

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity: **Sai Capital Limited**
 2. Quarter Ended: **30-September-22**

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.	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
Mr.	Ankur Rawat*	07682969	Non-Executive - Non Independent Director	-	22-07-1986	No/ Active	03-06-2022	-	-	-	1	-	2	-

Company Remarks	Chairperson related to Promoter
Whether Permanent chairperson appointed	Yes

*The Members of the Company at their 27th AGM held on August 05, 2022 approved the following:

1. Appointment of Dr. Niraj Kumar Singh as Chairman and Managing Director of the Company for a period of five consecutive years with effect from June 25, 2022.
2. Appointment of Mr. Ankur Rawat as Non-Executive, Non Independent Director of the Company with effect from June 03, 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	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 Director)	No. of Independent Directors attending the meeting*
30-05-2022				Yes	4	4	2
06-06-2022		6		Yes	4	4	2
24-06-2022		17		Yes	4	4	2
25-06-2022		0		Yes	4	4	2
	06-07-2022	10		Yes	4	4	2
	13-08-2022	37		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 requireme not of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors (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	30-05-2022				Yes	3	3	2	0
Audit Committee	25-06-2022	25			Yes	3	3	2	0
Audit Committee	06-07-2022	10			Yes	3	3	2	0
Audit Committee	13-08-2022	37			Yes	3	3	2	0
Stakeholders Relationship Committee	13-08-2022				Yes	3	3	2	0

v. Related Party Transactions (Annexure 1)

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 1)

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 1000 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	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
	Any other information to be provided			

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