

SAI CAPITAL LIMITED

Regd. Office: G-25, GROUND FLOOR, RASVILAS SALCON D-1, SAKET DISTRICT CENTRE, SAKET, NEW DELHI, SOUTH DELHI -110017
(CIN: L74110DL1995PLC069787), E mail: cs@saicapital.co.in, Ph: 011-40234681
Website: www.saicapital.co.in

January 05, 2026

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001.

Scrip Code-531931

**Subject: Disclosure of Voting Results of Postal Ballot under Regulation 30 & 44 of the
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
("Listing Regulations").**

Dear Sirs,

Further to our letter dated December 05, 2025 regarding Notice of Postal Ballot ("Notice") sent to the Members of the Company, M/s. Sai Capital Limited ("the Company"), this is to inform that the Members of the Company have duly approved the Resolutions for the Items as set out in the Postal Ballot Notice with requisite majority and the same are deemed to have been approved on Sunday, January 04, 2026 (end date of remote e-voting).

In this regard, please find attached the following:

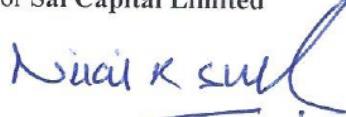
1. Voting Results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Report of the Scrutinizer, Ms. (Practicing Company Secretary C.P. No. 22918) dated January 05, 2026; and

The Voting Results together with the Scrutinizer's Report are also available on the website of the Company, i.e. www.saicapital.co.in and the website of NSDL, i.e. <https://www.evoting.nsdl.com/>.

You are requested to acknowledge receipt and take above information on record.

Thanking You,

Yours Truly,
For Sai Capital Limited



Dr. Niraj Kumar Singh
Chairman & Managing Director



Attachments: a/a

DETAILS OF E-VOTING RESULTS BY POSTAL BALLOT PROCESS AS PER REGULATION 44(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

General Information about Company	
Scrip code	531931
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE531X01018
Name of the company	SAI CAPITAL LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	January 04, 2026
Total number of shareholders on record date	2882

Scrutinizer Details	
Name of the Scrutinizer	Ritu Mahajan
Firms Name	Ritu Mahajan
Qualification	CS
Membership Number	34595
Date of Board Meeting in which appointed	December 01, 2025

Resolution (1)								
Resolution required: (Ordinary/ Special)				Ordinary				
Whether promoter/ promoter group are interested in the agenda/ resolution?				No				
Description of resolution considered				Material Related Party Transaction(s) between M/s. Health Care Energy Foods Private Limited, a Material Subsidiary of the Company, and M/s. Butterfly Ayurveda Private Limited, also a Material Subsidiary of the Company				
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on vote polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2122700	1796200	84.6186	1796200	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2122700	1796200	84.6186	1796200	0	100	0
Public - Institutions	E-Voting	0	0	N.A.	N.A.	N.A.	N.A.	N.A.
	Poll		0	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	0	0	N.A.	N.A.	N.A.	N.A.	N.A.
Public - Non Institutions	E-Voting	756600	58283	7.7033	58251	32	99.9451	0.0549
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	756600	58283	7.7033	58251	32	99.9451	0.0549
TOTAL		2879300	1854483	64.4074	1854451	32	99.9983	0.0017
Whether resolution is Pass or Not						Yes		

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Resolution (2)								
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Description of resolution considered			Material Related Party Transaction(s) between Mr. Ankur Rawat, Non-Executive Director & Chief Financial Officer (CFO) of the Company and M/s. Health Care Energy Foods Private Limited, a Material Subsidiary of the Company.					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on vote polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2122700	1796200	84.6186	1796200	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2122700	1796200	84.6186	1796200	0	100	0
Public - Institutions	E-Voting	0	0	N.A.	N.A.	N.A.	N.A.	N.A.
	Poll		0	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	0	0	N.A.	N.A.	N.A.	N.A.	N.A.
Public - Non Institutions	E-Voting	756600	58283	7.7033	58251	32	99.9451	0.0549
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	756600	58283	7.7033	58251	32	99.9451	0.0549
TOTAL		2879300	1854483	64.4074	1854451	32	99.9983	0.0017
Whether resolution is Pass or Not						Yes		

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SCRUTINIZER'S REPORT

To
The Chairman,
Sai Capital Limited
L74110DL1995PLC069787
G-25, Ground Floor, Rasvilas Salcon,
D-1, Saket District Centre Saket,
New Delhi, -110017, India

**SCRUTINIZER'S REPORT ON THE POSTAL BALLOT PROCESS CONDUCTED THROUGH
REMOTE E-VOTING**

Dear Sir,

I, Ritu Mahajan, a whole-time Practicing Company Secretary was appointed as Scrutinizer by the Board of Directors of Sai Capital Limited at its Board Meeting held on December 01, 2025 for scrutinizing postal ballot which was conducted only through electronic means in respect of the resolution contained in the Notice dated December 01, 2025 in a fair and transparent manner and for ascertaining the requisite majority for the resolution proposed to be passed in compliance to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ('the Act') and other applicable provisions, if any, of The Companies Act, 2013 (including any statutory modification(s) or re-enactment(s), thereof, for the time being in force), read with Rule 20 & 22 of the Companies (Management and Administration) Rules (as amended) and in terms of the General Circular No. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021; 20/2021 dated December 8, 2021; 03/2022 dated May 5, 2022; 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and 03/2025 dated September 22, 2025 respectively (hereinafter referred to as the "MCA Circulars"), issued by the Ministry of Corporate Affairs, Government of India (the "MCA") and Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, ["SEBI Listing Regulation"] on the resolution as set-out in the notice of Postal Ballot (by way of e-voting).

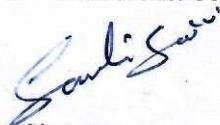
I do hereby submit my report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Act, and Rules made thereunder including MCA Circulars and SEBI Listing Regulations/ Circulars relating to remote e-voting on the Resolution contained in the Notice of Postal Ballot.
2. The Company has engaged National Securities Depository Limited ("NSDL"), as the agency to provide remote electronic voting facility to Members of the Company.



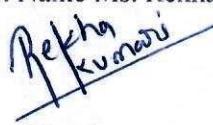
3. My responsibility as Scrutinizer is restricted to make Scrutinizers' Report of the votes cast "For" or "Against" the resolution stated in the Notice of Postal Ballot.
4. Pursuant to the MCA Circulars the members of the Company holding equity shares, as on the "cut-off date" i.e. **Wednesday, December 03, 2025** were entitled to vote on the proposed resolution as set out in the Notice of Postal Ballot dated December 01, 2025, through remote e-voting only.
5. The remote e-voting period commenced from **Saturday, December 06, 2025 at 09:00 A.M. (IST)** and ended on **Sunday, January 04, 2026 at 05:00 P.M. (IST)** at e-voting website link www.evoting.nsdl.com. The remote e-voting module was disabled for voting thereafter.
6. Pursuant to the provisions of the Act and MCA Circulars issued by Ministry of Corporate Affairs, the Companies has sent Postal Ballot notice(s) to its Members whose name(s) appeared in the Register of Members / list of beneficial owners received from National Securities Depositories Limited/ Central Depository Services (India) Limited as on the Cut-off date i.e. December 03, 2025 and whose e-mail ids were available with the Company/ Registrar Share Transfer Agent (RTA) / Depositories Participants, through electronic means only and has not despatched physical notices to any member.
7. As stated in Sub-rule 3 of Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time & MCA circulars, on **Saturday, December 06, 2025**, public notice were published by the Company in Financial Express ('English Newspaper') and in Jansatta (Vernacular Newspaper) informing about completion of dispatch of Postal Ballot Notices to its shareholders through electronic means.
8. I monitored the process of electronic voting (i.e. remote e-voting) through the scrutinizer's secured link provided by NSDL through its designated website.
9. After completion of e-voting, votes casted by the members were unblocked by me in the presence of two witnesses, Ms. Sonali Saini & Ms. Rekha Kumari who were not in the employment of the Company.

i. Name: Ms. Sonali Saini



Signature:

b. Name Ms. Rekha Kumari



Signature:

10. Hereafter, the details containing, inter alia, the list of Equity Shareholders, who voted "for" or "against" each of the resolutions that was put to vote, were generated from the e-voting website of NSDL, i.e., www.evoting.nsdl.com.
11. Votes casted by the members through remote e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company / the Company.
12. The Postal Ballot record will be handed over to the Company Secretary for the safe custody once the Chairman consider, approve and sign the Postal Minutes.



13. After ascertaining the votes casted by remote e-voting, I hereby submit the result as under:

ITEM NO. 1 Ordinary Resolution:			Material Related Party Transaction(s) between M/s. Health Care Energy Foods Private Limited, a Material Subsidiary of the Company, and M/s. Butterfly Ayurveda Private Limited, also a Material Subsidiary of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters Count	No. of Votes	%	Voters Count	No. of Votes	%
Remote e-voting	45	1854483	24	1854451	99.9983	21	32	0.0017
TOTAL	45	1854483	24	1854451	99.9983	21	32	0.0017

*No invalid Votes

ITEM NO. 2 Ordinary Resolution:			Material Related Party Transaction(s) between Mr. Ankur Rawat, Non-Executive Director & Chief Financial Officer (CFO) of the Company and M/s. Health Care Energy Foods Private Limited, a Material Subsidiary of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters Count	No. of Votes	%	Voters Count	No. of Votes	%
Remote e-voting	45	1854483	24	1854451	99.9983	21	32	0.0017
TOTAL	45	1854483	24	1854451	99.9983	21	32	0.0017

*No invalid Votes



14. Based on the above remote e-voting. I confirm that the resolution has been passed on with the requisite majority, accordingly I request the Company, to announce the voting results of Postal Ballot.

For Rita Mahajan & Associates



Rita Mahajan

Practicing Company Secretary

Membership No. A35495, COP No. 22918

PRC No. 3410/2023

UDIN: A035495G003131258

Place: New Delhi

Date: 05-01-2026

Countersigned by:
For Sai Capitals Limited

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Niraj Kumar Singh
Chairman cum Managing Director
DIN: 00233396