

SARAL MINING LIMITED

(Formerly Known as XO INFOTECH LIMITED)

CIN NO: L72900GJ1994PLC069823

Date: 23.05.2022

To, BSE Limited

P. J. Towers,

Dalal Street,

Mumbai- 400001

Ref: Scrip Code: 532116 Scrip ID: XOINFO

Sub: Notice of Extra-ordinary General Meeting (EGM) of the Company

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of Extraordinary General Meeting of the members of the Company scheduled to be held on Tuesday, 14th June 2022 at 3.30 PM at the corporate office of the Company.

We hope you will find the above in order and take the same on records.

Thanking you,

FOR, SARAL MINING LIMITED

FOR, SARAL MINING LIMITED

J. F. Dalwadi

DIRECTOR/AUTHORISED SIGNATORY

JANAK F. DALWADI

WHOLE TIME DIRECTOR

DIN: 08723283

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING ('EGM') OF THE COMPANY HELD ON 14th JUNE, 2022 TUESDAY AT 3.30 P.M. AT THE CORPORATE OFFICE OF THE COMPANY TO TRANSACT THE FOLLOWING BUSINESSES.

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NOTICE is hereby given pursuant to Section 101 read with Sections 110 along with 108 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"/ "Listing Regulations"), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), as amended and in accordance with the circulars issued by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 ("MCA Circulars"), in view of the COVID-19 pandemic, it is proposed to seek the consent of Members of Saral Mining Limited ("the Company") to transact the businesses as set out hereunder by passing Ordinary and Special Resolution(s) by way of Postal Ballot only through remote voting by electronic means ("remote e-voting"). The explanatory statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules thereto setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice are annexed thereto. On account of the threat posed by COVID-19 pandemic and in terms of the requirements specified in the said MCA Circulars, the Company is sending this Notice in electronic form only, to all its Members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/Depository Participants and the communication of assent/dissent of the Members will only take place through the remote e-voting system.*If your e-mail address is not registered with the Company / Depositories, please register the same by following the link: https://linkintime.co.in/emailreg/email_register.html and entering the details as required Further, as per the MCA circulars, a physical copy of the Notice along with the Postal Ballot Form and prepaid business reply envelope will not be sent to the Members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

ORDINARY BUSINESS:

ITEM No.1: To approve the appointment of Mr. Prashant Joshi (DIN: 0953496) as an Independent Director

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on their commendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of **Mr. Prashant Joshi (DIN: 0953496)** as an Additional Director in the capacity of an Independent Director of the Company w.e.f. 15th March,2022 who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a term upto five consecutive years commencing from 15th March,2022.

RESOLVED FURTHER THAT Mr. Janak F. Dalwadi, Whole time director of the Company be and is hereby severally authorized to do all the act, deeds and things which are necessary for the aforesaid matter and to do necessary filing, as may be required, in prescribed form to Registrar of Companies.”

ITEM No.2: To approve the appointment of Mr. Raviraj Upadhyay (DIN: 09535044) as an Independent Director

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on their commendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of **Mr. Raviraj Upadhyay (DIN: 09535044)** as an Additional Director in the capacity of an Independent Director of the Company w.e.f. 15th March,2022 who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a term upto five consecutive years commencing from 15th March,2022.

RESOLVED FURTHER THAT Mr. Janak F. Dalwadi, Whole time Director of the Company be and is hereby severally authorized to do all the act, deeds and things which are necessary for the aforesaid matter and to do necessary filing, as may be required, in prescribed form to Registrar of Companies.”

**On behalf of Board of Directors
FOR, SARAL MINING LIMITED**

FOR, SARAL MINING LIMITED

J. F. Dalwadi

DIRECTOR/AUTHORISED SIGNATORY

**JANAK F. DALWADI
WHOLE TIME DIRECTOR**

DIN: 08723283

DATE: 23.05.2022

PLACE: AHMEDABAD

Notes:

1. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of special business of the Notice set out above is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument appointing a proxy should, however, be deposited not less than forty eight (48) hours before the commencement of the meeting.
3. The proxy holder shall prove his/her identity at the time of attending the meeting. When a member appoints a proxy and both the member and proxy attend the meeting, proxy stands automatically revoked.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. The Members/Proxies should fill the Attendance Slip for attending the Meeting.
7. Proxies registers are open for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting. Inspection shall be allowed between 11.00 A.M. and 5.00 P.M.
8. All documents referred to in the notice are open for inspection at the registered office or corporate office of the Company on all the working days of the Company between 11:00 AM and 1:00 PM up to the date of Extra Ordinary General meeting.
9. A route map and prominent landmark for easy location of the venue of the Meeting is enclosed with this Notice.

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

ITEM NO. 1&2

As per the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 15th March, 2022 have approved the appointment of Mr. Prashant Joshi (DIN: 0953496) as an Additional Director in the capacity of Non-Executive Independent Director of the Company to hold office for a term of five consecutive years commencing on 15th March, 2022 and not be liable to retire by rotation, subject to consent of the Members of the Company at the ensuing general meeting.

Further, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 15th March, 2022 has approved the appointment of Mr. Raviraj Upadhyay (DIN: 09535044) as an Additional Director in the capacity of Non-Executive Independent Director of the Company to hold office for a term of five consecutive years commencing on 15th March, 2022, and not be liable to retire by rotation, subject to consent of the Members of the Company at the ensuing general meeting.

As Additional Directors, Mr. Prashant Joshi and Mr. Raviraj Upadhyay holds office till the date of the ensuing Annual General Meeting of the Company and are eligible for being appointed as an Independent Director. The Company has received necessary declaration(s) from Mr. Prashant Joshi and Mr. Raviraj Upadhyay confirming that they meet the criteria as prescribed under the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("Listing Regulations"). Mr. Prashant Joshi and Mr. Raviraj Upadhyay are not disqualified from being appointed as Director under provisions of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as Directors of the Company. The Company has also received a notice under Section 160 of the Act, proposing the candidature of Mr. Prashant Joshi and Mr. Raviraj Upadhyay for the office of Director of the Company.

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In the opinion of the Board, Mr. Prashant Joshi and Mr. Raviraj Upadhyay fulfil the conditions for their appointment as Independent Director as specified in the Act and Listing Regulations and are independent of the management. Your Board believes that Mr. Prashant Joshi and Mr. Raviraj Upadhyay induction on the Board will support in broadening the overall expertise of the Board and will bring wide experience particularly in the areas of corporate governance and various laws.

Save and except Mr. Prashant Joshi and Mr. Raviraj Upadhyay, to the extent of their shareholding interest, if any, in the Company, none of the Directors/ Key Managerial Personnel and their relatives are in any way, interested or concerned, financially or otherwise in the Resolution set out at Item Nos. 1 & 2 respectively. The Board of Directors accordingly recommends the Ordinary Resolution set out at Item Nos1 & 2 of the Notice for the approval of the Members.

**On behalf of Board of Directors
FOR, SARAL MINING LIMITED**

FOR, SARAL MINING LIMITED

J. F. Dalwadi

DIRECTOR/AUTHORISED SIGNATORY

**JANAK F. DALWADI
WHOLE TIME DIRECTOR
DIN: 08723283**

DATE: 23.05.2022

PLACE: AHMEDABAD

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EXTRA ORDINARY GENERAL MEETING On 14.06.2022 at 3.30 P. M. at
corporate office of the company

DP. Id*		Name & address of the registered shareholder
Client Id*		
Regd. Folio No.		

* Applicable for shareholding in electronic form.

I/We certify that I/We am/are a registered shareholder / proxy for the registered shareholder of the Company.

Signature of Member/s/ Proxy

NOTE: A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.

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PROXY FORM

Form No MGT-11

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the companies
(Management and Administration) Rules, 2014)

CIN	L72900GJ1994PLC069823
Name of Company	SARAL MINING LIMITED
Reg. Office Address	6th Floor, B-Wing, B. D. Patel House, Naranpura Road, Ahmedabad: 380014
Corporate Office Address	
Name of the Member	
Registered Address	
E Mail Id	
Folio No./Client ID	

I/We, being the member (s) of SARAL MINING LIMITED hereby appoint

Name			
Address			
E mail Id		Signature	

OR FAILING HIM

Name			
Address			
E mail Id		Signature	

OR FAILING HIM

Name			
Address			
E mail Id		Signature	

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ROUTE MAP TO THE EGM VENUE: 6TH FLOOR, B-WING, B. D. PATEL HOUSE, NARANPURA ROAD, AHMEDABAD: 380014



As my/ our Proxy to attend and vote for me/us on my/ our behalf at Extra Ordinary Annual General Meeting of the Company to be held on 14.06.2022 at 3.30. A.M. at corporate office of the company and at any adjournment thereof and respect of such resolution mentioned below:

Registered office Address: 6th Floor, B-Wing, B. D. Patel House, Naranpura Road, Ahmedabad: 380014
E mail: saralminingltd1984@gmail.com

BALLOT FORM

Resolu tion No.	Resolution	Nature of Resoluti on	*Optional	
			For	Against
Special Business				
01	To approve the appointment of Mr. Prashant Joshi (DIN: 0953496) as an Independent Director	Ordinary		
02	To approve the appointment of Mr. Raviraj Upadhyay (DIN: 09535044) as an Independent Director	Ordinary		

Affix
Revenue
Stamp

Signed on this day of2022.

Signature of shareholder / Signature of Proxy
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NOTE:

1 This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2 For the Resolution, Explanatory Statement and Notes, please refer to Notice of the Annual General Meeting forming part of the Annual report.

3 *It is Optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.