

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity: **Sai Capital Limited**
 2. Quarter Ended: **30-Jun-2022**

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	25-06-2022	-	-	1	-	-	-
Mrs.	Juhi Singh	02022313	Non-Executive - Non Independent Director	-	05-11-1965	14-06-1995	27-12-2021	03-06-2022	-	-	-	-	-
Mr.	Kailash Chandra Sharma	00339013	Non-Executive - Independent Director	-	01-08-1957	14-11-2019	-	-	60	1	1	1	1
Mrs.	Kamlesh Gupta	07243898	Non-Executive - Independent Director	-	08-12-1976	26-03-2021	-	-	60	2	2	2	1
Mr.	Ankur Rawat	07682969	Non-Executive - Non Independent Director	-	22-07-1986	03-06-2022	-	-	-	1	-	2	-

Company Remarks	Chairperson related to Promoter
Whether Permanent chairperson appointed	Yes

Mr. Ankur Rawat (DIN: 07682969) was appointed as Additional Director, Non Independent, with effect from June 03, 2022.

Resignation of Mrs. Juhi Singh (DIN: 02022313), Non-Executive, Non-Independent Director from the position of Director was accepted with effect from close of business on June 03, 2022.

Dr. Niraj Kumar Singh (DIN: 00233396), stepped down from the position of Managing Director with effect from close of business on June 03, 2022 while continuing as a Director, Non Independent.

Dr. Niraj Kumar Singh (DIN: 00233396) was reappointed as Chairman and Managing Director (Executive - Non Independent) for a period of 5 (Five) consecutive years with effect from June 25, 2022.

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. Kamlesh Gupta	Non-Executive - Independent Director	Chairperson	26-03-2021	-	-
2	Mrs. Juhi Singh	Non-Executive – Non Independent Director	Member	30-09-2015	03-06-2022	-
3	Mr. Kailash Chandra Sharma	Non-Executive - Independent Director	Member	14-11-2019	-	-
4	Ankur Rawat	Non-Executive – Non Independent Director	Member	24-06-2022	-	-

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	Mrs. Juhi Singh	Non-Executive - Non Independent Director	Member	30-09-2015	03-06-2022	-
4	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	Mrs. Juhi Singh	Non-Executive - Non Independent Director	Member	30-09-2015	03-06-2022	-
4	Ankur Rawat	Non-Executive – Non Independent Director	Member	24-06-2022	-	-

Whether Permanent chairperson appointed	Yes
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The Board of Directors of the Company at their meeting held on June 24, 2022, reconstituted the following Committees of Board of Directors of the Company with effect from June 24, 2022:

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Stakeholders Relationship Committee

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* (All directors including Independent Directors)	No. of Independent Directors attending the meeting*
14-02-2022				Yes		
	30-05-2022	104		Yes	4	2
	06-06-2022	6		Yes	4	2
	24-06-2022	17		Yes	4	2
	25-06-2022	0		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 Independe nt Directors attending the meeting*
Audit Committee	14-02-2022				Yes		
Audit Committee	30-05-2022	104			Yes	3	2
Audit Committee	25-06-2022	25			Yes	3	2
Nomination and Remuneration Committee	03-06-2022				Yes	3	2
Nomination and Remuneration Committee	25-06-2022				Yes	3	2

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

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