

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity: **Sai Capital Limited**
 2. Quarter ending: **30-Jun-2019**

i. Composition of Board of Director

Title (Mr./Mrs)	Name of the Director	DIN/ PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Niraj Kumar Singh	00233396	Executive Director	Chairperson - MD	14-06-1995	-	-	2	-	-	-	-	Reappointed on 14-08-2015
Mrs.	Juhi Singh	02022313	Non-Executive - Non Independent Director	-	14-06-1995	-	-	2	-	4	-	Audit Committee	Reappointed on 29-09-2018
Mr.	Narendra Prakash Sharma	01136906	Non-Executive - Independent Director	-	30-06-2009	-	60	1	1	1	1	Stakeholders' Relationship Committee	Reappointed on 30-09-2014
Mrs.	Shikha Arora	07872000	Non-Executive - Independent Director	-	29-12-2017	-	60	1	1	1	1	Nomination & Remuneration Committee	Reappointed on 29-09-2018

Company Remarks	Chairperson related to Promoter
Whether Permanent chairperson appointed	Yes

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>	<i>Remarks</i>
1	Mrs. Shikha Arora	Non-Executive - Independent Director	Chairperson	29-09-2018	-	-
2	Mr. Narendra Prakash Sharma	Non-Executive - Independent Director	Member	30-09-2014	-	-
3	Mrs. Juhi Singh	Non-Executive – Non Independent Director	Member	30-09-2015	-	-

Company Remarks	-
Whether Permanent chairperson appointed	Yes

b. Stakeholders' Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>	<i>Remarks</i>
1	Mr. Narendra Prakash Sharma	Non-Executive - Independent Director	Chairperson	30-09-2014	-	-
2	Mrs. Shikha Arora	Non-Executive - Independent Director	Member	29-09-2018	-	-
3	Mrs. Juhi Singh	Non-Executive - Non Independent Director	Member	30-09-2015	-	-

Company Remarks	-
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>	<i>Remarks</i>
Not Applicable						

Company Remarks	-
Whether Permanent chairperson appointed	-

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>	<i>Remarks</i>
1	Shikha Arora	Non-Executive - Independent Director	Chairperson	29-09-2018	-	-
2	Narendra Prakash Sharma	Non-Executive - Independent Director	Member	30-09-2014	-	-
3	Juhi Singh	Non-Executive - Non Independent Director	Member	30-09-2015	-	-

Company Remarks	-
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	No. of Independent Directors attending the meeting
11-Feb-2019	28-May-2019	Required quorum of 2 members was met	3	1
	29-Jun-2019		3	1

Company Remarks	-
Maximum gap between any two consecutive (in number of days)	105

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)	Number of Directors present	No. of Independent Directors attending the meeting
Audit Committee	11-02-2019	28-05-2019	Required quorum of 2 members was met	Yes	2	1
Nomination & Remuneration Committee		29-06-2019		Yes	2	1

Company Remarks	-
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	105

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	N.A.	-
Whether shareholder approval obtained for material RPT	N.A.	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.	-

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : **NITIN GUPTA**
Designation : **COMPANY SECRETARY & COMPLIANCE OFFICER**