue contract note for the Equity Shares accepted under the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- 20.25.9 Equity Shareholders who intend to participate in the Buyback should consult their respective Selling Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Member upon the selling Eligible Shareholder for tendering Equity Shares in the Buyback (secondary market transaction). The Manager to the Buyback and the Company accept no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage) levied by the Selling Member, and such costs will be incurred solely by the Eligible Shareholders.
- 20.25.10 The Equity Shares lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

20.26 Participation in the Buyback by shareholders will trigger tax on distributed income to shareholders (hereinafter referred to as "Buyback Tax") in India and such tax is to be discharged by the Company. This may trigger capital gains taxation in the hands of shareholders in their country of residence, if outside India. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive the Letter of Offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

20.27 Rejection Criteria

20.27.1 The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds.

For Eligible Shareholders holding shares in the dematerialized form if:

- a) The Shareholder is not a Eligible Shareholder of the Company
- b) There is a name mismatch in the dematerialised account of the Eligible Shareholder

For Eligible Shareholders holding Equity Shares in the physical form if:

- a) The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of closing date i.e. [●] (by 5 p.m.);
- b) There exists any restraint order of a court/any other competent authority for transfer/disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists;
- c) If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;
- d) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible shareholders
- e) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
- f) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar.
- g) non-submission of Notarized copy of death certificate and succession certificate / probated/Will, as applicable in case any Eligible Shareholder has deceased;

21. NOTE ON TAXATION

21.1 General

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS

THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS ON THESE TAX CONSIDERATIONS.

IN VIEW OF THE COMPLEXITY AND THE SUBJECTIVITY INVOLVED IN THE TAX CONSEQUENCES OF A BUY BACK TRANSACTION, ELIGIBLE SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE TAX TREATMENT IN THEIR HANDS CONSIDERING THE RELEVANT TAX PROVISIONS, FACTS AND CIRCUMSTANCES OF THEIR CASE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND EXPLICITLY DISOWNS ANY LIABILITY ARISING OUT OF ANY ACTION INCLUDING A TAX POSITION TAKEN BY THE ELIGIBLE SHAREHOLDER BY RELYING ON THIS SUMMARY.

The Indian tax year runs from April 1 to March 31 of subsequent year. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act, 1961 (“**ITA**”).

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her Indian sourced income or income received by such person in India. Vide Finance Act, 2020, certain non-resident individuals are deemed to be resident in India upon triggering of certain conditions. Deemed residents would be liable to pay tax in India only on their Indian sourced income or income from business or profession controlled in India.

In case of shares of a company, the source of income from shares would depend on the “situs” of the shares. As per ITA and Judicial precedents, generally the “situs” of the shares is where company is “incorporated” and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be “situated” in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the Double Taxation Avoidance Agreement (“**DTAA**”), as modified by the Multilateral Instrument (“**MLI**”), if the same is applicable to the relevant DTAA between India and the respective country of which the said shareholder is tax resident. The above benefit may be available subject to satisfying relevant conditions prescribed under ITA including but not limited to availability of Tax Residency Certificate, non-applicability of General Anti-Avoidance Rule (“**GAAR**”) and providing and maintaining necessary information and documents as prescribed under ITA as well as satisfying the relevant conditions under the respective DTAA including anti-abuse measures under the MLI, if applicable.

The summary of tax implications on buyback of equity shares listed on the stock exchanges in India is set out below. All references to equity shares in this note refer to equity shares listed on the stock exchanges in India unless stated otherwise.

21.2. Classification of Shareholders

Section 6 of the ITA, determines the residential status of an assessee. Accordingly, shareholders can be classified broadly in two categories as below:

A. Resident Shareholders being:

- Individuals, Hindu Undivided Family (“**HUF**”), Association of Persons (“**AOP**”) and Body of Individuals (“**BOI**”), Firm, Limited Liability Partnership (“**LLP**”)
- Others (corporate bodies):
 - Company
 - Other than Company

B. Deemed Resident Shareholder –an individual being a citizen of India who is not liable to tax in any other country or territory by reason of domicile, residence or any other criteria of similar nature and has total income other than foreign sourced income exceeding ₹15 lakh during the tax year.

C. Non-Resident Shareholders being:

- NRIs
- FIIs/FPIs
- Others:
- Foreign Company
- Foreign non-corporate shareholders

21.3. Buy-back of Shares

Section 115QA of the ITA introduced w.e.f. June 1, 2013 contains provisions for taxation of a domestic company in respect of buy-back of shares (within the meaning of Section 68 of the Act). In effect, the incidence of tax stands shifted completely to the Company and not the recipient of the buyback proceeds.

Before the enactment of Finance Act (No. 2), 2019, this section was not applicable to shares listed on a recognized stock exchange. The Finance Act (No. 2), 2019 has amended section 115QA of the ITA with effect from July 5, 2019 extending its provisions to cover distributed income on buy-back of equity shares of a company listed on a recognized stock exchange as well.

Section 10(34A) of the ITA provided for tax exemption to a shareholder in respect of income arising from buy-back of shares w.e.f. April 1, 2014 (i.e. Assessment year 2014-15). The Finance Act (No. 2), 2019 has also made consequential changes to section 10(34A) of the ITA extending the benefit of tax exemption on income from buy-back to shareholders in respect of shares listed on recognized stock exchange as well.

Thus, the tax implications to the following categories of shareholders are as under:

- A. Resident Shareholders or Deemed Resident Shareholders
Income arising to the shareholder on account of buy-back of shares as referred to in Section 115QA of the ITA is exempt from tax under the provisions of the amended section 10(34A) of the ITA with effect from July 5, 2019.
- B. Non-Resident Shareholders
While the income arising to the shareholder on account of buy back of shares as referred to in Section 115QA of the ITA is exempt from tax under the provisions of the amended Section 10(34A) with effect from July 5, 2019 in the hands of a non resident as well, the same may be subject to tax in the country of residence of the shareholder as per the provisions of the tax laws of that country. The credit of tax may or may not be allowed to such Non-resident shareholder to be claimed in the country of residence in respect of the buy-back tax paid by the company in view of Section 115QA (4) and (5) of the ITA. Non-resident shareholders need to consult their tax advisors with regard to availability of such a tax credit.

21.4. Tax Deduction at Source

In absence of any specific provision under the current Income Tax Act, the Company is not required to deduct tax at source on the consideration payable to resident shareholders pursuant to the Buyback.

Caveat:

The summary of the tax considerations as above is based on the current provisions of the tax laws of India, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

In view of the specific nature of tax consequences, shareholders who are not tax residents of India are required to consult their tax advisors for the applicable tax and the appropriate course of action that they should take considering the provisions of the relevant Country or State tax law and provisions of DTAA where applicable.

The above note on taxation sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of equity shares. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein.

21.5. Securities Transaction Tax

Since the Buyback of shares shall take place through the settlement mechanism of the Stock Exchange, Securities Transaction Tax at 0.1% of the value of the transaction will be applicable.

22. DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clause (ix) and clause (x) of Schedule I under the Buyback Regulations:

- 22.1 The Board of Directors of the Company confirms that there are no defaults subsisting in repayment of deposits, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend, or repayment of any term loans or interest payable thereon to any financial institution or banking company.
- 22.2 The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:
- 22.2.1 Immediately following the date of the Board Meeting held on 23.04.2022, at which the Buyback of the Equity Shares is approved, there will be no grounds on which the Company could be found unable to pay its debts;
- 22.2.2 As regards the Company's prospects for the year immediately following the date of the board meeting approving the Buyback and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the board meeting approving the Buyback; and
- 22.2.3 In forming an opinion as aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company was being wound up under the provisions of the Act/Insolvency and Bankruptcy Code, 2016 as amended from time to time, as applicable.

This declaration is made and issued pursuant to the resolution passed at the meeting of the Board held on 23rd April, 2022

For and on behalf of the Board of Directors

Sd/- Kamal Kishore Sarda Managing Director DIN: 00008170	Sd/- Pankaj Sarda Jt. Managing Director DIN:00008190
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23. AUDITOR'S CERTIFICATE

The text of the Report dated 23rd April 2022 of M/s. O.P. Singhania & Co., Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

To,
The Board of Directors
Sarda Energy and Minerals Limited
73-A, Central Avenue,
Nagpur, Maharashtra, 440018

Dear Sirs,

Independent Auditors' Report in respect of proposed buy-back of equity shares by Sarda Energy and Minerals Limited in terms of clause (xi) of Schedule I of Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended

1. This report is issued in accordance with the terms of our engagement letter dated 23.04.2022 with

Sarda Energy and Minerals Limited (“the Company”).

2. The Board of Directors of the Company have approved a proposed buy-back of equity shares by the Company at its meeting held on 23.04.2022, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 (‘the Act’) read with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (“SEBI Buy-back Regulations”).
3. The accompanying Statement of permissible capital payment (‘Annexure A’) as at 31 March 2021 (hereinafter referred as the “Statement”) is prepared by the management of the Company.

Management’s Responsibility for the Statement

4. The preparation of the Statement in accordance with Section 68(2)(c) of the Companies Act and in compliance with Section 68, 69 and 70 of the Act and SEBI Buy-back Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
5. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will be able to pay its debts from the date of board meeting and will not be rendered insolvent within a period of one year from the date of board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and informing the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68(6) of the Companies Act and the Buyback Regulations.

Auditors’ Responsibility

6. Pursuant to the requirements of the SEBI Buy-back Regulations, it is our responsibility to provide reasonable assurance whether:
 - (i) we have inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements as at March 31, 2021;
 - (ii) the amount of permissible capital payment as stated in Annexure A for the proposed buy-back of equity shares has been properly determined considering the audited standalone and consolidated financial statements as at March 31, 2021, in accordance with Section 68(2)(c) of the Act; and
 - (iii) the Board of Directors of the Company in their meeting dated 23.04.2022, have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buy-back Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.
7. The audited standalone and consolidated financial statements referred to in paragraph 6 above, which we have considered for the purpose of this report, have been audited by us, on which we have issued an unmodified audit opinion vide our reports dated 22nd May 2021. Our audits of these financial statements were conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
8. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor’s judgement, including the assessment of the risks associated with the above reporting. We accordingly performed the following procedures:
 - (i) Examined that the amount of permissible capital payment for the buy back as detailed in Annexure A is in accordance with the provisions of Section 68(2)(c) of the Companies Act;
 - (ii) Inquired into the state of affairs of the Company with reference to the audited standalone and consolidated financial statements as at March 31, 2021;
 - (iii) Traced the amounts of paid-up equity share capital, retained earnings and general reserves as

mentioned in Annexure A from the audited standalone and consolidated financial statements as at March 31, 2021;

- (iv) Verified the arithmetical accuracy of the amounts mentioned in Annexure A;
 - (v) Obtained appropriate representations from the Management of the Company
 - (vi) Examined authorization for buy back from the Articles of Association of the Company, approved by Board of Directors in its meeting held on 23.04.2022
 - (vii) Examined that the ratio of debt owned by the Company, is not more than twice the capital and its free reserve after such buy-back;
 - (viii) Examined that all shares for buy-back are fully paid-up;
 - (ix) Examined Director's declarations for the purpose of buy back and solvency of the Company; and
 - (x) Obtained necessary representations from the management of the Company
9. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes' (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
11. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

12. Based on inquiries conducted and our examination as above, we report that:
- (i) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements as at March 31, 2021;
 - (ii) The amount of permissible capital payment towards the proposed buy back of equity shares as computed in the Statement attached herewith is, in our view properly determined in accordance with Section 68(2)(c) of the Act. The amounts of share capital and free reserves have been extracted from the audited standalone and consolidated financial statements as at March 31, 2021; and
 - (iii) The Board of Directors of the Company, in their meeting held on 23.04.2022 have formed their opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the Board meeting resolution dated 23.04.2022.
13. Based on the representations made by the management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restriction on Use

14. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buy-back of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act and SEBI Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, draft letter of offer, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, the stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the managers, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose.

Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

UDIN: 22076961AHRUCX8748

For OP Singhania & Co.
(ICAI Firm Regn.002172C)
Chartered Accountants

Place: Raipur
Date:23.04.2022

(Sanjay Singhania)
Partner
MembershipNo.076961

Annexure A

Statement of determination of the permissible capital payment towards Buy-back of Equity Shares (“the Statement”) in accordance with Section 68 (2) of the Companies Act, 2013 and Regulation 4 of the Buy-back Regulations (SEBI Regulations), based on the audited standalone and consolidated financial statements as at March 31, 2021;

Particulars	Standalone (Rs. Crore)	Consolidated (Rs. Crore)
Paid up equity share capital (36049235 Equity Shares of Rs. 10/- each fully paid up)	36	36
<u>Free Reserve</u>		
Retained earning	1,605	1,813
General reserve	172	172
Securities Premium	194	194
Total paid up equity capital and free reserves as at March 31, 2021	2,007	2,215
Maximum amount permissible for buy-back under Section 68 of the Companies Act, 2013 read with Regulation 4 of SEBI Regulations (25% of the total paid up equity share capital and free reserves)	*501	*553
Maximum amount permissible for Buyback in accordance with proviso to Section 68(2)(b) of the Companies Act, 2013 requiring Board resolution (10% of the paid-up capital and free reserves)		*200
Buyback amount proposed by the Board of Directors as per resolution dated 23.04.2022		#121.67

* Amount rounded off on the lower side.

The Buyback amount does not include any expenses incurred or to be incurred for the buyback such as Securities and Exchange Board of India (“SEBI”) fees, Stock Exchange(s) fees, advisory/legal fees, public announcement publication expenses, printing and dispatch expenses, brokerage, applicable taxes inter alia including Buyback Taxes, Securities Transaction Tax, Goods and Services Tax, Stamp Duty and other incidental and related expenses (“Transaction Cost”).

UDIN: 22076961AHRUCX8748

For OP Singhania & Co.
(ICAI Firm Regn.002172C)
Chartered Accountants

Place: Raipur
Date:23.04.2022

(Sanjay Singhania)
Partner
MembershipNo.076961

24. DOCUMENTS FOR INSPECTION

The copies of the following documents referred to hereunder are available for inspection by Shareholders of the Company at the registered office at 73-A, Central Avenue, Nagpur, from 10 a.m. to 5 p.m. on any Working Day during the Tendering Period:

1. Certificate of incorporation of the Company;
2. Memorandum and Articles of Association of the Company;

3. Annual reports of the Company for the financial years viz. March 31, 2021, March 31, 2020, March 31, 2019 and Un-audited Standalone and Consolidated Financial Results of the company for the period ended on December 31, 2021
4. Copy of Certificate from M/s. O.P. Singhania & Co., Chartered Accountants dated 23.04.2022 certifying that the Company has adequate and firm financial arrangements to fulfill the obligations under the Buyback in accordance with the Buyback Regulations;
5. Copy of resolution passed by the Board of Directors in relation to the Buyback at its meeting held on 23.04.2022;
6. Auditor's Report prepared by O.P. Singhania & Co., Chartered Accountants in terms of clause (xi) of Schedule I of the Buyback Regulations;
7. Public Announcement dated 25.04.2022, and published on 26.04.2022;
8. Copy of Declaration of solvency and an affidavit as per Form SH-9 as prescribed under Section 68(6) of the Companies Act;;
9. Copy of Escrow Agreement dated [●] between Sarda Energy & Minerals Limited, [●] and Hem Securities Limited.
10. Copy of the SEBI letter dated [●] providing its observations in terms of the Buyback Regulations.

25. DETAILS OF THE COMPLIANCE OFFICER

The details of the Compliance Officer and days and time of contact are set out below.

Manish Sethi

Company Secretary and Compliance officer
Registered office: 73-A Central Avenue
Nagpur (M.H.)- 440018

Office: 3rd Floor, Vanijya Bhawan
Sai Nagar, Devendra Nagar Road
Raipur
CIN: L27100MH1973PLC016617
Tel: 91+ 771 2214200
E-mail: cs@seml.co.in; website: www.seml.co.in

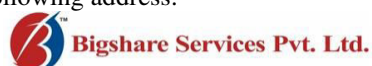
Days & time of contact: Eligible Shareholders may contact on all Working Days during the Tendering Period during 10:00 a.m. (IST) to 5:00 p.m. (IST).

26. DETAILS OF THE REMEDIES AVAILABLE TO THE ELIGIBLE SHAREHOLDERS

- 26.1 In case of any grievances relating to the Buyback (i.e. non-receipt of the Buyback consideration, Equity Share certificate, demat credit, etc.) the Eligible Shareholder can approach the Compliance Officer and/or the Manager to the Buyback and/or the Registrar to the Buyback for redressal.
- 26.2 If the Company makes any default in complying with the requirements under the Act or any rules made thereunder as may be applicable to the Buyback, the Company or any officer of the Company who is in default shall be liable in terms of the Act.
- 26.3 The address of the concerned office of the Registrar of Companies is as follows:
Big Share Services Pvt. Ltd
1st Floor, Bharat Tin Works Building
Opp. Vasant Oasis, Makwana Road
Marol, Andheri East Mumbai (M.H)- 400059
Tel: 022 62638200
Fax: 022 62638299
Contact Person: Arvind Tandel
E-mail: arvind@bigshareonline.com

27. DETAILS OF INVESTOR SERVICE CENTRE

- 27.1 In case of any query, the Eligible Shareholders may contact the Registrar to the Buyback at the following address:



Big Share Services Pvt. Ltd
1st Floor, Bharat Tin Works Building
Opp. Vasant Oasis, Makwana Road
Marol, Andheri East Mumbai (M.H)- 400059
Tel: 022 62638200
Fax: 022 62638299
Contact Person: Arvind Tandel
E-mail:arvind@bigshareonline.com

Days & time of contact: Eligible Shareholders may contact on all Working Days during 10:00a.m. (IST) to 5:00 p.m. (IST).

28. DETAILS OF THE MANAGER TO THE BUYBACK



Hem Securities Ltd.

HEM Securities Ltd.
Address: 904,A Wing, Naman Midtown, Senapati Bapat Marg,
Elphinstone Road, Lower Parel, Mumbai-400013, India
Tel. No.: +91- 022- 49060000
Fax No.: +91- 022- 22625991
Website: www.hemsecurities.com
Email: ib@hemsecurities.com
Contact Person: Mrs. Roshni Lahoti
SEBI Regn. No. INM000010981

29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE OFFER DOCUMENT

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors accept full responsibility for the information contained in this Draft Letter of Offer. and for the information contained in all other advertisements, circulars, brochures, publicity materials etc. which may be issued in relation to the Buy Back and confirms that the information in such documents contains and will contain true, factual and material information and does not and will not contain any misleading information. This Draft Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Board on 23.04.2022

For and behalf of the Board of Directors of Sarda Energy & Minerals Ltd.

Sd/-

Name: Kamal Kishore Sarda
(Chairman and Managing Director)
DIN:00008170

Sd/-

Name: Padam Kumar Jain
(Whole Time Director)
DIN:00008379

Sd/-

Name: Manish Sethi
(Company Secretary and Compliance Officer)
Membership Number:18069

Date: 2nd May, 2022

30. OFFER FORM

30.1 Tender Form (for Eligible Shareholders holding Equity Shares in dematerialised form).

30.2 Tender Form (for Eligible Shareholders holding Equity Shares in physical form).

30.3. Form No. SH-4 – Securities Transfer Form.

**TENDER FORM (FOR ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN DEMATERIALIZED FORM)
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT**

Bid Number

Date: _____

BUYBACK OPENS ON		[●]
BUYBACK CLOSES ON		[●]
For Registrar/Collection Centre Use		
Inward No.		
Date		
Stamp		
Status: Please tick appropriate box		
Individual		Mutual Fund
Insurance Companies		Other QIBs
Company		VCF
Foreign Institutional Buyer		Financial Institution
Body corporate		Others (specify)
India Tax Residency Status: Please tick appropriate box		
Resident in India		Non- Resident in India
		Resident of _____ (Shareholder to fill country of residence)

To,
The Board of Directors
Sarda Energy and Mineral limited
Bigshare Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building
Opp. Vasant Oasis, Makwana Road
Marol, Andheri East Mumbai (M.H)- 400059
Tel: 022 62638200
Fax: 022 62638299

Dear Sir/Madam

Sub: Letter of Offer dated [●] in relation to the buyback of up to 8,11,108 (Eight lakh eleven thousand one hundred and eight) Equity Shares of Sarda Energy & Minerals Limited (the "Company") at a price of 1,500/- (One thousand five hundred only) per Equity Share (the "Buyback Price") payable in cash (the "Buyback")

1. I/We, (having read and understood the Letter of Offer dated [●] hereby tender/offer my/our Equity Shares in response to the Buyback in accordance with the terms and conditions set out below and in the Letter of Offer.
2. I/We authorize the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
3. I/We hereby affirm that the Equity Shares comprised in this tender/offer are offered for the Buyback by me/us free from all liens, equitable interest, charges and encumbrance.
4. I/We declare that there are no restraints/injunctions or other order(s) of any nature which limits/restricts in any manner my/our right to tender Equity Shares in the Buyback and that I/we am/are legally entitled to tender the Equity Shares in the Buyback.
5. I/We agree that the consideration for the accepted Equity Shares will be paid to the Seller Member as per secondary market mechanism.
6. I/We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration will be paid as per secondary market mechanism.
7. I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Act and the rules made thereunder, the Buyback Regulations and the other applicable law.
8. I/We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Equity Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI.
9. I/We undertake to return to the Company any Buy-back consideration that may be wrongfully received by us.

This clause is applicable for Non-Resident Shareholders only - I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder ("FEMA") , for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India. I/We undertake to pay income taxes in India (whether by deduction of tax at source or otherwise) on any income arising on such Buyback and taxable in accordance with the prevailing income tax laws in India within 7th day of the succeeding month in which the shares are bought back by the Company. I/We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me/us.

- a. Details of Equity Shares held and tendered/offered in the Buyback:

	In Figures	In Words
Number of Equity Shares held as on the Record Date May 06, 2022		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback		

Note: An Eligible Person may tender Equity Shares over and above his/her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with the Letter of Offer. Equity Shares tendered by any Shareholders over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

-----Tear along this line-----

Acknowledgement Slip for Sarda Energy and Mineral Limited– Buyback
(to be filled by the Eligible Shareholder) (subject to verification)

Folio No./ DP ID: _____ Client ID: _____
 Received from Mr./Ms./M/s. _____
 Number of Equity Shares offered for Buyback: In Figures: _____ In Words: _____
 Please quote Client ID and DP ID. For all future correspondence

Stamp of Broker

b. Details of account with Depository Participant:

Name of the Depository (tick as applicable)	NSDL	CDSL
Name of the Depository Participant		
DP ID		
Client ID with Depository Participant		

c. Equity Shareholders Details:

	First/Sole Shareholder	Joint Shareholder 1	Joint Shareholder 2	Joint Shareholder 3
Full Name(s) of the Shareholder				
Signature(s)*				
PAN No.				
Address of the First/ Sole Shareholder				
Telephone No./Email ID				

* Corporate must affix rubber stamp and sign under valid authority. The relevant corporate authorization should be enclosed with the application form submitted.

INSTRUCTIONS

- i. The Buyback will open on [●] and close on [●].
- ii. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
- iii. Eligible Shareholders who desire to tender their Equity Shares under the Buyback can do so in dematerialized form through their respective Stock Broker by indicating the details of Equity Shares they intend to tender under the Buyback. For Tendering the Equity Shares in the Buyback, the Tender Form is required to be submitted to the Stock Broker only and not to the Registrar or to the Company or to the Manager. For Further details, please see the procedure as specified in the section entitled "Procedure for Tender Offer and Settlement" of the Letter of Offer.
- iv. The Equity Shares tendered in the Offer shall be rejected if (i) the Equity Shareholder is not a Eligible Shareholder of the Company as on the Record Date; or (ii) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding shares in physical form as on the Record Date and have placed their bid in demat form; or (iii) if there is a name mismatch in the demat account of the Eligible Shareholder and PAN;
- v. The Buyback shall be rejected for Eligible Shareholder holding Equity Shares in dematerialised form in case of receipt of the completed Tender Form and other documents but non-receipt of valid bid in the exchange bidding system.
- vi. Shareholders may submit their duly filled Tender Form to the Registrar to the Buyback only after placing the bid via the Stock Broker.
- vii. The Eligible Shareholders will have to ensure that they keep the DP Account active.
- viii. Eligible Shareholders to whom the Buyback is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their Buyback entitlement, but not exceeding their holding as on the Record Date.
- ix. For the procedure to be followed by Eligible Shareholders for tendering in the Buyback, please refer to paragraph "Procedure for Tender Offer and Settlement" on page [●] of the Letter of Offer.
- x. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- xi. Non-Resident Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
- xii. By agreeing to participate in the Buyback, each Eligible Shareholder (including each Non-Resident Shareholder) undertakes to complete all relevant regulatory/statutory filings and compliances to be made by it under applicable law, including filing of Form FC-TRS. Further, by agreeing to participate in the Buyback, each Eligible Shareholder hereby (a) authorises the Company to take all necessary action, solely to the extent required, and if necessary, to be undertaken by the Company, for making any regulatory/statutory filings and compliances on behalf of such Shareholder; and (b) undertakes to provide the requisite assistance to the Company for making any such regulatory/statutory filings and compliances.

- xiii. In the event of non-receipt of the Letter of Offer by an Eligible Shareholder, the Eligible Shareholder holding Equity Shares may participate in the Buyback by providing their application in writing on plain paper signed by all Eligible Shareholders (in case of joint holding), stating name and address of Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number, number of Equity Shares tendered for the Buyback. **xiv. For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS are not required to be submitted to the Company, Manager or the Registrar. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in demat form.**

All capitalized terms shall have the meanings ascribed to it in the Letter of Offer

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

Investor Service Centre –SARDA ENERGY & MINERALS LIMITED- BUYBACK

**Registrar to the buy back
Big Share Services Pvt. Ltd
Address 1st Floor, Bharat Tin Works Building
Opp. Vasant Oasis, Makwana Road
Marol, Andheri East Mumbai (M.H)- 400059
Tel: 022 62638200
Fax: 022 62638299
Contact Person: Mr. Arvind Tandel
Email: arvind@bigshareonline.com
Website: www.bigshareonline.com
Investor Grievance ID: investor@bigshareonline.com
SEBI Registration Number: INR000001385
Corporate Identification Number: U99999MH1994PTC076534**

**TENDER FORM (FOR EQUITY SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT**

Bid Number:
Date: _____

BUYBACK OPENS ON		[●]	
BUYBACK CLOSES ON		[●]	
For Registrar / Collection Centre use			
Inward No.	Date	Stamp	
Status (please tick appropriate box)			
<input type="checkbox"/>	Individual	<input type="checkbox"/>	FII/FPI
<input type="checkbox"/>	Foreign Co	<input type="checkbox"/>	NR/OCB
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank/FI
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/LLP
<input type="checkbox"/>		<input type="checkbox"/>	Insurance Co
<input type="checkbox"/>		<input type="checkbox"/>	FVCI
<input type="checkbox"/>		<input type="checkbox"/>	Pension/PF
<input type="checkbox"/>		<input type="checkbox"/>	Others
India Tax Residency Status: Please tick appropriate box			
<input type="checkbox"/>	Resident in India	<input type="checkbox"/>	Non-Resident in India
<input type="checkbox"/>		<input type="checkbox"/>	Resident of _____ (shareholder to fill in country of residence)

To,
The Board of Directors,
Sarda Energy & Minerals Ltd.,
1st Floor, Bharat Tin Works Building
Opp. Vasant Oasis, Makwana Road
Marol, Andheri East Mumbai (M.H)- 400059
Tel: 022 62638200
Fax: 022 62638299

Dear Sirs,

Sub: Letter of Offer dated [●] in relation to the buyback of up to 8,11,108 (eight lakh eleven thousand one hundred eight) Equity Shares of Sarda Energy & Minerals Ltd. (the “Company”) at a price of ₹ 1,500/- (one thousand five hundred only) per Equity Share (the “Buyback Price”) payable in cash (the “Buyback”)

- I/We (having read and understood the Letter of Offer dated [●]) hereby tender/offer my/our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I/We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I/We hereby affirm that the Equity Shares comprised in this tender/offer are offered for Buyback by me/us free from all liens, equitable interest, charges and encumbrance.
- I/We declare that there are no restraints/injunctions or other order(s) of any nature which limits/restricts in any manner my/our right to tender Equity Shares in the Buyback and that I/we am/are legally entitled to tender the Equity Shares in the Buyback.
- I/We agree that the consideration for the accepted Equity Shares will be paid to the Seller Member as per secondary market mechanism.
- I/We acknowledge that the responsibility to discharge the tax due on any gains arising on buy-back is on me/us. I/We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/tax advisors appropriately.
- I/We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me/us on buyback of shares. I/ We also undertake to provide the Company, the relevant details in respect of the taxability/non-taxability of the proceeds arising on buyback of the Equity Shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.
- I/We undertake to return to the Company any Buyback consideration that may be wrongfully received by me/us.
- I/We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
- I/We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration may be paid to the first named Eligible Shareholder.
- I/We authorize the Company to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback
- I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Act and the Buyback Regulations.
- Eligible Shareholders holding Equity Shares in physical form are advised to get their shares dematerialized before tendering their Equity Shares in the Buyback. Details of Equity Shares held and tendered / offered for Buyback.

	In Figures	In Words
Number of Equity Shares held as on Record Date (May 06, 2022)		
Number of Equity Shares entitled for Buyback (Buyback Entitlement)		

Number of Equity Shares offered for Buyback (including Additional Shares)		
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Note: Eligible Shareholders also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of Paragraphs [●] and [●] of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

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Acknowledgement Slip for Sarda Energy & Minerals Limited – Buyback
to be filled by the Equity Shareholder) (subject to verification)

14. Details of share certificate:

Sr. No.	Folio No.	Equity Share Certificate No.	Distinctive No(s)		No. of Equity Shares
			From	To	
1					
2					
3					
4					
Total					

In case the number of folios and share certificates enclosed exceed four, please attach a separate sheet giving details in the same format as above

15. Equity Shareholders Details:

Name of the Bank	Branch and City	IFSC and MICR Code	Account Number (indicate type of account)

16. Details of other documents (Please ✓ as appropriate, if applicable) enclosed:

<input type="checkbox"/>	Power of Attorney	<input type="checkbox"/>	Corporate Authorization
<input type="checkbox"/>	Succession Certificate	<input type="checkbox"/>	Permanent Account Number (PAN Card)
<input type="checkbox"/>	Self-attested copy of Permanent Account Number (PAN Card)	<input type="checkbox"/>	TRS
<input type="checkbox"/>	Others (please specify)	<input type="checkbox"/>	Others (please specify)

17. Equity Shareholders Details:

	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) Of The Holder				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. / Email ID				

* Corporate must affix rubber stamp and sign under valid authority. The relevant corporate authorisation should be enclosed with the application form submitted.

18. **This clause is applicable for all Non-resident shareholders only** - I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”) under Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder (“FEMA”), for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India. I/We undertake to pay income taxes in India on any income arising on such buyback and taxable in accordance with the prevailing income tax laws in India within 7th day of the succeeding month in which the shares are bought back by the Company. I/ We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me/ us.

INSTRUCTIONS

- The Buyback will open on [●] and close on [●].
- This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
- Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should deliver the following documents so as to reach before the close of business hours to the Registrar (as mentioned in the Letter of Offer) on or before [●] by 5.00 pm (i) The relevant Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) Original Equity Share certificates; (iii) Self attested copy of the Permanent Account Number (PAN) Card; (iv) Transfer deed (Form SH 4) duly signed (by all Eligible Shareholders in case Equity Shares are held jointly) in the same order in which they hold the Equity Shares. For Further details, please see the procedure as specified in the section entitled “Procedure for Tender Offer and Settlement” of the Letter of Offer.
- In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder’s PAN card(s) and executed share transfer form in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback not later the Buyback Closing Date i.e. [●] by 5.00 pm.

- v. Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar & transfer Agent of the Company, if any person other than the Eligible Seller has signed the relevant Tender Form; (ii) Duly attested death certificate / succession certificate in case any Eligible Seller is deceased; and (iii) Necessary corporate authorizations, such as Board Resolutions etc., in case of companies.
- vi. Eligible Shareholders to whom the Buyback offer is being made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement.
- vii. All documents sent by the seller member/ custodian will be at their own risk and the seller member/ custodian is advised to adequately safeguard their interests in this regard. For the procedure to be followed by Equity Shareholders for tendering in the Buyback Offer, please refer to Paragraph [●] of the Letter of Offer.
- viii. All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other Company's equity share certificate enclosed with the Tender Form instead of the Equity Share certificate of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar does not receive the Equity Share certificate; (iv) In case the signature on the Tender Form and Form SH 4 doesn't match as per the specimen signature recorded with Company/Registrar; and (v) in case the Transfer Form – SH4 is not witnessed. ix. Non-Resident Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
- ix. By agreeing to participate in the Buyback, each Eligible Shareholder (including each Non-Resident Shareholder) undertakes to complete all relevant regulatory / statutory filings and compliances to be made by it under applicable law, including filing of Form FC-TRS. Further, by agreeing to participate in the Buyback, each Eligible Shareholder hereby (a) authorises the Company to take all necessary action, solely to the extent required, and if necessary, to be undertaken by the Company, for making any regulatory / statutory filings and compliances on behalf of such Shareholder; and (b) undertakes to provide the requisite assistance to the Company for making any such regulatory / statutory filings and compliances.

All capitalized terms shall have the meanings ascribed to it in the Letter of Offer

Tear along this line

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NO.:

Investor Service Centre SARDA ENERGY AND MINERAL LIMITED–BUYBACK

Big Share Services Pvt. Ltd

Address 1st Floor, Bharat Tin Works Building

Opp. Vasant Oasis, Makwana Road

Marol, Andheri East Mumbai (M.H)- 400059

Tel: 022 62638200

Fax: 022 62638299

Contact Person: Arvind Tandel

E-mail: arvind@bigshareonline.com

Contact Person: Mr. Arvind Tandel

Email: arvind@bigshareonline.com

Website: www.bigshareonline.com

Investor Grievance ID: investor@bigshareonline.com

SEBI Registration Number: INR000001385

Corporate Identification Number: U99999MH1994PTC076534

Form No. SH-4 - Securities Transfer Form
[Pursuant to Section 56 of the Companies Act, 2013 and Sub-Rule (1) of Rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of Execution

FOR THE CONSIDERATION stated below the “Transferor(s)” named do hereby transfer to the “Transferee(s)” named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN:

L	2	7	1	0	0	M	H	1	9	7	3	P	L	C	0	1	6	6	1	7
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

Name of the company (in full): SARDA ENERGY & MINERALS LIMITED

Name of the Stock Exchange where the company is listed, (if any): BSE Limited and National Stock Exchange of India Limited

DESCRIPTION OF SECURITIES:

Kind/ Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity Shares	Rs. 10/-	Rs. 10/-	Rs. 10/-

No. of Securities being Transferred		Consideration received (Rs.)	
In figures	In words	In words	In figures

Distinctive Number	From		
	To		
Corresponding Certificate Nos.			

TRANSFEROR' S PARTICULARS

Registered Folio Number		
Name(s) in full		Seller Signature (s)
1.		
2.		
3.		
I, hereby confirm that the Transferor has signed before me.		Witness Signature
Name and Address of Witness:		
Pin Code:		

TRANSFEEE' S PARTICULARS

Name in full (1)	Father's/ Mother's / Spouse's Name (2)	Address & E-mail ID (3)
SARDA ENERGY & MINERALS LIMITED	N.A.	Address: 73 A Central Avenue, Nagpur Maharashtra- 440018 India E- mail Id: cs@seml.co.in
Occupation (4)	Existing Folio No., if any (5)	Signature (6)
Business		

Folio No. of Transferee

Specimen Signature of Transferee(s)

1. _____
2. _____
3. _____

Value of Stamp affixed: _____ (Rs.)

Enclosures:

1. Certificate of shares or debentures or other securities
2. If no certificate is issued, Letter of allotment
3. Copy of PAN Card of all the Transferees (For all listed Cos.)
4. Others, Specify, _____

Stamps:

--

For Office Use Only

Checked by _____ Signature Talled by _____

Entered in the Register of Transfer on _____ vide Transfer no _____

Approval Date _____ Power of attorney / Probate / Death certificate / Letter of Administration

Registered on _____ at No _____

Name of Transferor	Name of Transferee	No. of Shares	Date of Transfer
_____	_____	_____	_____

Signature of authorized signatory