

SAI CAPITAL LIMITED

Regd. Office: G-25, GROUND FLOOR, RASVILAS SALCON D-1, SAKET DISTRICT CENTRE, SAKET, NEW DELHI, SOUTH DELHI -110017
(CIN: L74110DL1995PLC069787), E mail: cs@saicapital.co.in, Ph: 011-40234681
Website: www.saicapital.co.in

May 05, 2026

BSE Limited

Corporate Relationship Department,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400001.

(Scrip Code-531931)

**Subject: Annual Secretarial Compliance Report for the Financial Year ended on
March 31, 2026.**

**Ref.: Regulation 24A of Securities and Exchange Board of India (Listing Obligations and
Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular dated
January 30, 2026 (Ref No.: HO/49/14/14(7)2025-CFD-POD2/I/3762/2026).**

Dear Sirs,

With reference to the subject cited above, please find attached the Annual Secretarial Compliance Report of M/s. Sai Capital Limited (“the Company”) for the Financial Year ended on **March 31, 2026**, issued by **Ms. Sakshi Gupta** (ACS 59295), Practicing Company Secretary and Secretarial Auditor of the Company.

Kindly acknowledge receipt and take the above on record.

Thanking You,

Yours Faithfully,

For **Sai Capital Limited**

NIRAJ
KUMAR
SINGH

Digitally signed by
NIRAJ KUMAR SINGH
Date: 2026.05.05
15:15:07 +05'30'

Dr. Niraj Kumar Singh
Chairman & Managing Director

Attachment: as above



CS SAKSHI GUPTA

(ACS, M.Com)

Practicing Company Secretary

Mob.: 8176949162

Gmail : Csshakshigupta93@gmail.com

Ref. No. SCL-1.....

Date : 05/05/2026

**Annual Secretarial Compliance Report of M/s. Sai Capital Limited
for the financial year ended March 31, 2026.**

I, Sakshi Gupta, Practicing Company Secretary have examined:

- (a) all the documents and records made available to me and explanations provided by **M/s Sai Capital Limited, CIN: L74110DL1995PLC069787** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the Stock Exchange,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

for the year ended March 31, 2026 ("Review Period") in respect of compliance with the provisions of:

- I. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- II. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during the reporting period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable during the reporting period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable during the reporting period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations,

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2021; (Not applicable during the reporting period)

- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable during the reporting period)
- (i) Any other regulations, circular, etc., issued by SEBI applicable to the Company and circulars/ guidelines issued thereunder and based on the above examination,

I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
-N.A-										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended on March 31, 2024	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
There were no such observations/remarks reported in previous report which are required to be reported in this year.						

- (c) I hereby report that, during the review period the compliance status of the listed entity with the following requirements:



Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks byPCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	---
2.	<p>Adoption and timely updating of the Policies:</p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	--- ---
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/ information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes Yes Yes	--- --- ---
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	---
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary</p>	Yes	---



	companies (b) Disclosure requirement of material as well as other subsidiaries	Yes	---
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	---
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	---
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of the Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes N. A	--- During the reporting period no such transaction occurred without the prior approval of Audit Committee
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	---
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	---



11.	Action taken by SEBI or Stock Exchange(s), if any: Action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or stock exchange.	N. A	No such event occurred during the period under review.
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	N. A	No such event occurred during the period under review.
13.	Additional non-compliance if any: Additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	N. A	Based upon the documents and information provided by the Company there was no such non-compliance observed during the period under review.

Assumptions and limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed Company.
4. This Report is solely for intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Kanpur
Date: 05/05/2026

Sakshi



CS Sakshi Gupta
Practising Company Secretary
Membership No. 59295
Certificate Practice No. 22952
PRC No. 5893/2024
UDIN: A059295H000280527