

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity: **Sai Capital Limited**
 2. Quarter Ended: **31-December-2020**

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	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	14-06-1995	14-08-2015	-	-	2	-	-	-
Mrs.	Juhi Singh	02022313	Non-Executive - Non Independent Director	-	05-11-1965	14-06-1995	28-12-2020	-	-	2	-	4	-
Mrs.	Shikha Arora	07872000	Non-Executive - Independent Director	-	17-10-1981	29-12-2017	29-09-2018	-	60	1	1	1	1
Mr.	Kailash Chandra Sharma	00339013	Non-Executive - Independent Director	-	01-08-1957	14-11-2019	-	-	60	1	1	1	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. Shikha Arora	Non-Executive - Independent Director	Chairperson	29-09-2018	-	-
2	Mrs. Juhi Singh	Non-Executive – Non Independent Director	Member	30-09-2015	-	-
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. Shikha Arora	Non-Executive - Independent Director	Member	29-09-2018	-	-
3	Mrs. Juhi Singh	Non-Executive - Non Independent Director	Member	30-09-2015	-	-

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. Shikha Arora	Non-Executive - Independent Director	Chairperson	29-09-2018	-	-
2	Mr. Kailash Chandra Sharma	Non-Executive - Independent Director	Member	14-11-2019	-	-
3	Mrs. Juhi Singh	Non-Executive - Non Independent Director	Member	30-09-2015	-	-

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)	Number of Directors present*	No. of Independent Directors attending the meeting*
27-07-2020				Yes		
10-08-2020		13		Yes	4	2
20-08-2020		9		Yes	4	2
15-09-2020		25		Yes	4	2
	13-11-2020	58		Yes	4	2
	03-12-2020	19		Yes	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 requireme not of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
Audit Committee	27-07-2020				Yes		
Audit Committee	15-09-2020	49			Yes	3	2
Audit Committee	13-11-2020	58			Yes	3	2

v. **Related Party Transactions**

<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**

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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	<p>1. The Registrar of Companies, NCT of Delhi & Haryana, vide order no. ROC/ Delhi/ AGM Ext./2020/11538 dated 08.09.2020 has granted blanket approval to all Companies which are unable to hold their AGM for the Financial Year ended March 31, 2020 within the due date of holding the AGM, by a period of three months from the due date by which the AGM ought to have been held in accordance with the provisions of the Companies Act, 2013.</p> <p>Accordingly, the Company convened its 25th Annual General Meeting on December 28, 2020 and ensured all requisite compliances.</p> <p>2. As per instructions of the Stock Exchange communicated in their e-mail of October 16, 2020 w.r.t. the delay in submission of Consolidated Financial Results for the Quarter ended June 30, 2020, the matter was required to be placed before the Board of Directors of the Company.</p> <p>Accordingly, it is hereby confirmed that the matter was brought to the attention of the Board. However, the Board was already fully seized of the matter since the delay had occurred due to certain queries raised by an Independent Director at the Meeting held to consider and approve the Financial Results.</p> <p>It is hereby further stated that the Board of Directors noted with regret the Fine imposed by the Stock Exchange and advised the concerned to ensure timely submission of all compliances including Financial Results.</p>

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