

# Integrated Governance

## SAI CAPITAL LIMITED

### General information about company

Scrip code	531931	
NSE Symbol	NOTLISTED	
MSEI Symbol	NOTLISTED	
ISIN	INE531X01018	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Yearly	
Date of Quarter Ending	31-03-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false	The Company has not acquired any Shares or Voting Rights in Unlisted Companies during this Quarter and Year ended 31st March, 2025.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false	No fine or penalty was imposed on the Company during the Quarter and Year ended 31st March, 2025.
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	false	There are no tax litigations or disputes pending against the Company during the Quarter and Year ended 31st March, 2025.
Risk management committee	false	
Market Capitalisation as per immediate previous Financial Year	Any other	
Is SCORE ID Available ?	true	
SCORE Registration ID	s00027	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																							
Whether the listed entity has a Regular Chairperson																							
true																							
Whether Chairperson is related to MD or CEO																							
Disqualification of Directors under section 164 of the Companies Act, 2013																							
Sr no.	Title(Mr/Ms)	Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(In months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Niraj Kumar Singh	Executive Director	Chairperson	MD	false				Active	NA		14-06-1995	25-06-2022		1	0	0	0				
2	Mr	Ankur Rawat	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		03-06-2022			1	0	2	0				
3	Mrs	Kamlesh Gupta	Non-Executive - Independent Director	Not Applicable		false				Active	NA		26-03-2021		49	2	2	3	1				
4	Mr	Kailash Chandra Sharma	Non-Executive - Independent Director	Not Applicable		false				Active	NA		14-11-2019	14-11-2024		65	1	1	2	1			

## Annexure I

### II. Composition of Committees

Disclosure of notes on composition of committees explanatory

### Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Kamlesh Gupta	Non-Executive - Independent Director	Chairperson	26-03-2021		
2	Ankur Rawat	Non-Executive - Non Independent Director	Member	24-06-2022		
3	Kailash Chandra Sharma	Non-Executive - Independent Director	Member	14-11-2019		

## Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Kamlesh Gupta	Non-Executive - Independent Director	Chairperson	26-03-2021		
2	Ankur Rawat	Non-Executive - Non Independent Director	Member	24-06-2022		
3	Kailash Chandra Sharma	Non-Executive - Independent Director	Member	14-11-2019		

## Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Kailash Chandra Sharma	Non-Executive - Independent Director	Chairperson	14-11-2019		
2	Kamlesh Gupta	Non-Executive - Independent Director	Member	26-03-2021		
3	Ankur Rawat	Non-Executive - Non Independent Director	Member	24-06-2022		

## Annexure I

### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Sr	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)	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*
1			true	4	3	2	
2	21		true	4	4	2	
3	30-01-2025	54		true	4	3	2
4	14-02-2025	14		true	4	3	2

## Annexure I

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Sr	Name of 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)
1	Audit Committee				true	3	2	2	0	0
2	Audit Committee	21			true	3	3	2	0	
3	Audit Committee	14-02-2025	69			true	3	2	2	
4	Nomination and remuneration committee				true	3	3	2	0	0
5	Nomination and remuneration committee	14-02-2025	69			true	3	2	2	



## Annexure I

### V. 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	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable 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.	true
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.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

## Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Karan Mehra
2	Designation	Company Secretary and Compliance Officer

### 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	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

## Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

### I. Disclosure on website in terms of Listing Regulations

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		<a href="http://www.saicapital.co.in/About-Us.aspx">http://www.saicapital.co.in/About-Us.aspx</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.saicapital.co.in/policies/Terms%20&amp;%20Condiiton%20for%20appointment%20of%20Independent%20Directors.pdf">http://www.saicapital.co.in/policies/Terms%20&amp;%20Condiiton%20for%20appointment%20of%20Independent%20Directors.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.saicapital.co.in/Board-of-directors.aspx">http://www.saicapital.co.in/Board-of-directors.aspx</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.saicapital.co.in/policies/Code%20of%20Conduct%20for%20Board%20Members%20and%20Senior%20Management.pdf">http://www.saicapital.co.in/policies/Code%20of%20Conduct%20for%20Board%20Members%20and%20Senior%20Management.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.saicapital.co.in/policies/Whistle%20Blower%20Policy.pdf">http://www.saicapital.co.in/policies/Whistle%20Blower%20Policy.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.saicapital.co.in/policies/Policy%20on%20Remuneration%20to%20Non%20Executive%20Directors.pdf">http://www.saicapital.co.in/policies/Policy%20on%20Remuneration%20to%20Non%20Executive%20Directors.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.saicapital.co.in/policies/Policy%20on%20Related%20Party%20Transactions.pdf">http://www.saicapital.co.in/policies/Policy%20on%20Related%20Party%20Transactions.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://www.saicapital.co.in/policies/Policy%20for%20determining%20Material%20Subsidiaries.pdf">http://www.saicapital.co.in/policies/Policy%20for%20determining%20Material%20Subsidiaries.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.saicapital.co.in/policies/SCL_Details%20of%20the%20Familiarization%20programme.pdf">http://www.saicapital.co.in/policies/SCL_Details%20of%20the%20Familiarization%20programme.pdf</a>
10	Email address for grievance redressal and other relevant details	Yes		<a href="http://www.saicapital.co.in/Investors-Complain.aspx">http://www.saicapital.co.in/Investors-Complain.aspx</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://www.saicapital.co.in/Investors-Complain.aspx">http://www.saicapital.co.in/Investors-Complain.aspx</a>
12	Financial results	Yes		<a href="http://www.saicapital.co.in/share-holders.aspx">http://www.saicapital.co.in/share-holders.aspx</a>
13	Shareholding pattern	Yes		<a href="http://www.saicapital.co.in/share-holders.aspx">http://www.saicapital.co.in/share-holders.aspx</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	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		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="http://www.saicapital.co.in/Disclosure_of_events_2024-25.aspx">http://www.saicapital.co.in/Disclosure_of_events_2024-25.aspx</a>
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		<a href="http://www.saicapital.co.in/share-holders.aspx">http://www.saicapital.co.in/share-holders.aspx</a>
20	Secretarial Compliance Report	Yes		<a href="http://www.saicapital.co.in/Disclosure_of_events_2023-24.aspx">http://www.saicapital.co.in/Disclosure_of_events_2023-24.aspx</a>
21	Materiality Policy as per Regulation 30 (4)	Yes		<a href="http://www.saicapital.co.in/policies/Policy%20on%20disclosure%20of%20Materiality%20of%20Events%20or%20Information.pdf">http://www.saicapital.co.in/policies/Policy%20on%20disclosure%20of%20Materiality%20of%20Events%20or%20Information.pdf</a>
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		<a href="http://www.saicapital.co.in/Intimation%20under%20Regulation%2030(5)_14.02.2025.pdf">http://www.saicapital.co.in/Intimation%20under%20Regulation%2030(5)_14.02.2025.pdf</a>
23	Disclosures under regulation 30(8)	Yes		<a href="http://www.saicapital.co.in/Disclosure_of_events_2024-25.aspx">http://www.saicapital.co.in/Disclosure_of_events_2024-25.aspx</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		<a href="http://www.saicapital.co.in/share-holders.aspx">http://www.saicapital.co.in/share-holders.aspx</a>
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		<a href="http://www.saicapital.co.in/Index.aspx">http://www.saicapital.co.in/Index.aspx</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		<a href="http://www.saicapital.co.in/Index.aspx">http://www.saicapital.co.in/Index.aspx</a>



## Annexure II

### II. Annual Affirmations

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(1C), 17(1D) & 17(1E)	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	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	Yes	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	NA	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	

45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)		
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided				

## Annexure II

1	Name of signatory	Karan Mehra
2	Designation	Company Secretary and Compliance Officer



## Annexure II

### 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 Any other information to be provided	Yes

## Annexure II

1	Name of signatory	Karan Mehra
2	Designation	Company Secretary and Compliance Officer

### Signatory Details

Name of signatory	Karan Mehra
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	09-04-2025

### Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0