

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity: **Sai Capital Limited**
 2. Quarter Ended: **30-September-2024**

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 |
|---|-----|

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 |
|---|-----|

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 |
|---|-----|

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* |
|--|--|--|-------------------------------------|---|--|---|--|
| 30-05-2024 | | | | Yes | 4 | 4 | 2 |
| | 14-08-2024 | 75 | | Yes | 4 | 3 | 2 |
| | 02-09-2024 | 18 | | Yes | 4 | 3 | 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 Independent Directors attending the meeting | No. of members attending the meeting (other than Board of Directors) |
|---------------------------------------|--|---|-------------------------|-------------------------------|--|--|--|--|--|
| Audit Committee | 30-05-2024 | | | | Yes | 3 | 3 | 2 | 0 |
| Audit Committee | 14-08-2024 | 75 | | | Yes | 3 | 2 | 2 | 0 |
| Nomination and Remuneration Committee | 30-05-2024 | | | | Yes | 3 | 3 | 2 | 0 |
| Nomination and Remuneration Committee | 22-08-2024 | 83 | | | Yes | 3 | 3 | 2 | 0 |

v. Related Party Transactions (Annexure I)

| Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here |
|--|-------------------------------|---|
| 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 |

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here |
|----|--|--------------------------------------|-------------------------------|---|
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | -- |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes | -- |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | -- |
| 4 | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes | -- |
| 5 | Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report | 24A(1) | Yes | -- |
| 6 | Submission of Annual Secretarial Compliance Report | 24A(2) | Yes | -- |
| 7 | Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | -- |

Affirmations

| Additional Half yearly Disclosure | |
|-----------------------------------|---|
| Applicability of disclosure | Not Applicable |
| Reason for Non Applicability | <p>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.</p> <p>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.</p> <p>No security provided by the Company directly or indirectly to Promoter/ Promoter Group/ Directors (including relatives)/ KMPs or any other entity controlled by them.</p> |

| Details of Cyber security incidence | |
|--|----|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | No |

Name : NITIN GUPTA
Designation : COMPANY SECRETARY & COMPLIANCE OFFICER