

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity: **Sai Capital Limited**
 2. Quarter Ended: **31-March-2023**

i. Composition of Board of Director

Title (Mr./ Ms)	Name of the Director	DIN	Category (Chairperson /Executive/ Non- Executive/ Independent/ Nominee)	Sub Category	Date of Birth	Whether the director is disqualified/ Current Status	Initial Date of Appointment	Date of Re-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
Mr.	Niraj Kumar Singh	00233396	Executive Director	Chairperson – MD	19-07-1961	No/ Active	14-06-1995	25-06-2022	-	-	1	-	-	-
Mr.	Ankur Rawat	07682969	Non-Executive - Non Independent Director	-	22-07-1986	No/ Active	03-06-2022	-	-	-	1	-	2	-
Mr.	Kailash Chandra Sharma	00339013	Non-Executive - Independent Director	-	01-08-1957	No/ Active	14-11-2019	-	-	60	1	1	1	1
Mrs.	Kamlesh Gupta	07243898	Non-Executive - Independent Director	-	08-12-1976	No/ Active	26-03-2021	-	-	60	2	2	2	1

Company Remarks	Chairperson related to Promoter
Whether Permanent chairperson appointed	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date	Remarks
1	Mrs. Kamlesh Gupta	Non-Executive - Independent Director	Chairperson	26-03-2021	-	-
2	Mr. Ankur Rawat	Non-Executive – Non Independent Director	Member	24-06-2022	-	-
3	Mr. Kailash Chandra Sharma	Non-Executive - Independent Director	Member	14-11-2019	-	-

Whether Permanent chairperson appointed	Yes
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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. Kailash Chandra Sharma	Non-Executive - Independent Director	Chairperson	14-11-2019	-	-
2	Mrs. Kamlesh Gupta	Non-Executive - Independent Director	Member	26-03-2021	-	-
3	Mr. Ankur Rawat	Non-Executive – Non Independent Director	Member	24-06-2022	-	-

Whether Permanent chairperson appointed	Yes
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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						

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	Mrs. Kamlesh Gupta	Non-Executive - Independent Director	Chairperson	26-03-2021	-	-
2	Mr. Kailash Chandra Sharma	Non-Executive - Independent Director	Member	14-11-2019	-	-
3	Mr. Ankur Rawat	Non-Executive – Non Independent Director	Member	24-06-2022	-	-

Whether Permanent chairperson appointed	Yes
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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	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Directors)	No. of Independent Directors attending the meeting*
14-11-2022				Yes	4	3	2
	14-02-2023	91		Yes	4	4	2

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independ ent Directors attending the meeting	No. of members attending the meeting (other than Board of Directors)
Audit Committee	14-11-2022				Yes	3	2	2	0
Audit Committee	14-02-2023	91			Yes	3	3	2	0

v. Related Party Transactions (Annexure I)

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>If status is "No" details of non-compliance may be given here</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 (Annexure I)

Sr.	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 d. Risk management committee (applicable to the top 500 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Disclosure on website in terms of Listing Regulations (Annexure II)

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here	Web address
1	Details of business	Yes		www.saicapital.co.in
2	Terms and conditions of appointment of independent directors	Yes		www.saicapital.co.in
3	Composition of various committees of board of directors	Yes		www.saicapital.co.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.saicapital.co.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.saicapital.co.in
6	Criteria of making payments to non-executive directors	Yes		www.saicapital.co.in
7	Policy on dealing with related party transactions	Yes		www.saicapital.co.in
8	Policy for determining 'material' subsidiaries	Yes		www.saicapital.co.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.saicapital.co.in
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.saicapital.co.in
11	email address for grievance redressal and other relevant details	Yes		www.saicapital.co.in
12	Financial results	Yes		www.saicapital.co.in
13	Shareholding pattern	Yes		www.saicapital.co.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.saicapital.co.in
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.saicapital.co.in
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.saicapital.co.in
21	Materiality Policy as per Regulation 30	Yes		www.saicapital.co.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.saicapital.co.in

Annual Affirmations (Annexure II)

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	

4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	NA	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	NA	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	NA	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

Additional Half yearly Disclosure	
Applicability of disclosure	Not Applicable
Reason for Non Applicability	No loan or any other form of debt advanced by the Company directly or indirectly to Promoter/ Promoter Group/ Directors (including relatives)/ KMPs or any other entity controlled by them. No guarantee/ comfort letter provided by the Company directly or indirectly to Promoter/ Promoter Group/ Directors (including relatives)/ KMPs or any other entity controlled by them. No security provided by the Company directly or indirectly to Promoter/ Promoter Group/ Directors (including relatives)/ KMPs or any other entity controlled by them.

Name : NITIN GUPTA
Designation : COMPANY SECRETARY & COMPLIANCE OFFICER